Name of the Company Quarter ending on : INTRASOFT TECHNOLOGIES LIMITED

: 31st March, 2011

Agreement Yes/No	Particulars	Clause of the	Compliance	Remarks
Board of Directors 49 1		Listing	Status	
(A) Composition of Board (B) Non-executive Directors' compensation & disclosures (B) Non-executive Directors' compensation & disclosures (C) Other provisions as to Board and Committees (D) Code of Conduct (A) Qualified & Independent 49 (II) (A) Qualified & Independent 49 (IIA) (C) Powers of Audit Committee (B) Meeting of Audit Committee (C) Powers of Audit Committee (D) Role of Audit Committee (E) Review of Information by Audit Committee (E) Review of Information by Audit Committee (A) Basis of related party transactions (49 (IV) (A) Basis of related party transactions (49 (IV) (A) Gualificate is paid to the Independent and in the Annual Report for the Financial Year 2010-11. (B) N. A. (C) Only sitting fee is paid to the Independent Directors. The required disclosures have been made in the Financial Year 2009-10 and shall be disclosed in the Annual Report for the Financial			Yes/No	
(B) Non-executive Directors' compensation & disclosures 49 (IB) N. A. Only sitting fee is paid to the Independent Directors. The required disclosures have been made in the Annual Report for the Financial Year 2009-10 and shall also be made in the Financial Year 2010-11. (C) Other provisions as to Board and Committees (D) Code of Conduct 49 (IC) Yes II. Audit Committee 49 (II) (A) Qualified & Independent Audit Committee (B) Meeting of Audit Committee 49 (IIB) Yes - (C) Powers of Audit Committee 49 (IIC) Yes - (D) Role of Audit Committee 49 (IID) Yes - (D) Role of Audit Committee 49 (IID) Yes - (D) Role of Audit Committee 49 (IID) Yes - (E) Review of Information by Audit Committee 49 (III) Yes - (E) Review of Information by Audit Audit Committee 49 (III) Yes - IV. Disclosures 49 (IV) (A) Basis of related party transactions Augustant Augustant Augustant Report for the Year 2009-2010 and shall be disclosed in the Annual Report for the Financial Audit Committee Report for the Financial Audit Committee Report for the Financial Year 2010-11.	I Board of Directors		·	
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2010 and shall be disclosed in the Annual Report for the Financial		45 (IVA)	165	
disclosed in the Annual Report for the Financial	transactions			1 -
Report for the Financial				
				1
				Year 2010-2011.



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(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Disclosed in the Annual Report for the Year 2009-2010 and shall be disclosed in the Annual Report for the Financial Year 2010-2011.
(C) Board Disclosures	49 (IVC)	Yes	Disclosed in the Annual Report for the Year 2009-2010 and shall be disclosed in the Annual Report for the Financial Year 2010-2011.
(D)Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	Yes	Utilized for the purpose for which it was raised and the unutilized fund has been earmarked and kept it in the separate account.
(E) Remuneration of Directors	49 (IVE)	Yes	Complied with for the F.Y. 2009-10 and will be complied for the F.Y. 2010-11.
(F) Management	49 (IVF)	Yes	Management Discussion and Analysis Report was circulated along with the Annual Report of Financial Year 2009- 2010 and necessary compliance will be made for the financial year 2010-11.



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	10 (1720)		In the event of
(G) Shareholders	49 (IVG)	Yes	In the event of appointment or reappointment of Directors, the shareholders are provided required details.
V. CEO/CFO Certification	49 (V)	Yes	Disclosed in the Annual Report for the Financial Year 2009-10 and shall be complied for the Financial Year 2010-11.
VI. Report on Corporate Governance	49 (VI)	Yes	Corporate Governance Report as on 31st March, 2010 was submitted to the members along with the Annual Report of the financial year 2009-10. Further Quarterly Compliance Reports are regularly submitted to the Bombay Stock Exchange Limited and the National Stock Exchange of India Ltd.
VII. Compliance	49 (VII)	Yes	Compliance Certificate for the financial year ended 31st March 2010 was annexed to the Annual Report for the Financial Year 2009-10 and shall also comply with the Current Financial Year 2010-11.

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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 foreign subsidiaries incorporated in Singapore and USA respectively.

For INTRASOFT TECHNOLOGIES LIMITED

COMPANY SECRETARY