



Encore Software

Quarterly Compliance Report on Corporate Governance

Name of the Company: Encore Software Limited
Script Code: 531750
Quarter Ending on: June 30, 2014

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No/N.A) | Remarks |
|--|-----------------------------|--------------------------------|---------------|
| 1 | 2 | 3 | 4 |
| I. Board of Directors | 49 (I) | Yes | Complied with |
| (A) Composition of Board | 49 (IA) | Yes | |
| (B) Non-executive Directors' compensation & disclosure | 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) | Yes | Complied with |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 (IID) | Yes | |
| (E) Review of information by Audit Committee | 49 (IIE) | Yes | |
| III. Subsidiary Companies | 49 (III) | Yes | Complied with |
| IV. Disclosures | 49 (IV) | Yes | Complied with |
| (A) Basis of related party transactions | 49 (IVA) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IVB) | Yes | |
| (C) Board Disclosures | 49 (IVC) | Yes | |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IVD) | Yes | |
| (E) Remuneration of Directors | 49 (IVE) | Yes | |
| (F) Management | 49 (IVF) | Yes | |
| (G) Shareholders | 49 (IVG) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | Complied with |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Complied with |
| VII. Compliances | 49 (VII) | Yes | Complied with |

Encore Software Limited

Chhanda Deshpande
Compliance Officer

Encore Software Limited

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