

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
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SECRETARIAL AUDIT REPORT

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies

(Appointments and Remuneration) Regulations, 2014)

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Intrasoft Technologies Limited
A-502, Prathamesh, Raghuvanshi Mills Ltd. Compound
Senapati Bapat Marg, Lower Parel Mumbai 400 013

We have examined the compliance of conditions of Corporate Governance by **Intrasoft Technologies Limited** ('the Company') for the year ended March 31, 2018 as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchanges.

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 the conditions of Corporate Governance as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the Stock Exchanges.

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 and on behalf of
RATHI & ASSOCIATES
COMPANY SECRETARIES



A handwritten signature in blue ink, appearing to read "Jayesh M. Shah".

JAYESH M. SHAH
PARTNER
FCS No.: 5637
COP No.: 2535

Date: 28th May, 2018
Place: Mumbai