

# INDIAN INFOTECH & SOFTWARE LIMITED

EMPIRE HOUSE, 3<sup>RD</sup> FLOOR, 214, DR. D.N. ROAD, FORT, MUMBAI - 400 001  
• TEL: OFF. 22078381, 22078382 • FAX: 022-22074294  
• EMAIL: indianinfo2010@yahoo.com

O/C

July 12, 2010

**Bombay Stock Exchange Ltd.**  
**Department of Corporate Services**  
Floor 25, P J Towers.  
Dalal Street,  
Mumbai-400 001.

**Subject : Quarterly Compliances**  
**Script ID : 509051**

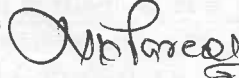
Dear Sirs,

We are enclosing herewith Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement for the Quarter ended 30<sup>th</sup> June 2010.

You are requested to take this on your records and acknowledge receipt.

Thanking You,

Yours Faithfully,  
**for Indian Infotech & Software Ltd.**

  
**N. K. Pareek**  
**Director**

BOMBAY STOCK EXCHANGE LTD.  
INWARD SECTION

12 JUL 2010

CONTENTS NOT VERIFIED  
SIGN.....

Encl : a/a

CC : **Ahmedabad Stock Exchange Ltd.,**  
Kamdhenu Complex,  
Opp. Sahajanand College, Panjara Pole,  
Ambawadi, Ahmedabad - 380 015

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## Quarterly Compliance Report on Corporate Governance Report for the quarter ended 30/06/2010

| Particulars   | Clause of Listing Agreement | Compliance Status Yes/No | Remarks  |
|---|-----------------------------|--------------------------|--|
| <b>I Board of Directors</b>                             | 49 I                        | Yes                      |  |
| (A) Composition of Board                                | 49 (IA)                     | Yes                      | Optimum Combination of Executive, Non-Executive and independent directors in Board. The Chairman of the Board is Executive Promoter Director. The no. of Non-Executive Independent Directors is more than 50 % of the total strength of the Board. The Independent Directors fulfill their criterion as prescribed in Clause 49 I(iii) of the Listing Agreement. |
| (B) Non-executive Director's Compensation & disclosures | 49 (IB)                     | Yes                      | Will be complied in the next Annual Report.  |
| (C) Other provisions as to be Board and Committees      | 49 (IC)                     | Yes                      | Provisions complied. Maximum time gap is not more than four months between 2 Board Meetings.   |
| (D) Code of Conduct                                     | 49 (ID)                     | Yes                      | Duly complied with.  |
| <b>II. Audit Committee</b>                              | 49 (II)                     | Yes                      |  |
| (A) Qualified & Independent Audit Committee             | 49 (IIA)                    | Yes                      | Duly Constituted. There are Three members in the Audit Committee out of which two are Independent Directors. The Chairman of the Audit Committee is an Independent Director.   |
| (B) Meeting of Audit Committee                          |                             | Yes                      | Meeting of Audit Committee duly held.  |
| (C) Powers of Audit Committee 49 (IIC)                  | 49 (IIB)                    | Yes                      | Powers of Audit Committee duly defined and the same are as per Clause 49 II (C) of Listing Agreement   |
| (D) Role of Audit Committee                             | 49 (IIC)                    | Yes                      | Role of Audit Committee duly defined and the same are as per Clause 49 II (D) of Listing Agreement.  |
| (E) Review of Information by Audit Committee            | 49 (IID)                    | Yes                      | Required review is done regularly.   |
| <b>III. Subsidiary Companies</b>                        | 49 (III)                    | N. A.                    | There is no subsidiary company.  |



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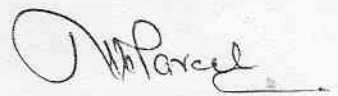
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|   |           |       |   |
|---|-----------|-------|---|
| <b>IV. Disclosures</b>  | 49 (IV)   | Yes   |   |
| (A) Basis of related party transactions                                 | 49 (IV A) | Yes   | Disclosures of any related party Transactions are placed periodically before the Audit Committee about related party transactions have been made. |
| (B) Board Disclosures   | 49 (IV C) | Yes   | The Board has laid down procedures about risk Assessment and minimization procedures and the same are reviewed periodically by the Board.         |
| (C) Proceeds from public issues, right issues, preferential issues etc. | 49 (IV D) | N. A. | No Public/ Right Issue made during the Current Year. Proceeds of earlier issues utilized for the purpose stated in prospectus, offer documents.   |
| (D) Remuneration of Directors   | 49 (IV E) | Yes   | The Company has not paid any remuneration to its Executive/Non-Executive/ Independent Directors.  |
| (E) Management  | 49 (IV F) | Yes   | Will be complied in the next Annual Report.   |
| (F) Shareholders  | 49 (IV G) | Yes   | Share Transfer Committee and Investor Grievance Committee duly constituted.   |
| <b>V. CEO / CFO Certification</b>                                       | 49 (V)    | N. A. | Will be complied in the next Annual Report.   |
| <b>VI. Report on Corporate Governance</b>                               | 49 (VI)   | Yes   | Will be complied in the next Annual Report.   |
| <b>VII. Compliance</b>  | 49 (VII)  | Yes   | Duly Complied   |

FOR INDIAN INFOTECH & SOFTWARE LIMITED

PLACE : MUMBAI  
DATE : JULY 12, 2010

  
N. K. PAREEK  
DIRECTOR