

# INDIAN INFOTECH AND SOFTWARE LIMITED

Date – 12, April, 2012

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

Subject : Quarterly Compliance

Script ID : 509051

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Dear Sirs,

We are enclosing herewith Quarterly Compliances Report on Corporate Governance under Clause 49 of the Listing Agreement for the Quarter ended **31<sup>st</sup> March, 2012.**

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

Thanking You.

Yours Faithfully,  
For Indian Infotech & Software Ltd.  
***For Indian Infotech & Software Limited***

  
Nitesh Choudhary *Authorised Signatory*  
Company Secretary & Compliance Officer



# INDIAN INFOTECH AND SOFTWARE LIMITED

Quarterly Compliance Report on Corporate Governance Report for the quarter ended 31/03/2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	<i>Remarks</i>
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 have been made.
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	Will be disclosed in Annual report for the year 2010-11.

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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)	N. A.	No Public/ Right Issue made during the Current Year. Proceeds of earlier issues utilized for the purpose stated in prospectus, offer documents.
(F) 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 2010-11.
(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 2010-11.
VI. Report on Corporate Governance	49 (VI)	Yes	Corporate Governance Report is forming the part of the Directors Report in the Annual Report for 2010-11
VII. Compliance	49 (VII)	Yes	Duly Complied

FOR INDIAN INFOTECH & SOFTWARE LIMITED

***For Indian Infotech & Software Limited***



**Authorised Signatory**

Nitesh Choudhary

Company Secretary & Compliance Officer

PLACE: MUMBAI  
DATE: April 12, 2012