

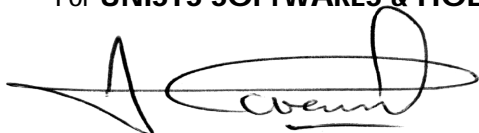
## Quarterly Compliance Report on Corporate Governance

Name of the Company : **Unisys Softwares & Holding Industries Ltd.**

Quarter Ending on : 30<sup>th</sup> September 2015

| Particulars  | Clause of Listing Agreement | Compliance Status Yes/No | Remarks                                |
|--|-----------------------------|--------------------------|--|
| <b>II. Board of Directors</b>  | <b>49 II</b>                |                          |  |
| (A) Composition of Board   | 49(IIA)                     | Yes                      | N.A.                                   |
| (B) Independent Directors  | 49 (IIB)                    | Yes                      | N.A.                                   |
| (C) Non-executive Directors' compensation & disclosures                  | 49 (IIC)                    | Yes                      | N.A.                                   |
| (D) Other provisions as to Board and Committees                          | (49 (IID)                   | Yes                      | N.A.                                   |
| (E) Code of Conduct  | (49 (IIE)                   | Yes                      | N.A.                                   |
| (F) Whistle Blower Policy  | (49 (IIF)                   | Yes                      | N.A.                                   |
| <b>III. Audit Committee</b>  | <b>49 (III)</b>             |                          |  |
| (A) Qualified & Independent Audit Committee                              | 49 (IIIA)                   | Yes                      | N. A.                                  |
| (B) Meeting of Audit Committee   | 49 (IIIB)                   | Yes                      | N. A.                                  |
| (C) Powers of Audit Committee 49 (IIC)                                   | 49 (IIIC)                   | Yes                      | N. A.                                  |
| (D) Role of Audit Committee  | 49 (IIID)                   | Yes                      | N. A.                                  |
| (E) Review of Information by Audit Committee                             | 49 (IIIE)                   | Yes                      | N.A.                                   |
| <b>IV. Nomination &amp; Remuneration Committee</b>                       | <b>49 (IV)</b>              | Yes                      | N.A.                                   |
| <b>V. Subsidiary Companies</b>   | <b>49 (V)</b>               | N.A.                     | N. A.                                  |
| <b>VI. Risk Management</b>   | <b>49 (VI)</b>              | Yes                      | N. A.                                  |
| <b>VII. Related Parties Transactions</b>                                 | <b>49 (VII)</b>             | Yes                      | N. A.                                  |
| <b>VIII. Disclosures</b>   | <b>49 (VIII)</b>            |                          |  |
| (A) Related Party Transactions   | 49 (VIII A)                 | Yes                      | Will be Complied in next Annual Report |
| (B) Disclosure of Accounting Treatment                                   | 49 (VIII B)                 | Yes                      | Will be Complied in next Annual Report |
| (C) Remuneration to Directors  | 49 (VIII C)                 | Yes                      | Will be Complied in next Annual Report |
| (D) Management   | 49 (VIII D)                 | Yes                      | Will be Complied in next Annual Report |
| (E) Shareholders   | 49 (VIII E)                 | Yes                      | Complied in Annual General Meeting     |
| (F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (VIII F)                 | N.A.                     | N. A.                                  |
| <b>IX. CEO/CFO Certification</b>   | 49 (IX)                     | Yes                      | Will be Complied in next Annual Report |
| <b>X. Report on Corporate Governance</b>                                 | 49 (X)                      | Yes                      | Will be Complied in next Annual Report |
| <b>XI. Compliance</b>  | 49 (XI)                     | Yes                      | Will be Complied in next Annual Report |

For **UNISYS SOFTWARES & HOLDING INDUSTRIES LIMITED**



**JAGDISH PRASAD PUROHIT**  
**DIN : 00083125**  
**MANAGING DIRECTOR**

Place : Kolkata

Date : October 6, 2015