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INDIAN INFOTECH & SOFTWARE LIMITED

EMPIRE HOUSE, 3RD FLOOR, 214, DR. D.N. ROAD, FORT, MUMBAI – 400 001

• TEL: OFF. 91-22-22078381, 22078382 • FAX: 91-22-22074294

www.indianinfotechandsoftwareltd.com

• EMAIL: contact@indianinfotechandsoftwareltd.com / indianinfo2010@yahoo.com

Ole

October 13, 2011

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

Subject : Quarterly Compliances

Script ID : 509051

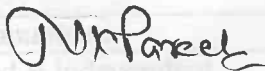
Dear Sirs,

We are enclosing herewith Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement for the Quarter ended 30th September 2011.

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

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 30/09/2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	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	Non-Executive Directors have not been paid any remuneration. Necessary disclosure is made in the Annual Report for the year ended 31 st March, 2011.
(C) Other provisions as to be Board and Committees	49 (IC)	Yes	Provisions complied. Maximum time gap is not more than four months between two Board Meetings.
(D) Code of Conduct	49 (ID)	Yes	Approved by Board of Directors and disclosed in Annual Report. Also adopted revised Code of Conduct in the Meeting of the Board of Directors.
II. Audit Committee	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 and one is Non- Executive Director. The Chairman of the Audit Committee is an Independent Director. All the members are financially literate and at least one member possesses Management and Accounting related expertise.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Atleast four Board Meetings of Audit Committee are held in a Financial year.
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	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 (IID)	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 (IIE)	Yes	Required review is done regularly.
III. Subsidiary Companies	49 (III)	N. A.	There is no subsidiary company.



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IV. Disclosures	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) Disclosure of Accounting Treatment	49(IV B)	Yes	Duly disclosed in Annual report for the year ended 31 st March, 2011.
(C) 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.
(D) 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.
(E) Remuneration of Directors	49 (IV E)	Yes	There is no pecuniary relationship or transactions with any of the Non-Executive Directors .The Non-Executive Directors are not paid any sitting fees.
(F) Management	49 (IV F)	Yes	Management Discussion and Analysis Report forms Part of the Annual Report for the year ended 31 st March, 2011.
(G) Shareholders	49 (IV G)	Yes	Share Transfer Committee and Investor Grievance Committee duly constituted.
V. CEO/ CFO Certification	49 (V)	N. A.	Only CEO Certification is included in Directors Report on Corporate Governance for the year ended 31 st March, 2011.
VI. Report on Corporate Governance	49 (VI)	Yes	Corporate Governance Report will form part of the Directors Report in the Annual Report for the year ended 31 st March, 2011.
VII. Compliance	49 (VII)	Yes	Duly Complied

FOR INDIAN INFOTECH & SOFTWARE LIMITED

PLACE : MUMBAI
DATE : OCTOBER 12, 2011


N. K. PAREEK
CEO & DIRECTOR