Board of Directors

Chairman & Managing Director	:	Mr.C.K.Shastri
Wholetime Director	:	Mr.Jayant Dwarkanath
Director	:	Mr.Jagannadha Chidhella
Director	:	Mr.Tikam Sujan
Director	:	Dr.Krishna Sharma
Director	:	Mr.P.Anil Kumar
Director	:	Mrs.V.Sarada Devi
Additional Director	:	Mr.P.Pavan Kumar (w.e.f. 31.01.2009)
Additional Director	:	Mr.K.S.Shanker Rao (w.e.f. 27.03.2009)
Additional Director	:	Mr.V.S.Mallick (w.e.f. 25.08.2009)
Director	:	Mr.Vivek Bhargava (upto 31.01.2009)
Company Secretary	:	Ms.Tejaswi.K
Auditors	:	M/s. Srinivas P & Associates Chartered Accountants 301, Madhava Apts. Hill Colony, Khairatabad, Hyderabad – 500 004
Bankers	:	State Bank of Hyderabad HDFC Bank Ltd.
Registered Office	:	A 1, Vikrampuri, Secunderabad – 500 009 Tel No. 44558585 / 27849019 Fax: 27819040 e-mail ID: info@intense.co.in
Registrar & Share Transfer Agents	:	Karvy Computershare Pvt. Ltd. Plot No. 17/24, Next to Image Hospitals, Vittalrao Nagar, Madhapur, Hyderabad – 500 081

Contents

19TH ANNUAL GENERAL MEETING

on Wednesday, the 30th day of September, 2009 at 3.30 P.M. at Belsons Taj Mahal Hotel,
82, Main Guard Road, Behind M.C.H. Swimming pool,
Secunderabad – 500 003

NOTICE

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Members of the Intense Technologies Limited will be held on Wednesday, the 30th September 2009 at 3.30 PM at Belsons Taj Mahal Hotel, 82, Main Guard Road, Behind M.C.H. Swimming Pool, Secunderabad - 500003, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2009 and Profit & Loss Account for the year ended on that date and the Report of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr.P.Anil Kumar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr.Tikam Sujan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint the Auditors and fix their remuneration.
5. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

"RESOLVED THAT Mr. Jagannadha Chidhella, Director, liable to retire by rotation, who does not seek re-election, be not reappointed as a Director of the Company."

"RESOLVED FURTHER THAT that the vacancy, so created on the Board of Directors of the Company, be not filled."

6. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary resolution:

"RESOLVED THAT Dr. Krishna Sharma, Director, liable to retire by rotation, who does not seek re-election, be not reappointed as a Director of the Company."

"RESOLVED FURTHER THAT that the vacancy, so created on the Board of Directors of the Company, be not filled."

SPECIAL BUSINESS:

7. Appointment of Mr. P. Pavan Kumar as a Director of the Company

To Consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to section 257 of the Companies Act, 1956, Mr. P. Pavan Kumar be and is hereby appointed as a Director of the Company liable to retire by rotation."

8. Appointment of Mr. K.S.Shanker Rao as a Director of the Company

To Consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to section 257 of the Companies Act, 1956, Mr.K.S.Shanker Rao be and is hereby appointed as a Director of the Company liable to retire by rotation."

9. Appointment of Mr. V.S.Mallick as a Director of the Company

To Consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to section 257 of the Companies Act, 1956, Mr.V.S.Mallick be and is hereby appointed as a Director of the Company liable to retire by rotation."

10. Issue of equity warrants convertible into equity shares on a preferential basis

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, and subject to the enabling provisions of the Memorandum & Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and in accordance with the applicable guidelines issued by the Government of India (GOI) / Reserve Bank of India (RBI) / Securities & Exchange Board of India (SEBI), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board to exercise its powers conferred by this Resolution) to issue, offer and allot, in one or more trenches, on a preferential basis, upto 6,00,000 (Six Lakhs only) Equity Share Warrants (hereinafter referred to as "Warrants"), carrying an entitlement to subscribe to an equivalent number of Equity Shares of the Company of the face value of Rs 10/- each at a price of Rs 30/- (Rupees Thirty Only) per equity share (including a premium of Rs 20/- per equity share), which is higher than the price as arrived at in terms of 13.1.1.1. of SEBI Guidelines as may be applicable in this behalf, to M/s. Bennett, Coleman & Co. Limited, in one or more trenches, in such form and manner and upon such terms and conditions, as the Board may deem appropriate in its absolute discretion."

"RESOLVED FURTHER THAT the Equity Warrants convertible into Equity Shares shall be issued by the Company on the following terms and conditions:

i) An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Equity Warrants shall be payable at the time of making the application for the Equity Warrants, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holder at the time of exercise of the option.

ii) The option to acquire the Equity Shares can be exercised by the Warrant holder in one or more trenches on or before the expiry of 18 months from the date of allotment of the Warrants.

iii) In the event the Warrant holder does not exercise the option under the Warrants within the time limit prescribed under point no. ii) above, the Warrants shall lapse and the deposit of 25% as indicated in point i) above shall stand forfeited by the Company.

iv) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI Guidelines. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in.

v) The issue of the Equity Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act,1956, the Memorandum & Articles of Association of the Company and also the Guidelines issued by the Securities & Exchange Board of India (SEBI) or any other authority as the case may be, or any modifications thereof.

vi) The Equity Shares to be issued and allotted as a consequence of exercise of the option under the Warrants in the manner aforesaid shall rank pari passu in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the Relevant Date for the purpose of pricing of the Equity Shares resulting from the exercise of the option under the Warrants, in terms of the provisions of the SEBI Guidelines, for preferential issues is 30th August 2009, i.e. 30 days prior to the date of the Annual General Meeting of the Members."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Warrants convertible into Equity Shares and the Equity Shares arising on conversion of Warrants, to prescribe the forms of application and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make on its own accord or to accept such amendments, modifications, variations and alterations as the GOI / SEBI / RBI or any other regulatory authority may stipulate in that behalf."

11. Change in terms and conditions of appointment of Mr.C.K.Shastri as Managing Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special resolution:**

"**RESOLVED THAT** in partial modification of Resolution No. 10 passed at the Annual General meeting of the Company held on 30th July, 2007 for the re-appointment and remuneration of Mr. C.K. Shastri as Managing Director of the Company, and in accordance with the provisions of Sections 198, 269, 309,310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Act, the Company hereby approves the revision in the maximum amount of salary payable to Mr. C.K. Shastri for the remainder of the tenure of his contract from 1st October 2009 to 30th June 2010 as follows:

a. Salary Rs. 2,50,000/- p.m. (All inclusive)

b. Commission @ 5% on the net profits of the Company computed in the manner laid down in Section 309(5) of the Companies Act, 1956 in addition to salary, perquisites and benefits.

c. Club fees (Maximum of two clubs)

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, in any, financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule XIII to the Companies Act, 1956 including any statutory modifications or re-enactment thereof, as may, for the time being, be in force."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

12. Change in terms and conditions of appointment of Mr.Jayant Dwarkanath as Whole-Time Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:

"**RESOLVED THAT** in partial modification of Resolution No. 11 passed at the Annual General meeting of the Company held on 30th July, 2007 for the re-appointment and remuneration of Mr. Jayant Dwarkanath as Whole-Time Director of the Company, and in accordance with the provisions of Sections 198, 269, 309,310 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the Act, the Company hereby approves the revision in the maximum amount of salary payable to Mr. Jayant Dwarkanath for the remainder of the tenure of his contract from 1st October 2009 to 30th June 2010 as follows:

a. Salary Rs. 2,50,000/- p.m. (All inclusive)

b. Commission @ 5% on the net profits of the Company computed in the manner laid down in Section 309(5) of the Companies Act, 1956 in addition to salary, perquisites and benefits.

c. Club fees (Maximum of two clubs)

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, in any, financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed by Schedule XIII to the Companies Act, 1956 including any statutory modifications or re-enactment thereof, as may, for the time being, be in force."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

13. Increase in the payment of Director's Sitting Fees.

To consider and if thought fit to pass with or without modifications the following resolution as **Special Resolution.**

"**RESOLVED that** pursuant to section 31 of Companies Act, 1956 the Articles of the Association of the Company be amended by substituting the following new Article 54(b) in the place of the existing Article."

The new Article 54(b) will read as follows :

"Until otherwise determined by a General Meeting each Director shall receive out of funds of the company by way of remuneration a sum not exceeding the limits specified in Rule 10B of Companies (Central Governments) General Rules & Forms, 1956 read with Section 310 of the Companies Act 1956 for each meeting of the Board or a Committee thereof attended by him/her. The Board meeting at a place outside the place at which any meeting of the Directors may be held and who shall come to the place for the purpose of attending such meeting such sum as the Directors may consider fair and reasonable for his/her expenses in connection with his/her attending at the meeting in addition to his/her remuneration as above specified."

For and on behalf of the Board

Place: Secunderabad **C.K.Shastri**
Date: 25th August 2009 Chairman & Managing Director

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAT 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company shall remain closed on the 30th day of September 2009.
3. The Explanatory statement in respect of item nos.7 to 13 is annexed hereto.

Additional Information about the Directors' being appointed / re-appointed in accordance with the provisions of Corporate Governance:

Mr. P. Anil Kumar – Director

Mr. P. Anil Kumar graduated in Commerce in the year 1984 from the Andhra University and started his career in Income Tax Department and served as Income Tax Officer for 14 years. He took Voluntary Retirement from the Income Tax Department after serving for 20 years in the year 2007. He holds 5300 shares (0.03%) in the Company. He is also a Director in M/s. e-Jas Tech Solutions Private Limited and holds 3333 shares therein.

Mr.Tikam Sujan – Director

Mr.Tikam Sujan is a strategic investor in the technology space based at Miami, Florida, USA, and is the Chairman of a sucessful IT Services providing business in the North & South America. He has over 25 years of experience in operating in the American geography. He has 1699343 shares (9.12%) in the Company.

Mr.P.Pavan Kumar - Director

Mr.Pavan Kumar Pulavarty is a Management Graduate, C.P.A, and an A.C.A having experience of over 20 years in Financial Management, Accounting, Financial Systems and Information Technology Management. Presently, he is associated with Accenture, USA as an Enterprise-wide Financial Systems Consultant since 2005.

Mr.K.S.Shanker Rao – Director

Mr.Kandukuri Srivath Shanker Rao is a civil engineer and a fellow of the Indian Institute of Engineers and is a Chartered Engineer. He has vast experience of over 40 years in the construction of mega projects and in dealing with all disciplines of project management, industrial relations and HRD. He also has hands on experience in arbitration matters.

Mr.V.S.Mallick – Director

Mr.V.S.Mallick, is a Bachelor of Technology (B.Tech) and has a Post Graduate Diploma in Rural Management (PGDRM) with an experience of over 21 years. He has worked with M/s.Hindustan Packaging Company Limited and M/s. A&R Packaging Limited. He is also the founder of M/s. Superpack Packaging Machines Private Limited and is currently associated with M/s. Trans-Domain Solutions Private Limited, a software development company.

Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

Item No. 7:

Mr. P. Pavan Kumar was appointed as an Additional Director of the Company with effect from 31st January 2009. As per the provisions of Section 260 of the Companies Act, 1956 the Additional Director holds office only up to the date of the ensuing Annual General Meeting of the Company, and is eligible for appointment as a Director. The Company has received notice under section 257 of the Companies Act, 1956, proposing his appointment as a Director of the Company, along with the requisite deposit.

Your Directors commend the resolution for approval of the members.

None of the Directors of the Company except Mr. P. Pavan Kumar is concerned or interested in this resolution.

Item No. 8:

Mr.K.S.Shanker Rao was appointed as an Additional Director of the Company with effect from 27th March 2009. As per the provisions of Section 260 of the Companies Act, 1956 the Additional Director holds office only up to the date of the ensuing Annual General Meeting of the Company, and is eligible for appointment as a Director. The Company has received notice under section 257 of the Companies Act, 1956 proposing his appointment as a Director of the Company, along with the requisite deposit.

Your Directors commend the resolution for approval of the members.

None of the Directors of the Company except Mr.K.S.Shanker Rao is concerned or interested in this resolution.

Item No. 9:

Mr.V.S.Mallick was appointed as an Additional Director of the Company with effect from 25th August 2009. As per the provisions of Section 260 of the Companies Act, 1956 the Additional Director holds office only up to the date of the ensuing Annual General Meeting of the Company, and is eligible for appointment as a Director. The Company has received notice under section 257 of the Companies Act, 1956 proposing his appointment as a Director of the Company, along with the requisite deposit.

Your Directors commend the resolution for approval of the members.

None of the Directors of the Company except Mr.V.S.Mallick is concerned or interested in this resolution.

Item No. 10:

Your Company is engaged in the business of developing software products with a range of solutions in imaging, workflow, e-forms, document management, output management and statutory compliance solutions. With the rapid adoption of Internet as a platform to conduct business, IT expenditure for digital document solutions has registered an extraordinarily high rate of growth. With such a large market potential for its range of digital document and compliance solutions, there will be a perpetual need to provide cost-effective integrated solutions. Your Company is expected to do well in the coming years on account of its continuous thrust on innovation and product development, and your Company proposes to raise funds through preferential offer to specified person/entity.

The funds raised through the proposed preferential issue of Equity Shares/Warrants convertible into equity shares shall be used for meeting the increased working capital and capital expenditure required to increase the sales and support network of the Company to address client requirements both within and outside India.

Section 81 of the Companies Act, 1956 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 81 unless the shareholders in general meeting decide otherwise by passing a special resolution. Hence, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Act and in terms of the provisions of the SEBI Guidelines and the listing agreement executed by the Company with the Stock Exchanges where the Company's shares are listed.

As the date of the Annual General Meeting of the shareholders is September 30th 2009, the Relevant Date (for determining the minimum price) is August 30th 2009. The price of Equity Shares / Equity Shares arising on conversion of Warrants will be in accordance with the SEBI guidelines. As against this, the Equity Shares / Warrants are proposed to be issued at Rs 30/- per Equity Share / Warrant. The Equity Shares to be allotted (including equity shares arising on conversion of Warrants) shall be subject to the Memorandum and Articles of Association of the Company and the terms of issue as decided by the Board and shall rank pari-passu in all respects with the existing Equity Shares of the Company.

The information as required under Clause 13.1A of the SEBI (Disclosure and Investor Protection) Guidelines, 2000 for Preferential Issues are as under:

1. Object of the Issue:

Your Company is engaged in the business of developing software products with a range of solutions in imaging, workflow, e-forms document management, output management and statutory compliance solutions. The purpose of this issue of Equity Shares/Warrants convertible into equity shares is to mobilize funds for meeting the increased working capital and capital expenditure required to rapidly build the sales and support network of the Company to address client requirements both within and outside India.

2. Intention of Promoters/Directors/Key Management Persons to Subscribe to the Offer:

None of the Promoters / Directors / Key Management Persons are subscribing to the proposed preferential issue of Equity Shares/Warrants convertible into equity shares.

3. Shareholding Pattern before and after the Proposed Issue (based on the shareholding pattern as on, August 24, 2009)

Category	Pre-allotment Equity Shares/Warrants (**)		Post-allotment Equity Share/Warrants (**)	
	Shares held (*)	% of Share Holding	Shares held (*)	% of Share Holding
A. Promoters				
1. a) Indian Promoters	1682738	9.03	1682738	8.75
b) Foreign Promoters	-	-	-	-
2. Persons Acting in Concert	-	-	-	-
Sub Total	1682738	9.03	1682738	8.75
B. Non-Promoter Holding				
3. Institutional Investors				
a) Mutual Funds, Banks / FIs	-	-	-	-
b) FIIs	500000	2.68	500000	2.60
Sub Total	**500000**	**2.68**	**500000**	**2.60**
4. Others				
a) Corporate Bodies				
i) Acquirers	**-**	**-**	**600000**	**3.12**
ii) Others	3897546	20.91	3897546	20.26
b) Indian Public	9890177	53.06	9890177	51.41
c) NRIs / Foreign Investors	2545299	13.66	2545299	13.23
d) Trusts	100001	0.54	100001	0.52
e) Clearing Members	22121	0.12	22121	0.11
Sub Total	16455144	88.29	17055144	88.65
GRAND TOTAL	18637882	100.00	19237882	100.00

(*) Shares of Face Value Rs 10/- each.

(**) The shares that may arise on conversion of 21,00,000 warrants pending have not been included.

4. **Proposed time within which the allotment will be completed:**

   The Company proposes to complete the allotment of the Equity Shares / Warrants convertible into equity shares within 15 days from the date of passing of the resolution by the members provided that where allotment is pending on account of pendency of any approval by any Regulatory Authority or the Central Government, the allotment is expected to be completed within 15 days from the date of such approval.

5. **Identity of the Proposed Allottee and the percentage of post preferential issue capital that may be held by them:**

Sr.No	Name of the Proposed Allottee & Identity	Post Issue Shareholding In the Company	% of Post Issue Shareholding (#)
1.	M/s. Bennett, Coleman & Co.Limited	6,00,000	3.12

(#) ***The shares that may arise on conversion of pending warrants have not been included.***

M/s Bennett, Coleman & Co. Limited is a leader in the media industry and has reputed publications like The Economic Times and The Times of India. Its Registered Office is at The Times of India Building, Dr.D.N.Road, Mumbai, India. As on date, they do not hold any shares in the Company and is intending to subscribe to 6,00,000 Equity warrants convertible into Equity Shares.

The investor is acting independently and is not acting in concert with the promoters of the Company.

Subsequent to the proposed issue of Equity Shares/Warrants convertible into equity shares on a preferential basis, there will neither be a change in control nor a change in the management of the Company. However, there will be consequential changes in the shareholding pattern of the Company.

The Equity Shares / Warrants convertible into equity shares to be allotted to the above investor under the proposed offering shall be subject to a lock-in from the date of allotment, in accordance with the SEBI Guidelines.

The proposed allottee has not sold any shares during the six months period prior to the relevant date.

The Auditor's Certificate certifying that the preferential issue and the price of the Equity Shares/ Equity Shares resulting from the exercise of option under the Warrants is in accordance with the SEBI Guidelines relating to Preferential Issues will be placed before the shareholders at the ensuing Annual General Meeting.

None of the Directors of the Company are in any way concerned or interested in the proposed resolution.

Your Directors recommend the resolution for your approval.

Item No. 11:

At the Annual General meeting of the Company held on 30th July, 2007 the Members had approved the re-appointment and terms of remuneration of Mr. C.K. Shastri as the Managing Director of the Company for a period of 3 Years from 1st July 2007 to 30th June 2010 with a salary of upto a maximum of Rs 2,50,000/- per month (with an authority to the Board or a Committee thereof to fix the salary within the said maximum amount from time to time), together with such commission, perquisites and allowances as specified in the Explanatory statement annexed to the Notice of the Annual General meeting.

The Board of Directors recommends a revision in the remuneration of Mr. C.K. Shastri w.e.f 1st October 2009 inter alia providing for commission on the profits that may made by the company and as detailed in the resolution.

The draft agreement of variation in the terms of remuneration between the Company and Mr. C.K. Shastri is available for inspection at the Registered office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company.

The Board commends acceptance of the resolution set out in Item No 11 of the convening Notice. None of the Directors other than Mr.C.K. Shastri is concerned or interested in the Resolution.

Item No. 12:

At the Annual General meeting of the Company held on 30th July, 2007 the Members had approved the re-appointment and terms of remuneration of Mr. Jayant Dwarkanath as Whole-Time Director of the Company for a period of 3 Years from 1st July 2007 to 30th June 2010 with a salary of upto a maximum of Rs 2,50,000/- per month (with an authority to the Board or a Committee thereof to fix the salary within the said maximum amount from time to time), together with such commission, perquisites and allowances as specified in the Explanatory statement annexed to the Notice of the Annual General meeting.

The Board of Directors recommends a revision in the remuneration of Mr. Jayant Dwarkanath w.e.f 1st October, 2009 inter alia providing for commission on the profits that may made by the company and as detailed in the resolution.

The draft agreement of variation in the terms of remuneration between the Company and Mr. Jayant Dwarkanath is available for inspection at the Registered office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company.

The Board commends acceptance of the resolution set out in Item No 12 of the convening Notice. None of the Directors other than Mr. Jayant Dwarkanath is concerned or interested in the Resolution.

Item No. 13:

Presently the Articles of Association of the Company provides for the payment of Directors Sitting Fees not exceeding Rs.500/- (Rupees Five Hundred only) per Director for each Meeting attended. It is proposed to revise the sitting Fees in accordance with the limits specified in Rule 10B of Companies (Central Governments) General Rules & Forms, 1956 read with Section 310 of the Companies Act 1956.

All the Directors for the time being would be deemed to be interested in passing of the relevant Resolutions.

Your Directors recommend the resolution for approval of the members.

For and on behalf of the Board

Place: Secunderabad — **C.K.Shastri**

Date: 25th August 2009 — Chairman & Managing Director

Directors' Report to the Shareholders

Your Directors' have pleasure in presenting the Nineteenth Annual Report on the Business and Operations of the Company and the Audited Statement of Accounts for the year ended 31st March 2009:

Financial Highlights

(Rs. In Lakhs)

	Current Year 2008-2009	Previous Year 2007-2008
Gross Revenue	**1918.93**	843.84
Total Expenditure	**1867.50**	1749.10
Financial Expenses	**3.79**	10.56
Operating Profit/(Loss)	**47.64**	(915.82)

Review of Operations:

During the year your Company registered a 127% growth in gross income of Rs. 1918.93 lakhs (previous year Rs.843.84 lakhs) and an operating profit of Rs. 47.64 lakhs as against an operating loss of Rs.915.82 lakhs last year.

In terms of revenue accretion, this has been our best year so far. A large component of the revenue growth was contributed by the telecom sector, where large operators both in the government and the private sector have chosen your company's solutions for their billing related activities across all their telecom circles in India. The year also saw some intensive sales and marketing effort that has resulted in a healthy sales pipeline that is likely to result in some robust revenue growth in the future period too. The steps taken early this year to rein in on the expenses are beginning to show results and in the period going forward the company will substantially cut down on non-discretionary expenditure too. The company is progressing steadfastly on the company's stated mission of being the top solutions provider in the related space in India over the next two years and be among the top 5 product companies in our space, globally, over the next 5 years.

Marketing and Distribution:

The Company's business vision is to be the leading provider of solutions in the related space in India in the next two years and among the top 5 solution providers in related space over the next 5 years. The company's immediate endeavour will be to replicate the company's Indian Telecom success stories across overseas geographies and also focus on extending our footprint across the BFSI segment in India where we have already made inroads.

The Company is also in advanced talks with leading Billing vendors for inking technology partnerships. Leverage relationships with System Integrators and establish new partnerships for global markets.

The Company's alliance with many of the major System Integrators (SIs) in the Telecom and Banking verticals will be the key to the success in the global markets. Major hardware vendors and solution providers such as Intel, IBM and Sun are also providing a platform for promoting the iECCM Suite.

The Company has entered into strategic alliances with the Datamation Group, (a major regional SI active across Singapore and Malaysia) and with the Abhimata Group (active across Indonesia) to sell solutions across the APAC region.

The Company's aim is to establish presence in BFSI space in India and acquire domain knowledge and then go global in these verticals. The BFSI space is much larger market for IT than the telecom space. Both the suites solve critical pain areas for customers in the BFSI space. The Company plans to use the domestic market to establish a strong reference base and also acquire domain knowledge and then replicate its success in the global markets.

Enhance direct sales efforts

The Company is building a strong sales team for both domestic and global markets. As part of this strategy it has started to participate in trade shows and conferences overseas. The Company has augmented direct sales team in India to attain high volume sales for the Document Management solutions. Apart from having a presales team in the major cities in India, it has also placed people in Singapore and the Middle East.

Continue to market Document Management products through partnerships

The Company has been promoting the Document Management and Output Management solutions through partnerships with Office Automation companies. It will continue to support the efforts in selling the products, strengthen the brand name in domain in India and abroad. The Company will focus more on developing and maintaining a proper brand image and undertake a number of activities that will aim at enhancing brand recognition.

The Company's brand building efforts will cover placed articles across the Web and promotional programs and participation in industry workshops and tradeshows. The Company believes that these initiatives will contribute to higher revenues, and assist in attracting and retaining good talent.

- New geographies, newer customers
- Existing customers, enhanced products
- Product spread in the customer business ecosystem

Future Outlook

The products of the Company have a clear demand from enterprise customers across Telecom, Banking, Insurance and Utilities sectors. In fact, Intense's iECCM has been a leader in the telecom space. Over the last few quarters it has successfully built a steady pipeline of prospects from across the sectors.

From a product standpoint, the company saw enormous future potential for its products in the areas of mobile telephony and Internet. Customers are increasingly leveraging the innovation capabilities to help them with products for web and mobile environments. Plans have also been architected to develop solutions that will encompass more areas of an enterprise's business ecosystem.

Dividend:

The Company could not recommend any dividend for the year under review.

Utilization of Proceeds of Funds raised:

In terms of Clause 41 of the Listing Agreement with the Stock Exchanges were the shares of the company are listed, the details of utilization of proceeds of funds raised during the year 2007-08 by issue of shares to QIB's and on preferential basis to specified persons/entities are as follows:

(Rs.in lakhs)

	2008-09	**2007-08**
Opening Balance	2818.54	313.00
Funds raised	-	3704.31
Total - A	**2818.54**	**4017.31**
Less: Funds utilized		
Capital Expenditure	188.30	265.44
Advance for Capital Works	21.69	15.00
Revenue Expenditure	1038.56	918.33
Total Utilized Total - B	**1248.55**	**1198.77**
Unutilized (Bank Deposits)	**1569.99**	**2818.54**

Directors:

Mr.P.Anil Kumar and Mr.Tikam Sujan Directors of the company, retire by rotation in the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Jagannadha Chidhella and Dr. Krishna Sharma, Directors would also be retiring by rotation at the ensuing Annual General meeting. However, Mr. Jagannadha Chidhella and Dr. Krishna Sharma have not offered themselves for reappointment. Mr.Vivek Bhargava, Non-Executive Director, tendered his resignation from the Board with effect from 31st January 2009, due to his preoccupation. The Board places on record the appreciation for the services rendered by them during their tenure.

Mr. P.Pavan Kumar, Mr.K.S.Shanker Rao and Mr.V.S.Mallick were appointed as Additional Directors on the Board with effect from 31st January 2009, 27th March 2009 and 25th August 2009 respectively. As per Section 260 of the Companies Act, 1956 Mr. P.Pavan Kumar, Mr.K.S.Shanker Rao and Mr.V.S.Mallick hold office only up to the date of the forthcoming Annual General Meeting. The Company has received notices under Section 257of the Act in respect of their appointment as Directors.

Deposits:

The Company has not accepted any public deposits during the year under review.

Insurance & Risk Management:

All the properties of your Company have been adequately insured.

The Company from time to time has been conducting exercises on Risk Management and minimization procedures. This has been need based and being done by internal Management.

Internal Control Systems and their adequacy:

The internal controls of the Company are operated through an exhaustive system of internal checks and balances involving interdependencies of job responsibilities, which ensure that there are joint discussions and approvals before any financial commitments are made.

Auditors:

M/s. Srinivas P. & Associates, Chartered Accountants, Statutory Auditors of the Company retire at the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility and willingness to accept office, if reappointed.

Energy, Technology and Foreign Exchange:

Additional information in terms of Section 217 (1)(e) of the Companies Act, 1956, is annexed hereto (Annexure-I).

Particulars of Employees:

The following employees were in receipt of remuneration in excess of limits specified in Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

S.No	Name of the Employee	Salary per month (Rs.)	Designation
1	Mr. C.K.Shastri	2,50,000	Managing Director
2	Mr. Jayant Dwarkanath	2,50,000	Wholetime Director
3	Mr. Srinivas Tangirala	2,25,000	Sr.Vice President –Product Management Group
4	Mr. N.N.Venkata Vithal	2,67,500	Head – Sales
5	Mr. Umesh Chandra Behera	3,56,500	Vice President – Sales #
6	Mrs. Jami Duncan	5,16,677	Head- Global Alliances #
7	Mr. Raghav Sahgal	17,05,000	Chief Executive Officer #

Employed for part of the year

Employees Stock Option Plan:

During the year your Company has granted 1,25,000 stock options to Mr.Jayant Dwarkanath, Wholetime Director of the Company under the Employees Stock Option Plan 2005 scheme which was approved by the shareholders in their Extraordinary General Meeting held on 2nd May, 2005.

As required by Clause 12 of SEBI (Employee Stock Options Scheme and Employees Stock Purchase Scheme) Guidelines 1999, the disclosures of the Stock Option Plan 2005 Stock Option Plan A 2007, Stock Option Plan B 2007 and Stock Option Plan C 2007of the Company are given in Annexure –II.

Management Discussion & Analysis:

Pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges , a report on Management Discussion & Analysis is set out as Annexure- III to this report.

Directors' Responsibility Statement:

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors confirm the following that:

(i) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

(ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of your company for that period.

(iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

(iv) The Directors have prepared the annual accounts on a going concern basis.

Corporate Governance:

A report on Corporate Governance including Auditors' Certificate thereon as per Clause 49 of the Listing Agreement is enclosed and forms part of this Annual Report.

Stock Exchange Listing:

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited and the Calcutta Stock Exchange Association Limited. The Company confirms that it has paid Annual Listing Fees due to both the Stock Exchanges for the year 2008-2009.

Acknowledgments:

Your Directors' convey their sincere thanks to State Bank of Hyderabad, HDFC Bank Ltd, Software Technology Parks and shareholders for their continued support of your company's growth. Your Directors' place on record, appreciation of the contribution made by the employees at all levels and looks forward to their continued support.

For and on behalf of the Board

Place: Secunderabad **C.K.Shastri**
Date: 25th August 2009 Chairman
& Managing Director

ANNEXURE - I TO THE DIRECTORS' REPORT:

Disclosure of particulars in respect of Conservation of Energy, Technology, Absorption and Foreign Exchange Earnings and Outgo required under Companies (Disclosure of particulars in the Directors' Report) Rules 1998.

A. Conservation of Energy:

The operations of the company are not energy intensive. However the company endeavors to conserve energy consumption wherever possible.

B. Technology Absorption (R & D, Adaptation and Innovation):

1) Efforts, in brief, made towards technology absorption, adaptation and innovation:

   i) Continuous research to upgrade existing products and to develop new products and services.
   ii) To enhance its capability and customer service the company continuous to carry out R & D activities in house.

2) Benefits derived as a result of the above efforts:

   i) Introduction of new and qualitative products.
   ii) Upgradation of existing products.

3) Future plan of action:

   Intense will continue to invest in and adopt the best processes and methodologies suited to its line of business and long-term strategy. Training employees in the latest appropriate technologies will remain a focus area. The Company will continue to leverage new technologies and also on the expertise available.

C. Foreign Exchange Earnings & Outgo:

The details of Foreign Exchange earnings and outgo are given below:

(Rs. In Lakhs)

		2008-09	2007-08
a)	Foreign Exchange Earnings FOB Value of Goods exported	**105.98**	4.65
b)	Foreign Exchange Outgo		
	o Hardware/Software	**12.84**	17.11
	o Travelling	**7.21**	3.71
	o Other expenditure incurred	**0.16**	4.31
	o Transferred to Singapore Branch	**107.42**	506.50

For and on behalf of the Board

Place: Secunderabad
Date: 25th August 2009

C.K.Shastri
Chairman & Managing Director

ANNEXURE - II TO THE DIRECTORS' REPORT:

Disclosures pursuant to Para 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999.

During the year under report the following Employees Stock Option Plans are in operation for issue and grant of stock options to its employees and Directors in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999:

1. Fortune Employees Stock Option Plan 2005;
2. Intense Employees Stock Option Plan – A 2007;
3. Intense Employees Stock Option Plan – B 2007; and
4. Intense Employees Stock Option Plan – C 2007.

The requisite disclosures of particulars with respect to these schemes during the year 2008-09 are as under:

1. Fortune Employees Stock Option Plan 2005:

Particulars	As on 01.04.2008	2008-09	As on 31.03.2009
Date of Grant	-	**12.02.2009**	-
Grant Price (Rs.)	10.00	10.00	10.00
Closing Market Price on Grant Date (Rs.)	-	8.72	-
Exercise Price (Rs.)	10.00	10.00	10.00
No. of Options Granted	22,95,800	1,25,000	24,20,800
No. of Options Exercised	7,03,800	-	7,03,800
No. of Options Vested	8,91,650	4,98,800	13,90,450
No. of Options Lapsed	4,02,500	2,37,750	6,40,250
No. of Options Outstanding (in force)	11,89,500	10,76,750	10,76,750
Money realized by exercise of options (Rs.)	70,38,000	Nil	Nil
Weighted fair value of option	N.A	1.90	N.A

Total Number of shares arising as a result of exercise : 7,03,800

a. Maximum Number of options approved by the shareholders 30,00,000
b. Pricing Formula: Exercise Price for the options granted under this plan is Rs.10/- per share
c. Vesting schedule
   i) upon completion of 1 year from the date of grant, 25% of the total options granted shall vest and become vested options.
   ii) upon completion of 2 years from the date of grant, 25% of the total options granted shall vest and become vested options.
   iii) upon completion of 3 years from the date of grant, 25% of the total options granted shall vest and become vested options.
   iv) upon completion of 4 years from the date of grant, the balance 25% of the total options granted shall vest and be come vested options.
d. As per the plan, options lapsed i.e. unexercised options on account of resignation etc., shall become available for future grants under the existing plan.
e. Number of options available to be granted: 12,19,450
f. Variations in terms of Option: NIL

g. Employee wise details of options granted to:

- Options Granted to Senior Management personnel (not exceeding1%)

Name	No. of options granted
Mr. Radhakrishnan.R	1,20,000
Mr. Srinivas Tangirala	1,20,000
Mr. H.Madhukar Nayak	65,000
Mr. R.Prabhakar	45,000

- Number of employees holding 5% or more of the total number of options granted during the year: NIL
- Identified employees who were granted options, during one year, equal to or exceeding 1% of issued capital: NIL

h. Diluted Earning per share pursuant to issue of shares on exercise of options calculated in accordance with Accounting standard AS-20: Rs. 0.17.

i. The fair value has been calculated using the Black Scholes Option Pricing model. The assumptions used in the model are as follows:

1. Risk free interest rate was assumed between 8.0717% and 7.4949%, depending on the timing of grant and vesting period of the option, for the options granted during the year.

2. The expected life of the option is taken as the vesting period of the option.

3. The expected volatility has been computed using the daily share price movements of 240 trading days prior to the grant date. The standard deviation, a measure of volatility, worked out to 60.67% on 12th February 2009.

4. Since there has been a marginal profit, the company has not assumed any dividend payments.

5. The closing market price of the shares on the grant date was Rs. 8.72 on 12th February 2009.

2. Intense Employees Stock Option Plan A 2007:

Particulars	As on 01.04.2008	2008-09	As on 31.03.2009
Date of Grant	11.12.2007	-	-
Grant Price (Rs.)	84.65	-	84.65
Closing Market Price on Grant Date (Rs.)	101.55	-	-
Exercise Price (Rs.)	84.65	-	84.65
No. of Options Granted	1,57,000	Nil	1,57,000
No. of Options Exercised	Nil	Nil	Nil
No. of Options Vested	Nil	12,500	12,500
No. of Options Lapsed	36,000	71,000	1,07,000
No. of Options Outstanding (in force)	1,21,000	50,000	50,000
Money realized by exercise of options (Rs.)	Nil	Nil	Nil
Weighted fair value of option	35.16	N.A	N.A

a. Maximum Number of options approved by the shareholders - 5,00,000

b. Pricing Formula: Exercise Price for the options granted under this plan is Market Price of the shares i.e., 84.65 per share (latest closing price on 10.12.2007 at BSE) determined in accordance with SEBI guidelines.

c. Vesting schedule is the same as that of Fortune ESOP-2005 mentioned on (1) above.

d. As per the plan, options lapsed i.e. unexercised options on account of resignation etc., shall become available for future grants under the existing plan.

e. Number of options available to be granted - 4,50,000
f. Variations in terms of Option - NIL
g. Employee wise details of options granted to:
- Options Granted to Senior Management personnel (not exceeding1%)

Name	No.of options granted
Mr. N.N.V. Vithal	50,000

- Number of employees holding 5% or more of the total number of options granted during the year : NIL
- Identified employees who were granted options, during one year, equal to or exceeding 1% of issued capital : NIL

h. Diluted earning per share pursuant to issue of shares on exercise of options calculated in accordance with Accounting standard AS-20: Rs. 0.17

3. Intense Employees Stock Option Plan B 2007:

Particulars	As on 01.04.2008	2008-09	As on 31.03.2009
Date of Grant	11.12.2007	-	-
Grant Price (Rs.)	84.65	-	84.65
Closing Market Price on Grant Date (Rs.)	101.55	-	-
Exercise Price (Rs.)	84.65	-	84.65
No. of Options Granted	16,00,000	-	16,00,000
No. of Options Exercised	Nil	-	Nil
No. of Options Vested	Nil	2,00,000	2,00,000
No. of Options Lapsed	Nil	8,00,000	8,00,000
No. of Options Outstanding (in force)	Nil	8,00,000	8,00,000
Money realized by exercise of options (Rs.)	Nil	Nil	Nil
Weighted fair value of option	35.16	N.A	N.A

a. Maximum Number of options approved by the shareholders - 16,00,000

b. Pricing Formula: Exercise Price for the options granted under this plan is the price determined by the Board in accordance with SEBI guidelines i.e., 84.65 per share (latest closing price on 10.12.2007 at BSE).

c. Vesting schedule is the same as that of Fortune ESOP-2005 mentioned on (1) above.

d. As per the plan, options lapsed i.e. unexercised options on account of resignation etc., shall not become available for future grants under the existing plan.

e. Number of options available to be granted : Nil

f. Variations in terms of Option - NIL

g. Employee wise details of options granted to:

- Number of employees holding 5% or more of the total number of options granted during the year : NIL
- Identified employees who were granted options, during one year, equal to or exceeding 1% of issued capital:

Name	No. of options granted
Mr Jayant Dwarkanath	8,00,000
Mr. Raghav Sahgal	8,00,000 – lapsed during the year 2008-09

h. Diluted Earning per share pursuant to issue of shares on exercise of options calculated in accordance with Accounting standard AS-20: Rs. 0.17

4. Intense Employees Stock Option Plan C 2007: - Lapsed

Particulars	**As on 01.04.2008**	**2008-09**	**As on 31.03.2009**
Date of Grant	11.12.2007	-	-
Grant Price (Rs.)	10.00	-	10.00
Closing Market Price on Grant Date (Rs.)	101.55	-	-
Exercise Price (Rs.)	10.00	-	10.00
No. of Options Granted	2,00,000	-	-
No. of Options Exercised	Nil	Nil	Nil
No. of Options Vested	Nil	Nil	Nil
No. of Options Lapsed	Nil	2,00,000	2,00,000
No. of Options Outstanding	Nil	Nil	Nil
Money realized by exercise of options (Rs.)	Nil	Nil	Nil
Weighted fair value of option	92.31	N.A	N.A

a. Maximum Number of options approved by the shareholders - 2,00,000

b. Pricing Formula: Exercise Price for the options granted under this plan is Rs.10/- per share.

c. Vesting schedule is the same as that of Fortune ESOP-2005 mentioned on (1) above.

d. As per the plan, options lapsed i.e. unexercised options on account of resignation etc., shall not become available for future grants under the existing plan.

e. Number of options available to be granted - Nil

f. Variations in terms of Option - NIL

g. Consequent upon resignation of Mr.Raghav Sahgal who was granted 2,00,000 options under the above Stock Option Plan the Intense Employees Stock Option Plan C 2007 has lapsed.

For and on behalf of the Board

Place: Secunderabad
Date: 25th August 2009

C.K.Shastri
Chairman & Managing Director

ANNEXURE - III TO THE DIRECTORS' REPORT:

Management Discussion and Analysis

1. Industry Structure

Electronic Document Output Management and Content Management solutions are now considered the core for any forward looking enterprise. More so, because all customer facing output documents like bills and statements are now viewed as serious 'communication channels' and content is 'knowledge'—both of which have the potential to create organization-wide synergies. Solutions in these areas are now well conceived, built and leveraged.

Within telecom, banking, insurance and utilities domains, enterprises everyday are faced with a barrage of information that requires managers to collaborate, process, print and distribute information to their stakeholders dynamically over different channels of communication.

Transforming cost centers into profit hubs

Enterprises are increasingly seeking to leverage the transactional customer facing documents like bills, account statements, invoices etc, and use them as communication media to promote new products and services. What was earlier a transactional process is today a business requirement that drives revenue and opens new opportunities that cater to customer satisfaction.

This has fostered the emergence of solutions in the areas of customer communications management, content management and information management. A new breed of products and solutions are meeting these business requirements thus enabling enterprises to run marketing campaigns, unlock organizational knowledge and build stronger customer relationships.

On the operations front, the solutions are also driving down the huge costs associated with printing, paper, distribution and storage infrastructure. These solutions today are central to many organization's marketing strategies and have also helped them in transforming their process-intensive cost centers into profit hubs.

2. Opportunities

- Enterprise Agility

Today's enterprises are characterized by millions of customers, multiple revenue streams, distributed operations and multiple touch points. To protect their businesses from competition and to cater better to their customers, enterprises are encumbered with costs everyday that arise from their myriad profit centers. Enhancing bottom lines while still accruing costs is challenge that distinguishes agile enterprise from other.

The challenge to reduce costs and increase overall productivity brings forth the need to harness customer-facing technologies, that can help them leverage customer data and behavior. Intense's solutions for enterprise customers are designed to deliver business value across their cost centers by way of innovative products that rid costs and imbibe opportunities into their existing business models. Specifically, our productized offerings for customer communications, document management, process automation and information management enable enterprises to be agile and competitive in their markets.

• Our Products

Intense suites of products help enterprises to streamline and leverage their existing business processes to achieve tangible business value both from their internal and external stakeholders.

The iECCM Suite

iECCM is Intense's flagship product that enables relationship-based communications to build real-time and tangible customer intimacy dynamically. Enterprises can leverage these relationships on an ongoing basis to cross-sell and up-sell far more effectively than ever before. The iECCM Suite is 100% customer-focused and a best-fit solution to create customer delight.

With the iECCM Suite at work, enterprises can create and design personalized customer communication easily and effectively, enrich customer experience and can distribute this enriched customer communication through a customer-preferred channel (snail mail, e-mail, FAX or web presentment). The suite's features like analytics and web-based reports strengthen customer profiling based on usage patterns, all in one single process run.

Improved ROI

The iECCM Suite drastically reduces the cost of customer communications by streamlining/unifying the entire gamut of customer communication processes. This helps enterprises save on the huge printing and distribution costs; and also improves overall customer loyalty and satisfaction. Enterprises leverage the suite to design distinct marketing messages aimed at generating revenue by way of up-sell and cross-sell opportunities.

Built on an advanced SOA framework and semantic grid-driven architecture, the iECCM Suite enforces generic principles and patterns across multiple silos catering to customer communications. This makes the application highly configurable, horizontally and vertically scalable also ensuring optimal usage of the existing hardware resources.

Intense has gained market leadership in India in this solution space in the Telecommunications segment and has bagged some of the biggest names in the Insurance and Utilities sectors. Our mission now is to be among the top 5 companies in this space globally, by 2012.

The iECM Suite

The iECM suite is a robust, highly scalable and feature-rich BPA solution powered by electronic Document Management System, Workflow, e-Forms, and Rights Manager modules. The suite enables business-critical functions (Legal, Human Resources, and Accounting etc) to capture relevant documents from across the enterprise and stores them in a single repository. The suite helps eliminate redundant costs on storage inventory and enables version control of documents.

Modular and SOA driven, it can change the way enterprises create, co-create, share and store knowledge and information. From a technology standpoint, the iECM Suite is futuristic and can scale up to create Web 2.0 ready Intranets and information management repositories. Operationally (at a day-to-day and strategic level), it can drastically reduce data storage, duplication, security and disaster recovery costs while exponentially accelerating process adherence and automation across the enterprise.

Feature-rich and scalable, the iECM Suite has spawned a number of customer centric workflow solutions, notable among these being:

a) Service Provisioning and Workflow Automation: Enterprises within telecom, banking, insurance and utilities are embroiled in intense competition to acquire new customers. With their product/service lines getting commoditized, the only factor that wins a customer is service activation. Traditional procedures of service activation—acquiring customer application forms, document veracity, background verification etc—extend into days eventually slowing down the crucial first service.

   Intense's solution for SPWA automates the entire customer acquisition process and streamlines document flow; enabling enterprises to approve and activate services to customers within hours of application filing.

b) Non-Voice Customer Response Solution: While voice based response solutions are commonplace at many enterprises, a substantial number of their customers still rely on conventional non-voice modes of communication—white mail, email, fax etc. These involve tedious manual work of collection, assimilation, segregation and allocation to the right stakeholder. As a result, turnaround and response times increase leading to unhappy customers.

   Intense's iECM solution automates customer interactions by intelligently integrating all the non-voice channels and routing customer interactions to the right stakeholder. The solution enables contact centers and customer service executives to respond faster to customer queries/grievance ensuring faster resolution and customer satisfaction. Enterprises reap enormous cost savings from their CRM hubs by way of reduced costs associated with customer interactions, employee productivity and service dissatisfaction.

c) Contracts Management Solution: Legal departments have myriad fiduciary responsibilities and relationships that enable an organization to be available to its vendors, partners and customers. As such, legal departments have the onus to protect and retain several business-critical documents like contracts, agreements, certificates, etc. Traditional methods of physically sharing and distributing and storing documents are time consuming, and often lead to confusion and delayed decisions.

   iECM's Contract Management Solution helps enterprises capture, classify and extract information from new and existing contracts, thus speeding up the processing of contracts. The solution empowers legal departments by eliminating the traditional challenges of physical contract management and ushers in enterprise-wide access and digital security. It's archival and retrieval features alert users upon document expiry event and help maintain time bound documents and contracts.

d) Email Response Management System (ERMS) helps enterprises to automate their customer email interactions intelligently. The solution captures inbound and outbound customer email interactions and enables personalized responses to customers. The solution's business rules engine processes, routes and generates reports as per a pre-defined criteria. The solution's multi-channel response advantage delivers business on a real-time basis through the parsing engine of ERMS and is sent to customer service representatives (CSRs) for follow-up and resolution.

Improved ROI

For contact centers of enterprises, ERMS delivers multi-pronged benefits across their business ecosystems:

Quick query resolution by way of strong domain intelligence enables enterprises to compress Turn-Around-Times completely eliminating manual routing job allocation.

Accurate and consistent response ensures customers do not reopen tickets. The solution automatically clubs conversations and maps them dynamically to customer's history.

Performance of CSRs can be monitored and measured thereby saving on productivity and helping with training needs.

Achieve strategic objectives of customer satisfaction through its report generation tool. ERMS's tools help dig into customer queries as per the product/service line of the enterprise.

The iEIM Suite

The **Intelligent Enterprise Information Management (iEIM)** Suite is a powerful solution that enables end-user managers to generate reports and perform complex analytics from a single staged area source. The iEIM Suite's Digital Dashboard allows users to configure and personalize Reports and Analytics.

An in-built query builder with Online Analytics Processing (OLAP) for multi-dimensional reports in graphical formats gives insights into service usage and consumption. The uniqueness of the iEIM Suite lies in the fact that it can optimally and rapidly render large amounts of data sets in myriad output formats.

i. Innovation

- **Products**

From a product standpoint, the innovation potential is ever evolving and hence makes our products stronger in every release and implementation. Intense's products have been founded on solid domain knowledge that we have assimilated over the years of close relationships with customers. This enables our technical teams to build and hone the product to fit a variety of business and customer requirements.

Our ability to innovate coupled with our domain understanding helped us deliver our products across the customer's business ecosystem.

- **Customers**

Enterprise customers are limited by their existing systems and the skills of their personnel. By taking away this rigidity, our products help enterprises to innovate and craft marketing strategies and campaigns. From an operational standpoint, customers can benefit by way of process automation that yields a compelling ROI.

Enterprises leverage our products for the flexibility they offer towards meeting their revenue-critical business requirements—manage cost centers efficiently and to eliminate revenue leakages.

ii. Partners

Intense works with leading Systems Integrators to bring best-fit solutions for their businesses. Our partners help us to work closely with customers to evolve solutions that meet complex requirements of enterprises across the industries. This helps us double the sales efforts, multiply domain expertise and leverage resources better. Our partnership credo is driven by a win-win philosophy nurtured by trust, transparency and a strong focus on customer satisfaction.

iii. Branding Opportunities

- **Intellectual Property**

Intense's products are its intellectual properties, which have been built on solid foundation of domain knowledge, technology expertise and innovation potential. In an environment that is ever changing, these form the hallmarks of business success. Customers respect our years of efforts that has today resulted in an array of robust products.

Intellectual property is a valuable asset to gain since it demands a singular focus on the business we are in.

- **Events**

Our product names are the sub-brands with which we live in our customer's minds. The marketing potential of our products is immense and hence creating an ecosystem of brands in events, industry meets and the media presents a lucrative opportunity to sell our products.

iv. Legal and Regulatory

The demand for Intense's products also stems from the legal and regulatory mechanisms that enterprises have to comply with. Many governments mandate the generation of bills, statements, contracts, invoices etc. Customers have a clear dependency on the domains and technologies that we have developed over the years.

3.Risks

The company's growth and operating performance may be affected by several risk factors. Some of the factors, which could affect the company's future results or operations, are outlined below.

Long sales cycle and unexpected and inordinate delays may adversely affect and create variability in quarterly operating results.

The purchase of the Company's products by its end-customers for implementation typically involves significant commitment of financial and other resources and handling of mission critical data and processes. The sales cycle is therefore long and is subject to unexpected and inordinate delays. The Company has experienced, and continues to expect, long sales cycles and delays in the purchase process of its customers for reasons beyond its control.

Consequently, there may be significant variation in the quarterly operating results in the future and period-to-period comparisons may not indicate future performance.

Failure to respond to rapid technological changes may make the products obsolete and adversely affect the operating results of the Company.

The market for the Company's products is characterized by rapid technological changes, frequent new product introductions and product enhancements (by competitors) and changing customer demands. Any of these factors can render the Company's existing products obsolete and unmarketable. The Company's success in the future will depend significantly on its ability to upgrade its products to newer technologies and changing needs of its customers in a timely and cost-effective manner.

Failure to do so may result in cancellation of orders, make the Company's products unmarketable to new customers; hence resulting in loss of existing customers as they replace our products with those of our competitors. Any of these factors may adversely affect the operating results and financial condition of the Company.

If the Company is unable to manage the significant risks arising from international operations, the company's operating results and financial condition may be adversely affected.

With increasing focus on international operations, the Company will be exposed to several risks, which inter alia include the following:

- Economic and political instability, including war and terrorism or the threat of war and terrorism
- Difficulty of managing an organization spread across many countries
- Multiple and conflicting tax laws and regulations
- Difficulty in hiring employees and difficulties and high costs associated with terminating employees and restructuring operations in foreign countries
- Trade laws and business practices favouring local competition
- Compliance with multiple, conflicting and changing government laws and regulations
- Weaker intellectual property protection in foreign countries
- Import and export restrictions and tariffs
- The significant and stronger presence of some of our competitors in certain international markets
- Greater difficulty or delay in accounts receivable, collection etc.

If the Company is unable to successfully manage these risks, the Company's business may be harmed, which may adversely affect the operating results and financial condition of the Company.

Dependence on current and future business partners may not result in revenue growth and could adversely affect the operating results of the Company.

The Company is depending on its current partnerships with Systems Integrators and software vendors for increasing its revenues. The Company is also planning to expand its partnerships with other software vendors. These agreements are for fixed duration and may not be renewed. The agreements do not provide for any guarantee on revenue. Acquisition of the partners or change in their key management personnel may result in change of their focus areas. Moreover, these agreements can be terminated at short notice. If for any reason, the Company is unable to succeed in generating revenues through its current and future partnerships, the operating results of the Company may be adversely affected.

Future success depends upon the hiring and retaining key talent, many of whom would be difficult to replace and the loss of one or more of these employees could seriously harm the Company's business The Company's future success depends upon the continued services of its executive officers and key technical, sales, marketing and support personnel, many of whom would be difficult to replace. The loss of one or more of these employees could seriously harm the Company's business. Additionally, because of the highly technical nature of its business, the loss of key technical personnel could delay product upgrades and significantly impair the Company's ability to successfully build future products.

The Company believes that its success depends, in large part, upon its ability to identify, attract and retain qualified software engineers and sales, marketing, finance and managerial personnel. There is competition to attract talented personnel and the Company may not be able to retain its key personnel or identify, or attract or retain other qualified personnel in the future. If the Company does not succeed in hiring and retaining employees with appropriate qualifications, its product development efforts, revenues and business could be seriously harmed.

Because of long product development process and sales cycle, the Company may incur substantial expenses before it earns associated revenues and may not ultimately sell as many licenses of its products as forecasted.

The Company develops software products based on anticipated market and customer requirements and incurs substantial product development expenditures prior to generating associated revenues. Customers extensively evaluate the Company's products before making a purchase decision. The time required for evaluation and approval of the Company's products and solutions can take up to six or more months. Quite often, purchase decisions are deferred or dropped for reasons that have nothing to do with the product quality or value. Because of this lengthy development and sales cycle, the Company will experience delays between the time it incurs expenditures for research and development, sales and marketing and the time it generates revenues, if any, from these expenditures. Additionally, if actual sales volumes for a particular product are substantially less than originally forecasted, the operating results would be adversely affected.

Failure of the management to manage growth effectively may adversely affect the Company's ability to increase its business and the result of operation.

The Company will need to make substantial investments in product development, sales and marketing activity to successfully market and sell its products in a rapidly evolving market. The Company continues to increase the scope of its operations domestically and internationally and has increased its headcount substantially. The Company's expected future growth will place significant strain on its management systems and its resources including the financial and managerial controls, reporting systems and procedures.

The Company must also manage multiple relationships with customers, partners, vendors and other third parties. Moreover, there may be unexpected costs. The Company's systems, procedures or controls may not be adequate to support its operations and it may not be able to expand quickly enough to exploit potential market opportunities.

Failure to keep pace with competition may adversely affect the growth prospects of the Company and / or adversely affect its business and the results of operation.

The Company's market is intensely competitive and characterized by rapidly changing technology and evolving product releases by the competitors. The Company's competition may be able to develop more quickly or adapt faster to new or emerging technologies and changes in customer requirements. Many of the competitors have longer operating histories, larger customer base, greater name recognition and greater financial and other resources. New competitors continue to emerge and there continues to be consolidation among existing competitors, which could create pricing pressures. These factors may adversely affect the company's future growth and operating results.

Failure to protect our software and other proprietary technology rights could materially affect our operating results.

The Company may not be able to prevent misappropriation of its intellectual property rights or the reverse engineering of its solutions. Legal standards and scope of protection in many countries may not provide adequate protection of our proprietary technology/technologies. Consequently, we may not be able to prevent our proprietary technology/technologies from being exploited abroad. Misappropriation of our technology and high costs of policing/protection of our technology could adversely affect our operating results.

Infringement claims by third parties could adversely affect our operating results.

Third parties could claim that our current or future products or technology/technologies infringe their proprietary rights. Any claim of infringement by a third party, even those without merit, could cause us to incur substantial costs defending against the claim, and could distract the management from the Company's business. Third parties may also assert infringement claims against our customers.

These claims may require us to initiate or defend protracted and costly litigation on behalf of our customers, regardless of the merits of these claims. If any of these claims succeed, we may be forced to pay damages on behalf of our customers. We also generally indemnify our customers if our services infringe the proprietary rights of third parties. If anyone asserts a claim against us relating to proprietary technology or information, while we might seek to license their intellectual property, we might not be able to obtain a license on commercially reasonable terms or on any terms.

If the Company overestimates revenues, it may be unable to reduce its expenses to avoid or minimize a negative impact on its results of operations.

The Company's revenues are difficult to forecast and are likely to fluctuate significantly from time to time. The Company bases its operating expense budgets on expected revenue trends. The Company's estimates of sales trends may not correlate with actual revenues in a particular quarter or over a longer period of time. Variations in the rate and timing of conversion of the Company's sales prospects into actual licensing revenues could cause it to plan or budget inaccurately and those variations could adversely affect the Company's financial results. In particular, delays in sales cycles or loss of expected licensing deals would adversely affect the overall level and timing of the Company's revenues and its business, results of operations and financial condition could be harmed. In addition, many of its expenses, such as office and equipment leases and certain personnel costs, are relatively fixed. It may be unable to adjust spending quickly enough to offset any unexpected revenue shortfall. Accordingly, any shortfall in revenue may cause a material variation in operating results in any period.

The prices charged by the Company are based on market prices, which the Company cannot control.

The selling prices charged by the Company are based on market prices. The highly competitive nature of the market for the Company's products as well as international competition could drive down prices for the Company's products, thereby materially affecting its results of operations.

If the Company's products contain any material defects, its revenues may decline.

Software products as complex as those offered by the Company often contain errors or defects, particularly when first introduced, when new versions or enhancements are released and when configured to individual customer's existing computing systems. Despite testing conducted by the Company, if additional defects and errors are found in current versions, new versions or enhancements of its products after commencement of commercial shipment, this could result in the loss of revenues or a delay in market acceptance or an increase in the rate of return of the Company's products. The occurrence of any of these events could materially harm the Company's business, operating results and financial condition.

The Company's operating results may be adversely affected by variations of the Indian rupee against foreign currencies.

The Company plans to generate a significant share of its revenues from international operations. The increase in revenues from international operations will expose the Company to foreign exchange risks. Any adverse fluctuations in the currencies in which the Company's exports are invoiced would affect the Company's results of operations.

4. Human Resources

Developing human capital is a key focus area for the Company. Consequently a HR vision forms an integral part of the Company's overall business strategy. Our Company is fully committed to people development and therefore strives to create a work environment that challenges and motivates people to be performance oriented. This has been evidenced in our Company having one of the lowest attrition levels in the industry.

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on code of Governance:

Intense Technologies Limited is committed to optimizing long-term value for its stakeholders. The Company believes that good Corporate Governance is an intrinsic part of its fiduciary responsibility as a responsible citizen and has thereby laid strong emphasis on the transparency of its operations. In this respect, the company has created an accountability matrix that not only follows statutory disclosures and reporting norms but also voluntarily adheres to best international practices. The company is confident that these practices will enable it to establish enduring relationships with all its stakeholders and optimize its growth paradigm. The Company has adopted a code of conduct and business ethics for members of the Board and senior management, who have all affirmed in writing their adherence to the code.

2. Board of Directors

Composition of the Board:

The Board comprises of Nine Directors – Two Executive and Seven Non-Executive Directors.

No. of Board Meetings held:

During the financial year 2008-09 the Board of Directors of your company met 12 times on 3rd April 2008, 23rd June 2008, 30th June 2008, 21st July 2008, 31st July 2008, 30th August 2008, 31st October 2008, 19th November 2008, 31st January 2009, 2nd March 2009, 9th March 2009 and 27th March 2009.

Attendance at the Board Meetings and at the last Annual General Meeting:

Name of Director	Designation	No.of Board Meetings Held	No. of Board Meetings Attended	Attendance at the Last AGM (Yes/No)
# Mr.C.K.Shastri	C.M.D	12	12	Yes
# Mr.Jayant Dwarkanath	E.D	12	11	Yes
$ Mr.Jagannadha Chidhella	N.E.D	12	*	No
$ Mr.Tikam Sujan	N.E.D	12	3	No
@ Dr.Krishna Sharma	N.E.D	12	*	No
@Mr.P.Anil Kumar	N.E.D	12	11	Yes
@ Mrs.V.Sarada Devi	N.E.D	12	*	No
@ Mr.Balaji Thiagarajan (upto 30.09.2008)	N.E.D	12	*	No
@ Mr.Vivek Bhargava (upto 31.01.2009)	N.E.D	12	1	No
@ Mr.P.Pavan Kumar (w.e.f 31.01.2009)	N.E.D	12	-	No
@ Mr.K.S.Shanker Rao (w.e.f 27.03.2009)	N.E.D	12	-	No

@ Non-Executive Independent Directors.
# Executive and Non-Independent
$ Non-executive and Non-independent
* Leave of absence was granted

Directorships in other companies:

1. Mr. C. K. Shastri is a Director in M/s. e-JAS Tech Solutions Private Limited and M/s. i-trace Nanotech Private Limited.
2. Mr.Jayant Dwarkanath is a Director in M/s. e-JAS Tech Solutions Private Limited and M/s. i-trace Nanotech Private Limited.
3. Mr.Vivek Bhargava is a Director in M/s.Twentyfirst Century Management Services Limited and is the Chairman and Promoter Director in WealthBridge Capital Advisors Pvt.Ltd. He is also a proprietor of VB Investments.
4. Dr. Krishna Sharma is a Director in i-trace Nanotech Private Limited.
5. Mr. P. Anil Kumar is a Director in M/s. e-JAS Tech Solutions Private Limited

3. Audit Committee

Composition

Chairman : Mr.K.S.Shanker Rao (w.e.f. 27.03.2009)

Members : Dr. Krishna Sharma

Mrs.V.Sarada Devi

Terms of reference:

The terms of reference fully conform to the requirements of Section 292A of the Companies Act, 1956 and as specified in Clause 49 of the Listing Agreements with the Stock Exchanges, which *inter alia* include the following:

- Overseeing the company's financial reporting process.
- Recommending appointment and removal of external auditors and fixing of their fees.
- Reviewing with management the quarterly, half-yearly and annual financial results / statements with special emphasis on accounting policies and practices, compliances with accounting standards and other legal requirements concerning financial statements.
- Reviewing the adequacy of the audit and compliance functioning including their policies, procedures, techniques and other regulatory requirements.
- Reviewing the adequacy of internal control systems and significant audit findings.
- Discussions with external auditors regarding nature and scope of audit.

Meetings and Attendance:

The Audit Committee of Directors met five times during the financial year 2008-09 on 3rd April, 2008, 30th June, 2008, 31st July, 2008, 31st October, 2008 and 31st January, 2009.

Name of the Member	Meetings held during the year	Meetings attended
Mr.K.S.Shanker Rao (w.e.f. 27.03.2009)	5	-
Dr. Krishna Sharma	5	1
Mrs.V.Sarada Devi	5	2
Mr.P.Anil Kumar (upto 26.03.2009)	5	4

4. Remuneration / Compensation Committee.

The Remuneration / Compensation Committee comprises of the following Directors:

Name of the Member	Meeting Held during the year	Meeting attended
Mrs.V.Sarada Devi	1	1
Dr. Krishna Sharma	1	-
Mr. P.Anil Kumar	1	1
Mr.J.A.Rao (upto 21.07.2008)	1	-

The Remuneration policy of the Company is summarized as follows:

i) For Managing Director & Wholetime Director:

The total remuneration, subject to shareholders approval consists of:

- a fixed component consisting of salary, allowances and perquisites and benefits are in line with the Company's rules for senior managerial personnel.
- a variable component linked to the performance of the Company as well as the Managing Director & Wholetime Director consisting of Commission and special allowances as determined by the Remuneration Committee.

ii) For Non Executive Directors:

Non-executive Directors did not receive any compensation during the year under report.

Remuneration and sitting fees paid to the directors during the financial year 2008-09.

Name of the Director	Category	Remuneration Paid	
		Salary & Perks (Rs.)	Stock Option
Mr.C.K.Shastri	Chairman and Managing Director	30,00,000	Nil
Mr.Jayant Dwarkanath	Executive Director	30,00,000	10,50,000
Mr.Jagannadha Chidhella	Non-Executive Director	Nil	Nil
Mr.Tikam Sujan	Non-Executive Director	Nil	1,25,000
Dr.Krishna Sharma	Non-Executive Director	Nil	Nil
Mr.P.Anil Kumar	Non-Executive Director	Nil	Nil
Mrs.V.Sarada Devi	Non-Executive Director	Nil	Nil
Mr.Balaji Thiagarajan (upto 30.09.2008)	Non-Executive Director	Nil	Nil
Mr.Vivek Bhargava (upto 31.01.2009)	Non-Executive Director	Nil	1,00,000
Mr.Pavan Kumar	Non-Executive Director	Nil	Nil
Mr.K.S.Shanker Rao	Non-Executive Director	Nil	Nil

5. Share Transfer and Shareholder / Investor Grievance Redressal Committee: Composition, Names of Members and Chairman:

The Committee comprises of Mr. Anil Kumar, Chairman, Mr. Jayant Dwarkanath and Mr.Tikam Sujan as its members. Ms.Tejaswi.K, Company Secretary as secretary to the committee. The Committee meets every fortnight to approve the transfers and to redress the grievances if any of the investors.

Number of Investor queries/complaints received during the year 2008-09 were as follows:

SL NO	DESCRIPTION	Opening Balance	Received	Disposed	Pending
1	CHANGE/CORRECTION OF ADDRESS	-	1	1	-
2	NON RECEIPT OF DIVIDEND WARRANTS	-	1	1	-
3	NON RECEIPT OF ANNUAL REPORT	-	2	2	-
4	NON RECEIPT OF FRESH/NEW SECURITIES	-	1	1	-
5	CORRESPONDENCE RELATED TO TRANSFER OF SHARES	-	1	1	-
	TOTAL	-	**6**	**6**	-

6. Annual General Meetings

The last three Annual General Meetings were held as under.

Year	Date	Location	Time
2007-08	30.09.2008	Party Hall, Hotel Swagath, Alluri Trade Centre, Opp. KPHB, Kukatpally, Hyderabad – 500 072	2.30 P.M
2006-07	30.07.2007	Surana Udyog Auditorium, FAPCCI House, Red Hills, Lakdi Ka Pul, Hyderabad –500 004.	3.00 P.M
2005-06	29.09.2006	New Hall, Taj Tristar, Opp. Manju Theatre, 1-1-40, Seven Hills, Sarojini Devi Road, Secunderabad - 500 003.	10.00 A.M.

No Special Resolution was put through postal ballot in any of the General Meetings so far held by the Company, nor it is proposed in the ensuing AGM.

7. Disclosures

a) **Disclosures on materially significant related party transactions**:

There are no transactions during the year which are materially significant related party transactions, i.e., transactions of the company of material nature, with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large, other than the transactions specifically mentioned in the notes to accounts.

b) **Details of Non-compliance by the company, penalties, and stricture imposed on the company by the Stock Exchanges, SEBI or any Statutory Authorities or any matter related to capital markets.**

The company has complied with all the requirements of the listing agreement with the stock exchanges as well as regulations and guidelines of SEBI. No penalties or strictures were imposed by SEBI, Stock Exchanges or any Statutory Authorities on matters relating to the capital markets during the last three years.

c) **Compliance Certificate of the Auditors:**

Certificate of the Statutory Auditors has been obtained on the compliance of the conditions of Corporate Governance in terms of Clause 49 of the Listing Agreement with Stock Exchanges and the same is annexed.

d) **Details of compliance with mandatory requirements and adoption of the non- mandatory requirements of this clause.**

The Company has fully complied with the mandatory requirements of Clause 49 of the Listing Agreement of the Stock Exchange. Further, the Company has adopted non – mandatory requirement of Clause 49 of the listing agreement, viz., Remuneration Committee of the Board which has been constituted to determine the remuneration package of the Executive Directors.

e) The Management Discussion and Analysis Report is a part of this Annual Report

8) Means of Communication:

The Quarterly and annual financial results are published in the Business Standard (English) and Andhra Bhoomi (Telugu). These results are submitted to the Stock Exchanges in accordance with the Listing Agreements and they are also being filed with the SEBI under EDIFAR facility.

9) GENERAL SHAREHOLDERS' INFORMATION

1. 19th Annual General Meeting:

The 19th Annual General Meeting of the Company will be held on Wednesday, the 30th September 2009 at 3.30 P.M. at Belsons Taj Mahal Hotel, 82, Main Guard Road, Behind M.C.H. Swimming pool, Secunderabad - 500003.

2. Financial Calendar:

The quarterly financial results are published within one month of closure of the quarter.

3. Date of Book Closure	:	30th September 2009
4. Listing on Stock Exchanges	:	**The Bombay Stock Exchange Limited (BSE)** Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400 001. **The Calcutta Stock Exchange Association Limited** 7, Lyons Range, Kolkata - 700 001.

The Company confirms that the annual listing fee has been duly paid to all the above Stock Exchanges.

5. **Stock Market Data:**
Stock Code: BSE 532326

Market Price Data : **(Amount in Rs.)**

Month	BSE	
	High	Low
Apr-08	49.95	28.60
May-08	41.95	31.30
Jun-08	38.65	28.55
Jul-08	27.95	17.60
Aug-08	19.75	14.00
Sep-08	20.20	11.35
Oct-08	11.94	7.08
Nov-08	9.74	5.90
Dec-08	9.89	7.00
Jan-09	10.33	7.08
Feb-09	12.00	7.01
Mar-09	12.94	9.39

6. **Share Transfer System**

Share transfers are registered and returned, generally, within a period of 15 days from the date of lodgement, provided the necessary documents are in order.

Share Transfers during the financial year 2008-09:

Transfer period	No. of Transfers	No. of shares	% of Shares
1 - 15 Days	13	401400	2.15%

International Securities Identification Number: The ISIN Number of the Equity shares of the company is **INE 781A01017.**

7. **Outstanding GDR's / ADR's / Warrants or convertible instruments and impact on Equity.**
The Company has not issued any GDRs / ADRs/Warrants/Convertible debentures during the year 2008-09.

8. **Distribution of Shareholding as on 31st March 2009**

Category	No. of cases		No. of Shares		Amount	
	Number	% of Total	Number	% of Total	in Rs.	% of Total
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1-5000	8242	78.46	1413742	7.5853	14137420	7.5853
5001-10000	988	9.41	844287	4.5299	8442870	4.5299
10001-20000	528	5.03	826701	4.4355	8267010	4.4355
20001-30000	213	2.03	550127	2.9516	5501270	2.9516
30001-40000	89	0.85	322347	1.7295	3223470	1.7295
40001-50000	100	0.95	475516	2.5513	4755160	2.5513
50001-100000	178	1.69	1323511	7.1011	13235110	7.1011
100001 and above	167	1.59	12881651	69.1154	128816510	69.1154
Total	10505	100.00	18637882	100.0000	186378820	100.0000

9. Shareholding Pattern as on 31st March 2009.

S.No.	Category	No. of Shares	%
1	Indian Promoters	1682738	9.03
2	Foreign Institutional Investors	500000	2.68
3	Bodies Corporate	3854969	20.68
4	Indian Public	9687457	51.98
5	NRI's / OCB's	2812717	15.09
6	Trust	100001	0.54
	Total	**18637882**	**100.00**

10. Dematerialization of Shares and Liquidity

S.No.	Particulars	No. of Shares	% of Share Capital
1	NSDL	14415959	77.35
2	CDSL	3995695	21.44
3	Physical	226228	1.21
	Total	**18637882**	**100.00**

11. Code of Conduct and Ethics:

The Board of Directors of the Company has formulated a code of conduct and ethics applicable to all the members of the Board of Directors and Senior Management Personnel of the Company.

A detailed declaration along with a certificate of compliance appears in the Annexure to the Corporate Governance Report.

12. Risk Assessment and Minimization Procedures:

The Company from time to time has been conducting exercises on Risk Management and minimization procedures. This has been need based and being done by internal management.

Address for Correspondence:
Ms.Tejaswi.K,
Company Secretary
Intense Technologies Limited
A1, Vikrampuri,
Secunderabad- 500009
e-mail id: info@intense.in

Auditors' Certificate to the Members of Intense Technologies Limited on compliance of the conditions of Corporate Governance for the year ended 31st March, 2009, under Clause 49 of the Listing Agreement with the Stock Exchanges.

We have read the Report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by Intense Technologies Limited (" the Company"), for the year ended 31st March, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was conducted in the manner described in the Guidance Note on Certification of 'Corporate Governance' issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and on the basis of our examination described above, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Srinivas P. & Associates
Chartered Accountants

Place : Hyderabad
Date : 25th August, 2009

P.Srinivas
Proprietor
Membership No. 204098

DECLARATION BY THE MANAGING DIRECTOR OF THE COMPANY ON CODE OF CONDUCT

I hereby declare that:

1. The Code of Conduct for the Board Members and Senior Management of the company was approved by the Board of Directors in the Board Meeting and the same was adopted by the Company.
2. The Code of Conduct adopted by the Company was circulated to the members of the Board and Senior Management of the Company and is also posted on the website of the Company.
3. All the members of the Board and Senior Management of the Company have complied with all the provisions of the Code of Conduct.

For and on behalf of the Board

Place: Secunderabad
Date: 25th August, 2009

C.K.Shastri
Chairman &Managing Director

Auditors' Report

To

The Members of Intense Technologies Limited

1. We have audited the attached Balance Sheet of Intense Technologies Limited (the Company) as at March 31, 2009 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We have conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

4. Further to our comments in the Annexure referred to above, we report that:

   i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

   ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;

   iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report are in compliance with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.

   v. On the basis of the written representations received from the Directors, as on March 31, 2009, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on March 31, 2009 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

   vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

      a) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2009,

      b) in the case of the profit and loss account, of the profit for the year ended on that date; and

      c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

For Srinivas P & Associates
Chartered Accountants

Place : Hyderabad
Date : 25th August 2009

P.Srinivas
Proprietor
Membership No.204098

Annexure to Auditors' Report

(Referred to in paragraph 3 of our Report of even date on the accounts of Intense Technologies Limited for the year ended 31st March, 2009)

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us, we further report as under:

(1) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) All the assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) As per the information and explanations given to us, during the year, the Company has not disposed off any substantial part of the fixed assets that would affect the going concern status of the company.

(2) As explained to us, the Company does not hold inventories, hence the provisions of clauses 4 (A) (iii),(iv),(v) and (vi) of the Companies (Auditor's) Report Order, 2003 is not applicable to the Company.

(3) (a) As per the information and records made available, the Company has granted unsecured loans to (1) Company listed in the register maintained under section 301 of the Companies Act,1956. The maximum amount involved during the year was Rs.1,32,440/- and the balance outstanding at the close of the year is Rs.1,32,440/-.

(b) As per the information and records made available, the rate of interest and other terms and conditions granted by the company are prima facie not pre-judicial to the interest of the Company.

(c) & (d) The repayment of the above loans, including interest was since made.

(e) The Company has not taken any loan from any parties covered in the register maintained under section 301 of the Companies Act, 1956 during the year. The provisions of clause (iii) (f), and (g) of the Companies (Auditor's) Report Order, 2003 is not applicable to the Company.

(4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regards to purchases of fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal controls.

(5) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act,1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contract or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

(6) The company has not accepted deposits from public and hence directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable for the year under audit.

(7) The Company has no outside internal audit

system commensurate with its size and nature of its business.

(8) The Central Government has not prescribed the maintenance of cost records by this Company under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956.

(9) (a) According to the records of the Company, the Company has been regular in depositing, with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax , Wealth Tax, and other material statutory dues applicable to it.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31st March, 2009 for a period of more than six months form the date they became payable.

(c) According to the information and explanations given to us, there are no such statutory dues, which have not been deposited on account of any dispute.

(10) The accumulated losses of the company are not more than fifty percent of its net worth and the Company has not incurred any cash losses during the financial year covered by our audit and incurred a cash loss of Rs.759.48 lakhs in the immediately preceding financial year.

(11) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.

(12) The Company has maintained adequate documents and records in cases where the Company has granted loans and advances on the basis of security by way of pledge of shares.

(13) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

(14) As per the records maintained, the company does not deal or trade in shares, securities, debentures and other investments.

(15) In our opinion and according to the information and explanations given to us by the management, the company has not given any guarantees for loans taken by others from banks or financial institutions.

(16) The Company has not raised any term loans during the year.

(17) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the funds raised on short-term basis have not been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.

(18) The Company has not issued or allotted any preferential shares during the year and hence clause (XVIII) of the Companies (Auditor's) Report Order, 2003 is not applicable to the company.

(19) The Company has not issued any debentures and hence clause (XIX) of the Companies (Auditor's) Report Order, 2003 is not applicable to the Company.

(20) During the year covered by our report the Company has not raised any money by way of public issue.

(21) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For SRINIVAS P. & ASSOCIATES
Chartered Accountants

Place: Hyderabad — **P. SRINIVAS**
Date: 25th August 2009 — Proprietor

Balance Sheet as at 31st March 2009

(Rupees)

	Schedule	As at 31.03.2009	As at 31.03.2008
SOURCES OF FUNDS			
Shareholders Funds			
Share Capital	1	186,378,820	186,378,820
Share Application Money		13,902,500	13,902,500
Reserves & Surplus	2	231,495,127	244,806,840
		431,776,447	**445,088,160**
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	3	144,226,157	123,723,995
Less:Depreciation		86,833,949	69,209,912
Net Block		**57,392,208**	**54,514,083**
INVESTMENTS	4	**37,343**	**37,343**
CURRENT ASSETS, LOANS & ADVANCES	5		
Sundry Debtors		160,274,749	54,584,907
Cash & Bank Balances		179,859,972	292,833,330
Loans & Advances		30,302,656	16,416,177
		370,437,377	**363,834,414**
LESS:CURRENT LIABILITIES & PROVISIONS	6		
Current Liabilities		3,081,949	3,614,752
Provisions		18,309,112	15,396,070
		21,391,061	**19,010,822**
NET CURRENT ASSETS		**349,046,316**	**344,823,592**
MISC.EXPENDITURE (To the extent not written off or adjusted)	7	11,305,996	35,415,345
DEFERRED TAX ASSET		13,994,584	10,297,797
		431,776,447	**445,088,160**
Significant Accounting Policies & Notes to Accounts	8		

Schedules form an integral part of Accounts
As per our Report of even date

Srinivas P.& Associates
Chartered Accountants

For and on behalf of the Board

P.Srinivas
Proprietor
Membership No.204098

C.K.Shastri
Managing Director

Jayant Dwarkanath
Director

Place: Secunderabad
Date : 25th August,2009

K.Tejaswi
Company Secretary

Profit & Loss Account for the period ended 31st March 2009 (Rupees)

	Schedule	Year Ended 31.03.2009	Year Ended 31.03.2008
INCOME			
Revenue from Operations		174,095,072	73,916,169
Other Income	9	17,797,931	10,468,626
		191,893,003	**84,384,795**
EXPENDITURE			
Operating Expenses	10	2,876,371	3,194,472
Personnel	11	116,480,277	115,228,002
Administrative & Marketing Expenses	12	48,643,114	40,853,407
Financial Charges	13	379,455	1,056,436
		168,379,217	**160,332,317**
Profit/(Loss) Before Depreciation/Amortisation and Exceptional Items		23,513,786	(75,947,522)
Misc Exp written off		645,703	645,703
Depreciation and amortization		18,104,376	14,989,537
Profit/(Loss) before Tax		4,763,707	(91,582,762)
Actuarial Gain		2,352,399	-
Provision for Taxes			
i. Current Tax (MAT)		490,662	-
ii. Deferred Tax		3,696,787	5,836,416
iii. Provision for Fringe Benefit Tax		721,242	643,450
Profit/(Loss) after Tax		9,600,989	(86,389,796)
Prior Period Adjustments		(1,771,007)	(3,375,485)
Extra-ordinary item		-	(20,836,697)
Balance carried forward		**7,829,982**	**(110,601,978)**
Basic EPS		**0.19**	**(5.72)**
Diluted EPS		**0.17**	**(5.44)**

Schedules form an integral part of Accounts
As per our Report of even date

Srinivas P.& Associates
Chartered Accountants

For and on behalf of the Board

P.Srinivas
Proprietor
Membership No.204098

C.K.Shastri
Managing Director

Jayant Dwarkanath
Director

Place: Secunderabad
Date : 25th August,2009

K.Tejaswi
Company Secretary

Schedule forming part of Balance Sheet

(Rupees)

		Schedule	As at 31.03.2009	As at 31.03.2008
1	**SHARE CAPITAL**			
	AUTHORISED CAPITAL			
	50,000,000 Equity Shares of Rs. 10/- each		500,000,000	500,000,000
			500,000,000	**500,000,000**
	ISSUED,SUBSCRIBED AND			
	PAID UP			
	18,637,882 Equity Shares of Rs. 10/- each		186,378,820	186,378,820
	(Previous year 18,637,882 Equity Shares of Rs. 10/- each)			
			186,378,820	**186,378,820**
2	**RESERVES & SURPLUS**			
	Securities Premium		405,019,259	405,019,259
	Employee Stock Options Outstanding		16,941,395	38,083,090
	Debit Balance in Profit & Loss Account		(190,465,527)	(198,295,509)
			231,495,127	**244,806,840**

Schedule forming part of Balance Sheet
3.FIXED ASSETS

(Rupees)

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2008	Additions	Deletions	Total 31.03.2009	As at 01.04.2008	Additions	Deletions	Total 31.03.2009	As at 31.03.2009	As at 31.3.2008
Buildings	15,725,463	-	-	15,725,463	5,437,569	514,395	-	5,951,964	9,773,499	10,287,894
Computers & Software	43,008,232	11,207,662	477,280	53,738,614	33,976,356	6,027,892	469,004	39,535,244	14,203,370	9,031,876
Furniture & Fixtures	10,171,016	7,660,747	15,400	17,816,363	6,612,636	1,537,456	7,879	8,142,213	9,674,150	3,558,380
Office Equipment	7,743,814	2,130,633	4,200	9,870,247	4,853,113	580,323	3,456	5,429,980	4,440,267	2,890,701
Vehicle	2,244,090	-	-	2,244,090	397,686	478,034	-	875,720	1,368,370	1,846,404
INTANGIBLE ASSET Computer Software *	44,831,380	-	-	44,831,380	17,932,552	8,966,276	-	26,898,828	17,932,552	26,898,828
	123,723,995	**20,999,042**	**496,880**	**144,226,157**	**69,209,912**	**18,104,376**	**480,339**	**86,833,949**	**57,392,208**	**54,514,083**
Previous Year	111,674,784	12,092,711	43,500	123,723,995	54,220,375	14,992,439	2,902	69,209,912	54,514,083	57,454,409

*Note: Carrying value of computer software represents, the development cost of company's products viz, WebBiz, ReportSuite 4.5, eDoc and eTaxFile, the same has been amortized over a period of 5 years.

Schedule forming part of Balance Sheet (Rupees)

		As at 31.03.2009	As at 31.03.2008
4	**INVESTMENTS**		
	Investments- Quoted	37,343	37,343
		37,343	**37,343**
5	**CURRENT ASSETS, LOANS & ADVANCES**		
	CURRENT ASSETS		
	Sundry Debtors (Considered good)		
	Due for more than six months	52,211,022	44,330,346
	Others	108,063,727	10,254,561
		160,274,749	**54,584,907**
	Cash & Bank Balances		
	Cash in hand	86,887	147,212
	Cash at Banks		
	In Current Accounts with		
	HDFC Bank Ltd	10,366,092	-
	ICICI Bank Ltd	58,645	58,645
	HDFC Bank -Pref.Issue A/c	30,157	30,157
	Citi Bank - Singapore Br	324,330	11,780,234
	State Bank of Hyderabad -Branch Accounts	11,461,344	687,540
	In Fixed Deposits with		
	State Bank of Hyderabad/HDFC	157,532,517	280,129,542
		179,859,972	**292,833,330**
	Loans & Advances		
	Staff Advances	1,218,832	256,220
	Other Advances	25,262,056	12,621,686
	Deposits		
	EMDs	1,120,053	450,804
	Others	2,701,715	3,087,467
		30,302,656	**16,416,177**
6	**CURRENT LIABILITIES & PROVISIONS**		
	Current Liabilities		
	Sundry Creditors	2,277,166	2,809,969
	Advances from Customers	804,783	804,783
		3,081,949	**3,614,752**
	Provisions		
	Provision for expenses	14,201,566	10,169,297
	Provision for Gratuity	4,107,546	5,226,773
		18,309,112	**15,396,070**
7	**MISC. EXPENDITURE**		
	i) Preliminary & Public Issue Expenses	5,811,335	6,457,038
	Less: written off	645,703	645,703
	Sub-total (a)	**5,165,632**	**5,811,335**
	ii) Deferred Employee Compensation Expense	6,140,364	29,604,010
	Sub-total (b)	**6,140,364**	**29,604,010**
	Total (a) + (b)	**11,305,996**	**35,415,345**

Schedule forming part of Profit & Loss Account *(Rupees)*

		Year Ended 31.03.2009	Year Ended 31.03.2008
9	**OTHER INCOME**		
	Dividend	684	412
	Interest	17,735,544	10,468,214
	Misc.Receipts	61,703	-
		17,797,931	**10,468,626**
10	**OPERATING EXPENSES**		
	AMC Charges	182,663	154,595
	Consumables	139,320	346,492
	Electricity Charges	2,032,917	1,582,031
	Repairs & Maintenance	521,471	1,111,354
		2,876,371	**3,194,472**
11	**PERSONNEL**		
	Salaries	110,533,500	102,699,011
	Employee Compensation Expense	2,321,951	6,977,602
	Gratuity	1,233,172	2,660,413
	Staff Welfare	2,391,654	2,890,976
		116,480,277	**115,228,002**

Schedule forming part of Profit & Loss Account *(Rupees)*

		Year Ended 31.03.2009	Year Ended 31.03.2008
12	**ADMINISTRATIVE & MARKETING EXPENSES**		
	Advertisement	38,173	639,480
	AGM Expenses	409,132	288,642
	Audit fees		
	Statutory Audit Fees	250,000	125,000
	Singapore Branch Audit Fees	70,000	70,000
	Bad debts written off	5,833,313	5,513,957
	Books, Periodicals& News Papers	19,411	23,087
	Business Promotion	913,595	1,281,024
	Commission & Brokerage	59,528	151,750
	Directors Remuneration	6,000,000	5,400,000
	Loss from Foreign Exchange Fluctuation	85,770	-
	General charges	61,878	361,152
	Housekeeping Expenses	419,431	190,813
	Insurance	513,525	246,537
	Office Maintenance	1,319,740	928,770
	Courier and Postage	137,509	85,300
	Printing & Stationery	706,163	393,829
	Professional Charges	1,612,373	1,735,014
	Rates & Taxes	1,688,112	1,690,474
	Rent	7,293,701	3,475,072
	Scanning charges	917,773	1,855,043
	Security Services	147,617	186,419
	Seminar & Training Charges	908,337	99,852
	Telephones	4,745,371	4,723,274
	Travelling Expenses	14,451,849	11,302,985
	Vehicle Insurance	40,813	85,933
		48,643,114	**40,853,407**
13	**Financial Charges**		
	Bank Charges & Commission	194,199	185,470
	Interest on Working Capital Loan	-	742,341
	Interest on Vehicle Loan	185,256	128,625
		379,455	**1,056,436**

Membership No.204098

8. SIGNIFICANT ACCOUNTING POLICIES:

1. Accounting Concepts:

The Company follows the Historical cost convention and the mercantile system of accounting where the income and expenditure are recognized on accrual basis.

2. Revenue Recognition:

Revenue from software products/development is recognized when the sale has been completed with raising of invoice from the company and the sale has been completed.

Revenue from software development on a time and material basis is recognized based on software developed and billed to clients as per the terms of specific contracts.

3. Expenditure:

Expenses are accounted on the accrual basis and provisions are made for all known and expected expenses, losses and liabilities.

4. Fixed Assets:

Fixed assets are stated at the cost of acquisition, less accumulated depreciation. Direct costs are capitalized till the assets are ready to be put to use. These costs include financing costs relating to acquisition of assets.

5. Depreciation:

Depreciation on fixed assets is provided on Written Down Value method on a pro rata basis at the rates specified in Schedule XIV of the Companies Act, 1956.

6. Product Development and Research:

Initial Expenditure incurred on Research and Development of products, promotional expenditure of new products and existing products have been capitalized.

7. Foreign Currency Transactions:

Sales made to clients outside India have been accounted based on the rate prevailing on the date of invoice. Expenditure in foreign currency is accounted at the exchange rate prevalent when such expenditure is incurred. All monetary items denominated in foreign currency are reflected at the rates prevailing on the Balance Sheet date. Exchange differences, if any, arising on account of fluctuation in foreign exchange have been duly reflected in the profit and loss account in case of revenue transactions and capitalized in case of transactions having capital nature.

8. Investments:

Investments are stated at cost of acquisition, no provision has been made towards diminution in the value of investments.

9. Income tax:

Provision is made for income tax on a yearly basis, under the tax-payable method, based on the tax liability as computed after considering the prevailing exemptions available as per the Income Tax Act, 1961. Fringe Benefit Tax is determined as the amount of tax payable in respect of taxable income/deemed fringe benefits for the period. Deferred tax is recognized, subject to the consideration of prudence on timing of difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more periods.

10. Sundry Debtors, Loans & Advances:

Doubtful Debts/Advances are written off in the year in which those are considered to be irrecoverable.

11. Prior Period Expenses/Income:

Prior period items, if material are separately disclosed in Profit & Loss Account together with the nature and amount.

12. Earning Per Share :

The earnings considered in ascertaining Earnings Per Share (EPS) comprises the net profit after tax (and includes the post tax effect of any extraordinary items). The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year. The Number of shares used in computing the diluted EPS comprises weighted average number of shares considered for deriving Basic EPS and also weighted average of the number of equity shares which could have been issued on conversion of dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year unless they have been issued at a later date. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at the fair value (i.e. average market value of the outstanding shares.)

13. Employee Benefits:

Contribution to schemes such as Provident Fund and Employee State Insurance Scheme are charged to profit and loss account on accrual basis. The Company also provides for other retirement benefits in the form of gratuity under the Payment of Gratuity Act, 1972 based on an actuarial valuation made by an independent actuary as at the balance sheet date. The cost of leave encashment made to employees is considered as expenses on actual basis.

14. Employee Stock Option Scheme:

Stock options granted to employees under the stock option schemes are evaluated as per the accounting treatment prescribed by Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 issued by Securities and Exchange Board of India. Accordingly, the excess of market value of the stock options as on the date of grant over the exercise price of the options is recognized as deferred employee compensation and is charged to profit and loss account on straight line basis over the vesting period of the options. The unamortised portion of the deferred employee compensation is shown under Reserves and Surplus.

15. Sales:

Sale of product is exclusive of sales/service tax.

16. Borrowing Cost:

Borrowing Cost on qualifying asset is considered for Capitalization when the expenditure on Qualifying asset and borrowing cost are incurred. The company had not acquired any assets against borrowings in the year and hence it is not applicable in the year.

17. Segment Reporting:

The Company's operations predominantly relates to software products/development, hence no reportable primary segment information is made.

NOTES ON ACCOUNTS:

1. The previous years figures have been recast/restated/regrouped, wherever necessary, to conform to the current period's classification.
2. Balances of various parties, debtors and creditors are subject to confirmation.
3. **Quantitative Details:**

   Additional information pursuant to the provisions of paragraphs 3,4C and 4D of Part II of Schedule VI of the Companies Act, 1956.

   The Company is engaged in development and maintenance of computer software. The production and sale of such software cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and certain information as required under paragraphs 3, 4C and 4D of Part II of Schedule VI to the Companies Act,1956.

	2008-2009 Rs.	2007-2008 Rs.
Contingent Liabilities:		
Counter Guarantees given to Banks towards issue of B.G.s	**471,400**	50,000
Outstanding Bank Guarantees	**471,400**	50,000
FDRs pledged with Central Excise Department	**55,000**	55,000
General Surety Security with Central Excise Dept.	**1,100,000**	1,100,000
Managerial Remuneration:		
Managing & Whole time Directors	**6,000,000**	5,400,000
Imports on CIF basis:		
Hardware/Software	**1,284,052**	1,710,779
Expenditure in Foreign Currency:		
Travel Expenses	**721,147**	371,056
Other Expenditure incurred	**16,100**	430,900
Transferred for Singapore Branch Expenses	**10,742,825**	50,649,771

4. **Segment Reporting:**

   The Company's operations predominantly relates to software product development, hence no reportable primary segment information is made. The secondary segment reporting of the company's revenues are as follows:

Name of the Country	**Turnover (Rs.in Lakhs)**
Iran	8.64
Kenya	3.05
Kuwait	2.00
Sri Lanka	92.29
Total	**105.98**

5. **Prior Period Items**

   Major items includes an amount of Rs.15.87 lakhs pertain to CST payable for the assessment year 2005-06 and an amount of Rs.4.34 lakhs pertain to CST payable for the assessment year 2004-05.

6. Earning Per Share

	As at 31.03.2009 Rs.	As at 31.03.2008 Rs.
A. Numerator for earning per share	**3,551,803**	(91,582,762)
B. Denominator for basic earning per share	**18,637,882**	15,997,809
C. Denominator for diluted earning per share	**21,083,670**	16,842,408
D. Basic earning per share (A/B)	**0.19**	(5.72)
E. Diluted earning per share (A/C)	**0.17**	(5.44)

7. Deferred Tax Assets/Liabilities:

Deferred tax asset was provided as per AS-22, accounting for taxes on income.

8. Impairment of Fixed Assets:

As per AS-28 on “Impairment of Assets”, all assets other than current assets, investments and deferred tax assets are reviewed for impairment wherever event/s or changes in circumstances indicate that carrying of amount of those assets may not be recoverable.

9. Overseas Branch Accounts & Audit:

We have considered the auditor’s report dated 19th August 2009 of M/s.Sashi Kala Devi & Associates, Singapore, auditors of Singapore Branch in framing our audit report.

10. Working Capital Facility:

Working capital facility from Bank is secured by way of hypothecation/mortgage/pledge of receivables and company’s building.

11. Dues to Micro, Small and Medium Enterprises:

The Classification of the suppliers under Micro, Small and Medium Enterprises Development Act, 2006 is made based on the submission of the registration certificate under the said Act by the suppliers. The outstanding to the Micro, Small and Medium Enterprises more than 16 days during the period is Nil.

12. Amounts paid/payable to Auditors:

	2008-09	**2007-08**
	Rs.	**Rs.**
Statutory Audit Fee	2,50,000	1,25,000
Tax Audit Fees	25,000	25,000
Certification	75,000	4,65,000
Branch Auditors	70,000	70,000

13. Related Party Disclosures:

A) Key Managerial Personnel
   (i) C.K.Shastri, Chairman and Managing Director
   (ii) Jayant Dwarkanath, Wholetime Director

B) Enterprises in which Key Managerial Personnel 14(A) above has significant influence:
   (i) eJAS Tech Solutions Pvt.Ltd
   (ii) i-Trace Nanotech Pvt.Ltd

Transaction with related parties

		eJAS Tech	i-Trace
		Rs.	Rs.
a)	Sale of etaxfile	11,22,883	Nil
b)	Debit Balance as on 31.03.2009	4,26,700	Nil
c)	Loans and Advances	Nil	1,32,440

14. Remuneration to Management Personnel:

		Rs.
(i)	C.K.Shastri – Chairman & Managing Director	30,00,000/-
(ii)	Jayant Dwarkanath – Wholetime Director	30,00,000/-
		60,00,000/-

15. ESOP's granted to Management Personnel:

(i) Jayant Dwarkanath – 10,50,000 stock options.

16. Employees Benefits:

As per Accounting Standard 15 "Employee Benefits" the disclosures of Employee Benefit, as defined in Accounting Standard are given below

(Amount in Rs.)

Particulars	2008-09	2007-08
Employer's contribution to Provident Fund	89,042	80,375
Employer's contribution to Pension Fund	2,02,102	1,82,432
Total	**2,91,144**	**2,62,807**

17. Gratuity Report under AS-15 (rev) as on 31.03.2009

The Present Value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Gratuity Report under AS-15 (rev) for the year ended 31st March 2009

				31.03.2009
1	Table Showing the changes in present value of obligations as on 31.03.2009			
	a	Present Value of obligations at the beginning of the year		5226773
	b	Interest cost		444276
	c	Current service cost		788896
	d	Benefits paid-Actuals		-
	e	Expected liability at the year end		6459945
	f	Present Value of obligations at the end of the year as per Actuarial Valuation		4107546
	g	Actuarial (Loss)/ Gain *		2352399
	*·Actuarial Gain considered in profit & loss account below the line			
2	Fair value of assets			NIL
3	Fair value of plan assets			NIL
4	Amount recognised as PV obligation in the Balance Sheet			
	PV of obligations as at the end of the year			4107546
5		Expense recognised in the statements of Profit and Loss Account		
		a	Current Service cost	788896
		b	Interest cost	444276
6	Valuation Method			Projected Unit Credit Method
7	Actuarial Assumptions			
	Mortality Rate			LIC (1994-96) ultimate
	Withdrawal Rate			1% to 3% depending age
	Discount Rate			8% p.a.
	Salary Escalation			Nil

Cash Flow Statement for the year ended 31st March, 2009

		2008-09 Rs.	2007-08 Rs.
A	**Cash Flow from Operating Activities**		
	Net Profit/(Loss) before tax	4,763,707	(91,582,762)
	Adjustment for:		
	Depreciation	18,104,376	14,989,537
	Miscellaneous Expenses written off	645,703	645,703
	Other Income	(17,797,931)	(10,468,626)
	Operating Profit/(Loss) before working capital changes	**5,715,855**	**(86,416,148)**
	Adjustment for:		
	(Increase)/Decrease in Trade Receivables	(105,689,842)	(2,855,217)
	(Increase)/Decrease in Other Current Assets	(13,886,479)	(7,158,537)
	Increase/(Decrease) in Current Liabilities	(532,803)	426,195
	Increase/(Decrease) in Other Liabilities	2,913,042	10,108,443
	Cash generated from Operations	**(111,480,227)**	**(85,895,264)**
	FBT & MAT	(1,211,904)	(643,450)
	Extra-ordinary Item	-	(20,836,697)
	Actuarial Gain	2,352,399	-
	Prior Period Items	(1,771,007)	(3,375,485)
	Net Cash Flow from Operating Activities	**(112,110,739)**	**(110,750,896)**
B	**Cash Flow from investing Activities**		
	(Increase)/Decrease in Fixed Assets	(20,982,501)	(12,049,211)
	(Increase)/Decrease in Investments	-	20,836,697
	(Increase)/Decrease in Misc. Expenditure	2,321,951	(17,597,271)
	Other Income Received	17,797,931	10,468,626
		(862,619)	**1,658,841**
C	**Cash Flow from Financing Activities**		
	Increase/(Decrease) in Share Capital	-	49,223,820
	Increase/(Decrease) in Share Premium - Gross	-	318,236,668
	Increase/(Decrease) in Share Application Money	-	10,902,500
	Repayment of Cash Credit (SBH CC A/c)	-	(13,456,574)
	Net cash generated from Financing Activities	**-**	**364,906,414**
	Cash & Cash equivalents utilised (A+B+C)	(112,973,358)	255,814,359
	Cash & Cash equivalents (Opening Balance)	292,833,330	37,018,971
	Cash & Cash equivalents (Closing Balance)	179,859,972	292,833,330

Schedules form an integral part of Accounts
As per our Report of even date

Srinivas P.& Associates
Chartered Accountants

P.Srinivas
Proprietor
Membership No.204098
Place: Secunderabad
Date : 25th August,2009

For and on behalf of the Board

C.K.Shastri
Managing Director

Jayant Dwarkanath
Director

K.Tejaswi
Company Secretary

AUDITOR'S CERTIFICATE

We have certified the above statement of Intense Technologies Limited derived from the audited annual financial statements for the period ended 31st March,2009 and found the same to be drawn in accordance therewith and also with the requirements of clause 32 of the listing agreement with the Stock Exchanges

For **Srinivas P. & Associates**
Chartered Accountants
P.Srinivas
Proprietor
Membership No.204098

Place: Secunderabad
Date: 25th August, 2009.

Balance Sheet Abstract and Company's General Business Profile

(Additional information pursuant to Part IV of Schedule VI to the Companies Act, 1956)

I. Registration Details:

Registration No.	:	L30007AP1990PLC011510	State Code	:	01
Balance Sheet Date	:	31.03.2009			

II. Capital raised during the Year (Rs.in Lakhs)

Public Issue	:	NIL	Rights/Pref.Issue	:	NIL
Bonus Issue	:	NIL	Private Placement	:	NIL

III. Position of Mobilisation & Deployment of Funds (Rs.in Lakhs)

Total Liabilities	:	4317.76	Total Assets	:	4317.76
Source of Funds			**Application of Funds**		
Paid-up Capital	:	1863.79	Net Fixed Assets	:	573.92
Reserves & Surplus	:	2314.95	Investments	:	0.37
Secured Loans	:	NIL	Net Current Assets	:	3490.46
Share Application Money	:	139.02	Misc.Expenditure	:	113.06
			Deferred Tax Asset	:	139.95

IV. Performance of Company (Rs.in Lakhs)

Turnover	:	1918.93	Total Expenditure	:	1871.30
Profit/(Loss) before Tax	:	47.63	Def.Tax/Provision for Tax	:	24.86
Actuarial Gain	:	23.52	Profit/(Loss) after Tax	:	96.01
Earnings per Share in Rs.	:	0.19	Dividend Rate	:	NIL

V. Generic Name of Principal Product / Service of the Company

Item Code (ITC Code): 85249009.10

Product Description : Design & Development of Software

Schedules form an integral part of Accounts

As per our Report of even date

Srinivas P.& Associates
Chartered Accountants

For and on behalf of the Board

P.Srinivas
Proprietor
Membership No.204098
Place: Secunderabad
Date : 25th August,2009

C.K.Shastri
Managing Director

Jayant Dwarkanath
Director

K.Tejaswi
Company Secretary

In10s Our intensity. Your agility.

Intense Technologies Limited
Registered Office: A1, Vikrampuri, Secunderabad – 500 009
ATTENDANCE SLIP FOR THE 19th ANNUAL GENERAL MEETING

Please fill this Attendance Slip and hand it over at the entrance of the meeting hall.

Name of the Regd. Shareholder : ____

Regd. Address of Shareholder : ____

DP ID No. ____________________________ Client ID No. ______________________________________

Regd. Folio No. _________________________ No. of Share(s) held: ______________________________

I hereby record my presence at the 19th ANNUAL GENERAL MEETING of the Company, held on Wednesday, the 30th day of September, 2009 at 3.30 P.M. at Belsons Taj Mahal Hotel, 82, Main Guard Road, Behind M.C.H. Swimming pool, Secunderabad – 500003.

_________________________ _________________________

*Signature of the shareholder/proxy Authorized Representative

*Strike out whichever is not applicable.

————————————————————TEAR HERE————————————

In10s Our intensity. Your agility.

Intense Technologies Limited
Registered Office: A1, Vikrampuri, Secunderabad – 500 009
PROXY FORM

I/We, ____

Resident of in the district of____being

Member(s) of Intense Technologies Limited, hereby appoint Smt/Sri______________________________

Resident of ____in

the district of ____, as my/our proxy to vote for me / us

and on my / our behalf at the 19th ANNUAL GENERAL MEETING of the Company, to be held on Wednesday, the 30th day of September, 2009 at 3.30 P.M. at Belsons Taj Mahal Hotel, 82, Main Guard Road, Behind M.C.H. Swimming pool, Secunderabad – 500003 or at any adjournment thereof.

____

Signature of the Shareholder/
First named shareholder

Dated this _________________day of _____________2009

Name of the Regd. Shareholder____

DP ID No. ______________________ Client ID No. ______________________________

Regd. Folio No. _______________ No. of Share(s) held: ______________________

Note: A Proxy need not be a member. The Proxy in order to be effective should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting.

Notes :