

Name of the Company : INTRASOFT TECHNOLOGIES LIMITED  
Quarter ending on : 31<sup>st</sup> March, 2012

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 annual disclosures for Financial Year 2011-12 shall be made in the Annual Report for Financial Year 2011-12.
(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) Meetings 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	Disclosures for the financial year 2011-12 shall be made in the Annual Report for the Financial Year 2011-2012.

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(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Disclosures for the financial year 2011-12 shall be made in the Annual Report for the Financial Year 2011-2012.
(C) Board Disclosures	49 (IVC)	Yes	Disclosures for the financial year 2011-12 shall be made in the Annual Report for the Financial Year 2011-2012.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	Yes	Necessary disclosures with regards to utilization of funds raised through IPO have been disclosed to Recognized Stock Exchanges on quarterly basis.
(E) Remuneration of Directors	49 (IVE)	Yes	Complied with for the F.Y. 2010-11 and necessary compliance will be made for the F. Y. 2011-12.
(F) Management	49 (IVF)	Yes	Management Discussion and Analysis Report was circulated along with the Annual Report of Financial Year 2010-2011 and necessary compliance will be made for the financial year 2011-12.

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(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	Certification for the Financial Year 2010-11 has been obtained from Managing Director of the Company and necessary certifications shall be obtained for Financial Year 2011-12.
VI. Report on Corporate Governance	49 (VI)	Yes	Corporate Governance Report for the year ended 31 <sup>st</sup> March, 2011 was submitted to the members along with the Annual Report of the financial year 2010-11. Further Quarterly Compliance Reports are regularly submitted to the Bombay Stock Exchange Limited and the National Stock Exchange of India Ltd. Requirement of Corporate Governance Report for the year ended 31 <sup>st</sup> March, 2012 shall also be complied with.

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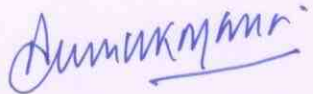


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<b>VII. Compliance</b>	49 (VII)	Yes	Compliance Certificate for the financial year ended 31 <sup>st</sup> March 2011 was annexed to the Annual Report for the Financial Year 2010-11 and shall be complied with for the Financial Year 2011-12.
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\* The Company has three wholly owned subsidiaries 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 LIMITED



MANAGING DIRECTOR



Mumbai

Dated: 6<sup>th</sup> April, 2012