

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: USG Tech Solutions Limited
Quarter ending on: 31st December, 2014

Particulars	Clause of listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	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	Certificate in 15 th Annual Report
(F) Whistle Blower Policy	49 (II F)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & 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)	Yes	
VI. Risk Management	49(VI)	Yes	
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) Disclosure of resignation of directors	49 (VIII F)	Yes	Informed to Stock Exchange as and when happens
(G) Disclosure of formal letter of appointment	49 (VIII G)	Yes	
(H) Disclosures in the Annual Report	49 (VIII H)	Yes	Will be complied in the next annual report
(I) Proceeds from public issue,	49 (VIII I)	N.A.	No such proceeds generated



rights issue, preferential issues etc.			during this quarter
IX.CEO/CFO Certification	49 (IX)	Yes	Will be complied in the next annual report
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

