


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

Name of the Company : **CG-VAK SOFTWARE AND EXPORTS LIMITED**
Scrip Code : **531489**
Quarter ending on : **30TH JUNE, 2015**

Particulars	Clause of Listing agreement	Compliance status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified and Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	N.A.	The Subsidiary company, viz, CG-VAK Software USA Inc. is not an indian subsidiary.

For CG-Vak Software & Exports Ltd.

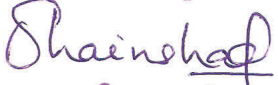

Company Secretary.

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VI. Risk Management	49 (VI)	N.A	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc.,	49 (VIII F)	N.A.	There was no public issues, rights issue, preferential issues, etc., in the recent years
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	Will be complied in the next Annual Report
XI. Compliance	49 (XI)	Yes	Will be complied in the next Annual Report

For CG-Vak Software & Exports Ltd.


Company Secretary.