

CIN: L36999TN1988PLC015475

July 14, 2014

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
UNDER CLAUSE 49 OF THE LISTING AGREEMENT

Name of the Company : INFO-DRIVE SOFTWARE LIMITED
Scrip ID: 530703, Scrip Code: INFDS (BSE)
Symbol: INFODRIVE (NSE)

Quarter ended on : 30th June 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Not Applicable	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V.CEO/CFO Certification		Yes	
VI. Report on Corporate Governance	49 (V)	Yes	
VII. Compliance	49 (VII)	Yes	



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WARRANTS, C...	e	

shall be provided to incorporate all the provisions of the Clause 49 of the

details under each head information required as per Listing Agreement.

compliance or non-compliance may be indicated if the Board has been composed in accordance with Part I of the Listing Agreement, "Yes" may be indicated if the company has no related party transactions. "No" may be indicated against 49 (IV A).

2) In the column No.3, compliance shall be indicated by Yes/No/N.A. For example, if the company is in accordance with the Clause 49 (IV A), "Yes" may be indicated. Similarly, in case of related party transactions, the words "N.A." may be indicated.

Remarks for non-compliance may be indicated, if the requirement related to circulation of shares is not complied with, which would be done only in the "Remarks" column as - "will be complied with at the next AGM/EGM". Similarly, in respect of matters which are not to be complied with here the situation arises, for example, "will be complied with only in the next Annual Report" may be indicated.

3) In the remarks column, reasons for non-compliance, for example, in case of related party transactions, information to the shareholders, if the company is in accordance with AGM/EGM, it might be indicated. Similarly, in case of related party transactions, it might be indicated that the company will be complied with at the AGM/EGM. "Report on Corporate Governance" may be indicated only, the words "will be complied with only in the next Annual Report" may be indicated.

For Info-Drive Software Limited



V N Seshagiri Rao
 Director

