

Date: 10/10/2014.

To,

Bombay Stock Exchange Ltd.,  
Floor 25, Phiroje Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Subject: Submission of Corporate Governance Report under Clause 49 of the listing Agreement for the quarter ended 30<sup>th</sup> September, 2014.

Dear Sir/Madam,

With reference to the above we are enclosing herewith the Compliance Report on Corporate Governance for the quarter ended on 30<sup>th</sup> September, 2014 at Annexure – I.

Kindly take the same on records and oblige us.

Thanking You!

Yours faithfully,

For Indo-Pacific Software and Entertainment Limited,



Director/Authorised Signatory

Encl: Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2014.

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: 30<sup>th</sup> September, 2014.**

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.	None of the subsidiary is a material non listed Indian company.
<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 and Entertainment Limited,



Director/Authorised Signatory

Date : 10/10/2014

Place: Nagpur.