

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members

Intrasoft Technologies Limited

A-502, Prathamesh, Raghuvanshi Mills Compound,

SenapatiBapatMarg, Lower Parel,

Mumbai- 400013

We have examined the compliance of conditions of Corporate Governance by **Intrasoft Technologies Limited** ('the Company') for the year ended March 31, 2020 as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 except for the appointment of Independent Director of the Company on the Board of Directors of the unlisted material subsidiary pursuant to Regulation 25(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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
COMPANYSECRETARIES**

**Place: Mumbai
Date: 1st July, 2020**

**HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP. NO. 3030**