

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi6@gmail.com

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Intrasoft Technologies Limited

We have examined the compliance of conditions of Corporate Governance by Intrasoft Technologies Limited ("the Company") for the year ended 31st March, 2010.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examinations were limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with most of the conditions of Corporate Governance as stipulated in the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Rathi & Associates
Company Secretaries**



Narayan Rathi
Partner
CP No. 1104

Place : Mumbai
Date : 11th August, 2010