



IntraSoft Technologies Limited

Regd. Office : 502A Prathamesh, Raghuvanshi Mills Compound, S. B. Marg, Lower Parel, Mumbai - 400 013
T: +91-22-4004-0008 F: +91-22-2490-3123 E: intrasoft@itlindia.com W: www.itlindia.com CIN: L24133MH1996PLC197857

Corp. Office : Suite 301, 145 Rash Behari Avenue, Kolkata - 700 029. Tel: +91-33-4023-1234 Fax: +91-33-2464-6584

22nd April, 2020

To
Corporate Relationship Department,
BSE Limited,
P. J. Towers, Dalal Street,
Fort,
Mumbai- 400051

Dear Sir,

Sub: **Submission of Quarterly Corporate Governance Report for the quarter ended March 31, 2020**

Ref: **Correction in an Inadvertent Error in the Corporate Governance Report filed in XBRL mode through Transaction no- 1804202012205027 on 18.04.2020.**

With reference to captioned subject, we submit as under:

The Company is always very proactive in compliance in complying with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company is in compliances with the Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further submit that due to inadvertence while preparing the Excel Utility sheet, for submission of Quarterly Corporate Governance Report for the quarter ended March 2020, to the Exchange in XBRL form, the category of the Independent Directors have wrongly been selected as Non-Executive Non-Independent Director (NED-NID) instead of Non Executive Independent Director (NED-ID).





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The Board of Directors comprises of six directors and its composition is as under:

- | | | | |
|-------|---------------------|---|--|
| (i) | Mr. Arvind Kajaria | - | Chairman and Managing Director |
| (ii) | Mr. Rupinder Singh | - | Non Executive Independent Director; |
| (iii) | Mr. Anil Agarwal | - | Non Executive Independent Director; |
| (iv) | Mrs. Savita Agarwal | - | Non Executive Woman Independent Director |
| (v) | Mr. Ashok Bhandari | - | Non Executive Independent Director |
| (vi) | Mr. Sharad Kajaria | - | Whole time Director |

We sincerely request you to allow us to re-submit the Corporate Governance Report for the Quarter ended March 31, 2020 in the XBRL format with correct data. The Revised report in PDF form is attached herewith for your perusal and consideration.

We assure that utmost care will be taken while preparing and submission of data to the Stock Exchange.

Thanking you,

Yours faithfully

For INTRASOFT TECHNOLOGIES LIMITED

PRANVESH TRIPATHI
COMPANY SECRETARY



Encl: Corporate Governance Report (Revised) for the Quarter ended 31 March, 2020 in PDF format

General information about company

BSE Scrip Code	533181
NSE Symbol	ISFT
MSEI Symbol	NOTLISTED
ISIN	INE566K01011
Name of the Entity	INTRASOFT TECHNOLOGIES LIMITED
Date of Start of the Financial Year	01-04-2019
Date of End of Financial Year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk Management Committee	Not Applicable
Market Capitalization as per immediate previous Financial Year	Top 2000 listed entities

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - INTRASOFT TECHNOLOGIES LIMITED
 2. Quarter ending - 31 March ,2020

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit / Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Arvind Kajaria	00106901	AGDPK5670M	C,ED	MD	01-Apr-2014	01-Apr-2017			17-Dec-1964	NA		1	0	2	0	AC,SC	
Mr.	Sharad Kajaria	00108036	AFWPK8887L	ED		01-Apr-2014	01-Apr-2017			17-Mar-1976	NA		1	0	0	0		
Mr.	Anil Agarwal	00122053	AFGPA8054H	ID		29-Oct-2010	28-Aug-2019		60	07-Feb-1959	NA		1	1	2	1	AC,SC,NRC	
Mr.	Rupinder Singh	02815733	AMEPS7842Q	ID		12-Oct-2009	28-Aug-2019		60	02-Jan-1959	NA		1	1	2	0	AC,SC,NRC	

Mrs.	Savita Agarwal	0006 2183	ADSPG 1780C	ID		30-Jun- 2014	29-Jun- 2019	60	22-Jun- 1972	NA		1	1	1	1	AC,N RC
Mr.	Ashok Bhandari	0001 2210	ADUPB 5894Q	ID		18-Mar- 2017	18-Mar- 2017	60	02-Feb- 1953	NA		6	6	8	0	SC,NR C

Company Remarks	1. Mrs. Savita Agarwal was re-appointed as Woman Independent Director wef 29-06-2019 by shareholders of the Company for a second 5 years consecutive term in the AGM held on 10-09-2019. 2. Mr. Anil Agarwal and Mr. Rupinder Singh were re-appointed as Independent Director for a second 5 year consecutive term wef 28-08-2019 by the shareholders in the AGM held on 10-09-2019.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Savita Agarwal	ID	Chairperson	30-Jun-2014	
2	Rupinder Singh	ID	Member	30-Jun-2014	
3	Arvind Kajaria	C,ED	Member	30-Jun-2014	
4	Anil Agarwal	ID	Member	30-Jun-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Anil Agarwal	ID	Chairperson	30-Jun-2014	

2	Rupinder Singh	ID	Member	30-Jun-2014	
3	Arvind Kajaria	C,ED	Member	30-Jun-2014	
4	Ashok Bhandari	ID	Member	18-Mar-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rupinder Singh	ID	Chairperson	30-Jun-2014	
2	Savita Agarwal	ID	Member	30-Jun-2014	
3	Anil Agarwal	ID	Member	30-Jun-2014	
4	Ashok Bhandari	ID	Member	18-Mar-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
12-Nov-2019	12-Feb-2020	Yes	6	4

Company Remarks	
Maximum gap between any two consecutive (in number of	91

days)	
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iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	12-Nov-2019		Yes	4	3
Stakeholders Relationship Committee	12-Nov-2019		Yes	4	3
Audit Committee		12-Feb-2020	Yes	4	3
Stakeholders Relationship Committee		12-Feb-2020	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:



Name : **Pranvesh Tripathi**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.itlindia.com
Terms and conditions of appointment of	Yes		www.itlindia.com
Composition of various committees of	Yes		www.itlindia.com
Code of conduct of board of directors and	Yes		www.itlindia.com
Details of establishment of vigil mechanism/	Yes		www.itlindia.com
Criteria of making payments to non-	Not		
Policy on dealing with related party	Yes		www.itlindia.com
Policy for determining 'material' subsidiaries	Yes		www.itlindia.com
Details of familiarization programs imparted	Yes		www.itlindia.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.itlindia.com
Contact information of the designated	Yes		www.itlindia.com
Financial results	Yes		www.itlindia.com
Shareholding pattern	Yes		www.itlindia.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.itlindia.com
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.itlindia.com
Credit rating or revision in credit rating	Yes		www.itlindia.com
Separate audited financial statements of	Yes		www.itlindia.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.itlindia.com
Materiality Policy as per Regulation 30	Yes		www.itlindia.com
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		www.itlindia.com
II Annual Affirmations			

Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Not Applicable	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	

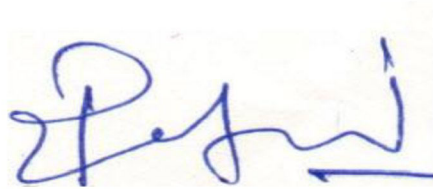
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	No	The Material Subsidiary is a US Company. The Board is looking for a suitable candidate as an Independent Director.
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Not Applicable	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Declaration from Independent Director</i>	25(7)	Yes	
<i>D & O Insurance for Independent</i>	25(8) & (9)	Yes	
<i>Memberships in Committees</i>	25(10)	Not Applicable	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(1)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(3)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(4)	Yes	
	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **Pranvesh Tripathi**
Designation : **Company Secretary & Compliance Officer**