

Corporate Governance Report

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

I. Composition of Board of Directors:

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	6	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)
9 th November, 2017	8 th February, 2018	90 Days
	24 th March, 2017	

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)
*8 th February, 2018	Yes	9 th November, 2017	90 Days
**29 th January, 2018	Yes	18 th October, 2017	-

* Meetings of Audit Committee

** Meetings of Stakeholders' Relationship Committee

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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
- The Committee Members have been made aware of their powers, roles and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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

Prayesh Tripathi

Company Secretary & Compliance Officer



Corporate Governance Report for the whole financial year 2016-17

1. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes



Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For IntraSoft Technologies Ltd.



Pranvesh Tripathi



Company Secretary