

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
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CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

Intrasoft Technologies Limited

We have examined the compliance of conditions of Corporate Governance by Intrasoft Technologies Limited ("the Company") for the year ended 31 March 2016 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges. (up to 30th November 2015) and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (w.e.f 1st December 2015) with the Stock Exchanges.

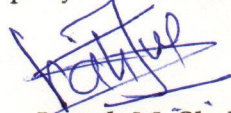
The compliance of conditions of Corporate Governance is the responsibility of the Management; our examinations were limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of Listing Agreement and Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Rathi & Associates
Company Secretaries




Jayesh M. Shah
Partner
CP No.: 2535

Place: Mumbai

Date: 27 May 2016