

Annexure - I

**Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

**Name of the Company: Indo-Pacific Software & Entertainment Ltd.  
Quarter ending on: 31<sup>st</sup> December, 2012.**

| Particulars  | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---------|
| <b>I Board of Directors</b>  | 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                      |         |
| <b>II. Audit Committee</b>   | 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                      |         |
| <b>III. Subsidiary Companies</b>   | 49 (III)                    | N.A.                     |         |
| <b>IV. Disclosures</b>   | 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)                   | N.A.                     |         |
| (E) Remuneration of Directors  | 49 (IV E)                   | Yes                      |         |
| (F) Management   | 49 (IV F)                   | Yes                      |         |
| (G) Shareholders   | 49 (IV G)                   | Yes                      |         |
| <b>V.CEO/CFO Certification</b>   | 49 (V)                      | Yes                      |         |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                     | Yes                      |         |
| <b>VII. Compliance</b>   | 49 (VII)                    | Yes                      |         |

For Indo-Pacific Software & Entertainment Ltd.,



Director/Authorised Signatory  
Date : 11/01/2013  
Place: Nagpur.

