

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company – AXISCADES Engineering Technologies Ltd.  
(Formerly Axis-IT&T Ltd.)

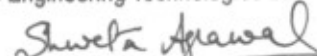
Quarter Ending on 31<sup>st</sup> March, 2015

Particulars	Clause of Listing Agreement	Compliance Status (YES/NO/N.A.)	Remarks
1	2	3	4
<b>II. BOARD OF DIRECTORS</b>	<b>49 II</b>		
A. Composition of the Board	49 (IIA)	YES	
B. Independent Directors	49 (IIB)	YES	
C. Non- Executive Directors' compensation & disclosure	49 (IIC)	YES	
D. Other provisions as to Board and committees	49 (IID)	YES	
E. Code of Conduct	49 (IIE)	YES	
F. Whistle Blower Policy	49 (IIF)	YES	
<b>III. Audit Committee</b>	<b>49 III</b>		
A. Qualified & Independent Audit Committee	49 (IIIA)	YES	
B. Meeting of Audit Committee	49 (IIIB)	YES	
C. Powers of Audit Committee	49 (IIIC)	YES	
D. Role of Audit Committee	49 (IIID)	YES	
E. Review of Information of Audit Committee	49 (IIIE)	YES	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	YES	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	YES	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	YES	Risk Management committee formation is not mandatory for us.
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	YES	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>	YES	
A. Related Party Transactions	49 (VIIIA)	N.A.	There are no material transactions with related parties.
B. Disclosures of Accounting Treatment	49 (VIIIB)	YES	
C. Remuneration of Directors	49 (VIIC)	YES	
D. Management	49 (VIID)	YES	
E. Shareholders	49 (VIIE)	YES	
F. Proceeds from public issues, right issues, Preferential issues etc.	49 (VIIF)	N.A.	
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	YES	Annual Certificate for FY 2013-14 was taken and Annual Certificate for FY 2014-15 will be taken.
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	YES	
<b>XI. Compliance</b>	<b>49 (XI)</b>	YES	Done in AR 2013-14 and will be done in AR 2014-15

New Delhi  
9<sup>th</sup> April, 2015

**Certified True Copy**

AXISCADES Engineering Technologies Ltd.

  
**SHWETA AGRAWAL**  
 Company Secretary