

QUARTERLY REPORT ON CORPORATE GOVERNANCE

Name of the Company: **Axis-IT&T Ltd.**
Quarter ending: **September 30, 2009**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
I. Board of Directors	49 (I)	Yes	
(a) Composition of Board	49 (IA)	Yes	
(b) Non-Executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(c) Other procedures as to Board and Committees	49 (IC)	Yes	
(d) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 II	Yes	
(a) Qualified and 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)	Not Applicable	No Indian Subsidiary
IV. Disclosures	49 (IV)		
(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 etc.	49 (IVD)	Not Applicable	
(e) Remuneration of Directors	49 (IVE)	Yes	
(f) Management	49 (IVF)	Yes	
(g) Shareholders	49 (IVG)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	Has been complied with in the Annual Report 2008-2009
VII. Compliance	49 (VII)	Yes	Has been complied with in the Annual Report 2008-2009