

Name of the Company : **INTRASOFT TECHNOLOGIES LIMITED**
Quarter ended : **31st December, 2014**
Scrip Code : **ISFT / 533181**

Particulars	Clause of the Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49(IIB)	Yes	Criteria for performance evaluation of Independent Directors will be disclosed in the Annual Report of F.Y. 2014-15. Separate Meeting of the Independent Directors will be held prior to completion of F.Y. 2014-15. Details of familiarisation programmes will be disclosed on the Company's website and a web link thereto shall also be given in the Annual Report of F.Y. 2014-15.
(C) Non-executive Directors' compensation & disclosures	49(IIC)	N. A.	Only sitting fee is paid to the Independent Directors. Necessary disclosures will be made in the Annual Report of F.Y. 2014-15.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	A declaration by the CEO of affirmation of Board members and senior management personnel for compliance with the code shall be given in the Annual Report of F.Y. 2014-15
(F) Whistle Blower Policy	49 (IIF)	Yes	The details of establishment of mechanism shall be disclosed in the Board's Report for the financial year 2014-15. -
III. Audit Committee	49 (III)		-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meetings of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-



IV. Nomination and Remuneration Committee	49(IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes*	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	The Company has not entered into transactions with the Related Party falling within the purview of sub Clause VII of Clause 49 of the Listing Agreement. Policy on Related Party Transactions has been uploaded on Company's Website and the weblink for the same will be provided in the Annual Report of FY 2014-15.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Necessary disclosures will be made in Corporate Governance Report of FY 2014-15.
(C) Remuneration of Directors	49 (VIII C)	Yes	Necessary disclosures will be made in the Annual Report and Corporate Governance Report of FY 2014-15.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis Report will be attached to the Annual Report of FY 2014-15
(E) Shareholders	49 (VIII E)	Yes	Necessary disclosure will be made in the Annual Report of F.Y. 2014-15 and Quarterly results have been placed on the website of the Company.
(F) Proceeds from the public issue, right issue, preferential issue etc.	49 (VIII F)	N. A.	--
IX. CEO/CFO Certification	49 (IX)	Yes	Necessary certifications from the Managing Director/CFO for the FY 2014-15 will be obtained.
X. Report on Corporate Governance	49 (X)	Yes	Corporate Governance Report for the year ended 31 st March, 2015 will be annexed with the Annual Report of FY 2014-15. Further Quarterly Compliance Reports are regularly submitted to the Stock Exchanges.



XI. Compliance	49	Yes	Compliance Certificate for the financial year ended 31 st March 2015 will be annexed to the Annual Report of FY 2014-15.
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* There are three wholly owned subsidiaries of the Company of which one subsidiary is incorporated under the provisions of the Companies Act, 1956 and two are foreign subsidiaries of which one is incorporated in Singapore and another in USA.

For IntraSoft Technologies Ltd



Rakesh Dhanuka

Company Secretary & Compliance Officer



Date: 7th January, 2015