

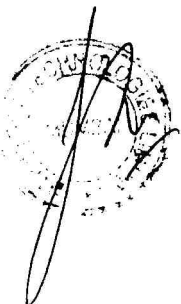
Name of the Company : INTRASOFT TECHNOLOGIES LIMITED  
 Quarter ending on : 31<sup>st</sup> December, 2010

Particulars	Clause of the Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N. A.	Only sitting fee is paid to the Independent Directors. The required disclosures have been made in the Annual Report for the Financial Year 2009-10 and shall also be made in the Financial Year 2010-11.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	-
<b>II. Audit Committee</b>	49 (II)		-
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 (IID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
<b>III. Subsidiary Companies</b>	49 (III)	Yes*	-
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	Disclosed in the Annual Report for the Year 2009-2010 and shall be disclosed in the Annual Report for the Financial Year 2010-2011.

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(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Disclosed in the Annual Report for the Year 2009-2010 and shall be disclosed in the Annual Report for the Financial Year 2010-2011.
(C) Board Disclosures	49 (IVC)	Yes	Disclosed in the Annual Report for the Year 2009-2010 and shall be disclosed in the Annual Report for the Financial Year 2010-2011.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	Yes	Utilized for the purpose for which it was raised and the unutilized fund has been earmarked and kept it in the separate account.
(E) Remuneration of Directors	49 (IVE)	Yes	Complied with for the F.Y. 2009-10 and will be complied for the F.Y. 2010-11.
(F) Management	49 (IVF)	Yes	Management Discussion and Analysis Report was circulated along with the Annual Report of Financial Year 2009-2010 and necessary compliance will be made for the financial year 2010-11.



(G) Shareholders	49 (IVG)	Yes	In the event of appointment or re-appointment of Directors, the shareholders are provided required details.
V. CEO/CFO Certification	49 (V)	Yes	Disclosed in the Annual Report for the Financial Year 2009-10 and shall be complied for the Financial Year 2010-11.
VI. Report on Corporate Governance	49 (VI)	Yes	Corporate Governance Report as on 31 <sup>st</sup> March, 2010 was submitted to the members along with the Annual Report of the financial year 2009-10. Further Quarterly Compliance Reports are regularly submitted to the Bombay Stock Exchange Limited and the National Stock Exchange of India Ltd.
VII. Compliance	49 (VII)	Yes	Compliance Certificate for the financial year ended 31 <sup>st</sup> March 2010 was annexed to the Annual Report for the Financial Year 2009-10 and shall also comply with the Current Financial Year 2010-11.



\* The Company has three wholly owned subsidiaries of which one subsidiary is incorporated under the provisions of the Companies Act, 1956 and two foreign subsidiaries incorporated in Singapore and USA respectively.

For INTRASOFT TECHNOLOGIES LIMITED

DIRECTOR

