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INDIAN INFOTECH AND SOFTWARE LIMITED

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

January 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

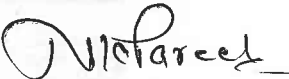
Dear Sirs,

We are enclosing herewith Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement for the Quarter ended 31st December 2010.

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

Thanking You,

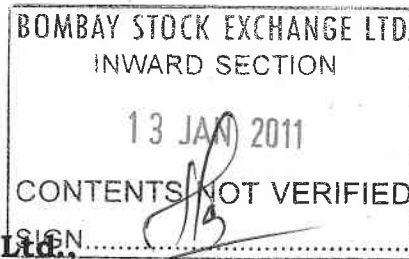
Yours Faithfully,
for Indian Infotech & Software Ltd.



N. K. Pareek
Director

Encl : a/a

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



Audit Con

INFOTECH & SOFTWARE LIMITED

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

• TEL: OFF. 22078381, 22078382 • FAX: 022-22074294

• EMAIL: indianinfo2010@yahoo.com

Quarterly Compliance Report on Corporate Governance Report for the quarter ended 31/12/2010

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 are not being paid any compensation.
© 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.
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Audit Committee comprises of three members and all are Independent Directors and financially literate and all the members have accounting or related financial management expertise and atleast one member have requisite financial and management expertise. The Chairman of the Audit Committee is an Independent Director.
(B) Meeting of Audit Committee		Yes	Meeting of Audit Committee duly held.
© 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.

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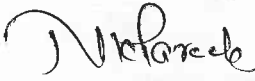
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III. Subsidiary Companies	49 (III)	N. A.	There is no subsidiary company.
IV. Disclosures	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	Disclosures of any related party Transactions are placed periodically before the Audit Committee and are also disclosed in Audited Annual Accounts.
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	Duly disclosed in Annual Report.
(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	The Company has not paid any remuneration to its Executive/Non-Executive/ Independent Directors.
(F) Management	49 (IV F)	Yes	Management Discussion and Analysis Report is disclosed in the Annual Report for the year 2009-10.
(G) Shareholders	49 (IV G)	Yes	Share Transfer Committee and Investor Grievance Committee duly constituted.
V. CEO / CFO Certification	49 (V)	N. A.	Certification by CEO is included as part of Corporate Governance Report for the year 2009-10 contains CEO Certification only.
VI. Report on Corporate Governance	49 (VI)	Yes	Corporate Governance Report is forming the part of the Directors Report in the Annual Report for 2009-10
VII. Compliance	49 (VII)	Yes	Duly Complied

FOR INDIAN INFOTECH & SOFTWARE LIMITED

PLACE : MUMBAI
DATE : JANUARY 12, 2011


N. K. PAREEK
CEO & DIRECTOR