



**STATUS OF COMPLIANCE WITH NEW CLAUSE 49 OF THE LISTING AGREEMENT**

Particulars	Clause 49 of Listing Agreement	Compliance (Yes/No/N.A.)	status	Remarks
I	2	3	4	
<b>III. BOARD OF DIRECTORS</b>	<b>49 I</b>	-		
(A) Composition of Board	49 (I A)	Yes	-	
(B) Non-executive Directors' compensation & disclosures	49 (I B)	Yes	-	
(C) Other Provisions as to Board and Committees	49 (I C)	Yes		
(D) Code of Conduct	49 (I D)	Yes		
<b>II. Audit Committee</b>	<b>49 (II)</b>	-		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes		
(B) Meeting of Audit Committee	49 (II B)	Yes		
(C) Powers of Audit Committee	49 (II C)	Yes		
(D) Role of Audit Committee	49 II (D)	Yes		
(E) Review of Information by Audit Committee	49 II (E)	Yes		
<b>III. SUBSIDIARY COMPANIES</b>	<b>49 (III)</b>	Yes		
<b>IV. DISCLOSURES</b>	<b>49 (IV)</b>	-		
(A) Basis of related party transactions	49 (IV A)	Yes		

UTV Software Communications Ltd.

Registered Office: 1181-1182, 8<sup>th</sup> Floor, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai 400 093.

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(B) Disclosure of Accounting treatment	49 (IV B)	Yes	Will be complied with as and when applicable.
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public issues, rights issues, Preferential issues etc.,	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	Will be complied with, in the next Annual report.
(F) Management	49 (IV F)	Yes	Will be complied with, in the next Annual report.
(G) Shareholders	49 (IV G)	Yes	
V.CEO/CFO Certification	49 (V)	Yes	Will be complied with, in the next Annual report.
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied with, in the next Annual report
VII. Compliance	49 (VII)	Yes	Certificate of compliance will be obtained at the time of Annual Report.



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