



IntraSoft Technologies Limited

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CIN No.: L24133MH1996PLC197857

July 3, 2015

Listing Department

National Stock Exchange of India Ltd
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051

Corporate Relationship Department

BSE Limited
P. J. Towers, Dalal Street
Fort
Mumbai - 400 001

Scrip Code: ISFT / 533181

Dear Sir,

Sub: Corporate Governance Report

With reference to captioned subject, please find enclosed herewith Corporate Governance Report for the quarter ended 30th June, 2015.

This is for your information and records.

Thanking you,

Yours faithfully
For IntraSoft Technologies Limited

Rakesh Dhanuka
Company Secretary & Compliance Officer



Encl: as above

Name of the Company : INTRASOFT TECHNOLOGIES LIMITED
Quarter ended : 30th June, 2015
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. Details of familiarisation programme have been disclosed on the Company's website and a web link thereto will be given in the Annual Report of F.Y. 2014-15.
(C) Non-executive Directors' compensation & disclosures	49(IIC)	N. A.	Only sitting fee, in accordance with the provisions of Companies Act, 2013, 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 Managing Director 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	Necessary disclosures of remuneration policy and the evaluation criteria will be made in its Annual Report for the financial year 2014-15.
V. Subsidiary Companies	49 (V)	Yes*	Necessary disclosure of policy for determining 'material' subsidiaries and a web link thereto shall be provided in the Annual Report
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 material 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 I)	N.A.	--
IX. CEO/CFO Certification	49 (IX)	Yes	Necessary certifications from the Managing Director/CFO for the FY 2014-15 have been 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.

* There are three wholly owned subsidiaries of the Company of which one subsidiary is incorporated under the provisions of the Companies Act, 1956 and other 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: 3rd July, 2015