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INDIAN INFOTECH AND SOFTWARE LIMITED

Date – 11th December, 2012

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

Subject : Revised Corporate Governance Report of Quarter Ended 30th September, 2012.
Script ID : 509051

Dear Sirs,

As per your letter No. DCS /COMP/CL49-NC/RP/272/509051/2012 dated December 04, 2012 received on 11th December, 2012 by us regarding the Non compliance of Clause 49 (IV D) – (D) proceeds from Public issue, Right Issue, Preferential Issue.

As the Company reported in the Corporate Governance Report of 30th June, 2012 Quarter about the Issue of Equity Shares on Preferential Basis on 31st may, 2012 Rs. 1/- each paid up and 0.80 premium each number of shares 16,50,000,00.

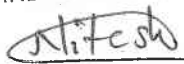
As we received Letter from BSE we are enclosing herewith Revised Corporate Governance under Clause 49 of the Listing Agreement for the Quarter ended 30th September, 2012.

You are requested to take Revised Corporate Governance Report on your records and acknowledge receipt.

Thanking You,

Yours Faithfully,

For Indian Infotech & Software Ltd.
For INDIAN INFOTECH & SOFTWARE LIMITED


Nitesh Choudhary Company Secretary
Company Secretary & Compliance Officer



INDIAN INFOTECH AND SOFTWARE LIMITED

Quarterly Compliance Report on Corporate Governance Report for the quarter ended 30/09/2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Director's Compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to be Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N. A.	
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 has been made.
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	Disclosed in Annual report for the year 2011 -12.

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(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)	Yes	Equity Shares on Preferential Basis issued on 31 st may, 2012 Rs. 1/- each paid up and 0.80 premium each number of shares 16,50,000,00.
(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.
G (F) Management	49 (IV F)	Yes	Management Discussion and Analysis Report is disclosed in the Annual Report for the year 2011-12.
(G) Shareholders	49 (IV G)	Yes	Share Transfer Committee and Investor Grievance Committee duly constituted.
<u>V. CEO/ CFO Certification</u>	49 (V)	N. A.	Only CEO Certification is included in Directors Report on Corporate Governance for the year 2011-12.
VI. Report on Corporate Governance	49 (VI)	Yes	Corporate Governance Report is forming the part of the Directors Report in the Annual Report for 2011-12
VII. Compliance	49 (VII)	Yes	Duly Complied

FOR INDIAN INFOTECH & SOFTWARE LIMITED
For INDIAN INFOTECH & SOFTWARE LIMITED

PLACE: MUMBAI

DATE: December 11, 2012


Company Secretary

Nitesh Choudhary
Company Secretary & Compliance Officer