

Corporate Governance Report

1. Name of the Listed Entity : IntraSoft Technologies Ltd
 2. Quarter ending : December 31, 2018

I. Composition of Board of Directors: Same as previous quarter

| Title (Mr./Ms) | Name of the Director | PAN & DIN | Category* (Chairperson / Executive / Non Executive / Independent / Nominee) | Date of appointment in the current term / cessation* | Tenure ** | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity |
|----------------|----------------------|--------------------|---|--|-----------|--|---|---|
| Mr. | Arvind Kajaria | AGDPK5670M00106901 | Executive Director | 01.04.2014 | - | 1 | 2 | 0 |
| Mr. | Sharad Kajaria | AFWPK8887L00108036 | Executive Director | 01.04.2014 | - | 1 | 0 | 0 |
| Mr. | Anil Agrawal | AFGPA8054H00122053 | Independent Director | 29.08.2014 | 5 years | 1 | 2 | 1 |
| Mr. | Rupinder Singh | AMEPS7842Q02815733 | Independent Director | 29.08.2014 | 5 years | 1 | 2 | 0 |
| Ms. | Savita Agarwal | ADSPG1780C00062183 | Independent Director | 30.06.2014 | 5 years | 1 | 1 | 1 |
| Mr. | Ashok Bhandari | ADUPB5894Q00012210 | Independent Director | 18.03.2017 | 5 years | 7 | 7 | 0 |

* None of the directors ceased during the Reporting period.

II. Composition of Committees:

| Name of the Committee | Name of the Committee Members | Category (Chairperson / Executive / Non Executive / Independent / Nominee) |
|--|--|---|
| 1. Audit Committee | 1) Ms. Savita Agarwal 2) Mr. Arvind Kajaria 3) Mr. Anil Agrawal 4) Mr. Rupinder Singh | 1) Independent (Chairperson of the Committee) 2) Executive 3) Independent 4) Independent |
| 2. Nomination & Remuneration Committee | 1) Mr. Rupinder Singh 2) Mr. Anil Agrawal 3) Ms. Savita Agarwal 4) Mr. Ashok Bhandari | 1) Independent (Chairman of the Committee) 2) Independent 3) Independent 4) Independent |
| 3. Stakeholder Relationship Committee | 1) Mr. Anil Agrawal 2) Mr. Arvind Kajaria 3) Mr. Rupinder Singh 4) Mr. Ashok Bhandari | 1) Independent (Chairman of the Committee) 2) Executive 3) Independent 4) Independent |



III. Meeting of the Board of Directors

| Date(s) of the meeting (if any in the previous quarter) | Date(s) of the meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 14 th August, 2018 | 14 th November, 2018 | 91 days |
| | | |
| | | |

IV. Meeting of Committees

| Date(s) of the meeting of the committee in the relevant quarter | Whether requirement of quorum met | Date of the meeting of the Committee in the previous quarter | Maximum gap between any two consecutive (in number of days) |
|---|-----------------------------------|--|---|
| 14 th November, 2018* | Yes | 14 th August, 2018 | 91 days |
| | Yes | | |
| 14 th November, 2018** | Yes | 14 th August, 2018 | 91 days |

* Audit Committee Meeting.

** Stakeholders' Relationship Committee Meeting

V. Related Party Transactions

| Subject | Compliance status (Yes / No/ N.A.) |
|--|------------------------------------|
| Whether prior approval of audit committee obtained | N.A. |
| Whether shareholder approval obtained for material RPT | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders' Relationship Committee
3. The Committee Members have been made aware of their powers, roles and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and / or the report submitted in the previous quarter have been placed before the Board of Directors. There was no comments/observations/advice of the Board of Directors.

For IntraSoft Technologies Ltd



Pranvesh Tripathi
Company Secretary & Compliance Officer

