

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: Intense Technologies Limited
Quarter ending on: 30.06.2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 II	Yes	-
(A)Composition of Board	49(IIA)	Yes	-
(B)Independent Directors	49 (IIB)	Yes	-
(C)Non-executive Directors compensation & disclosures	49 (IIC)	Yes	-
(D)Other provisions as to Board and Committees	49 (IID)	Yes	-
E)Code of Conduct	49(IIE)	Yes	-
F)Whistle Blower Policy	49(IIF)	Yes	-
III.Audit Committee	49 (III)	Yes	-
(A)Qualified & Independent Audit Committee	49(IIIA)	Yes	-
(B)Meeting of Audit Committee	49(IIIB)	Yes	-
(C)Powers of Audit Committee	49(IIIC)	Yes	-
(D)Role of Audit Committee	49(IIID)	Yes	-
(E)Review of Information by Audit Committee	49(IIIE)	Yes	-
IV.Nomination and Remuneration Committee	49(IV)	Yes	-
V.Subsidiary Companies	49(V)	Yes	-
VI.Risk Management	49(VI)	Yes	-
VII.Related Party Transactions	49(VII)	Yes	-
VIII.Disclosures	49 (VIII)	Yes	-
(A)Related party transactions	49 (VIII A)	Yes	-
(B)Disclosure of Accounting Treatment	49 (VIII B)	N.A	-
(C)Remuneration of Directors	49 (VIII C)	Yes	-
(D)Management	49(VIII D)	Yes	-
(E)Shareholders	49(VIII E)	Yes	-
(F)Proceeds from public issues, right issue, preferential issues, etc.	49(VIII F)	N.A	-
IX.CEO/CFO Certification	49 (IX)	Yes	-



X. Report on Corporate Governance	49 (X)	Yes	-
XI. Compliance	49 (XI)	Yes	-

For Intense Technologies Limited



Navajyoth Puttaparthi

Company Secretary & Compliance Officer



Place: Secunderabad

Date: 14.07.2015

Clause 49 (IIA)

Board of Directors

1. Mr. C.K. Shastri	-	Executive Chairman & Managing Director
2. Mr. Jayant Dwarkanath	-	Whole time Director
3. Mr. Tikam Sujan	-	Director – Non Executive & Non Independent Director
4. Mrs. V.Sarada Devi	-	Director – Non Executive Independent Director
5. Mr. P. Pavan Kumar	-	Director – Non Executive Independent Director
6. Mr. K. Srivath Shanker Rao	-	Director – Non Executive Independent Director
7. Mr. V.S.Mallick	-	Director – Non Executive Independent Director

Clause 49 (IIB)

Independent Directors

All the provisions relating to the Independent directors have been complied with.

Clause 49 (IIC)

Non Executive Directors compensation and disclosures

They are not paid any sitting fees or any other compensation except Mr. K. Srivath Shanker Rao.

Clause 49 (IID)

Other provisions as to Board and Committees

- The Company has conduct Board Meetings regularly and it ensured that the gap between two Board Meetings conducted did not exceed 120 days.
- No Director is a Member of more than 10 committees or chairman of more than 5 committees across all companies in which he is a director.

Clause 49 (IIE)

Code of Conduct

Code of conduct for all the Board members and senior management was adopted in the Board meeting and the same has been posted on the website of the Company.

Affirmation of compliance to the Code on annual basis by the Board and senior management is complied in the Annual report.



Clause 49 (IIF)

Whistle Blower Policy

The Company did not receive any Commplaints in this regard.

Clause 49 (IIIA)

Audit Committee

Qualified and Independent Audit Committee

The following directors constitute the Audit Committee:

- | | | |
|-----------------------|---|-----------------------------------|
| ○ Mr. K.S.Shanker Rao | - | Chairman |
| ○ Mrs. V. Sarada Devi | - | Member– Non Executive Independent |
| ○ Mr. V.S.Mallick | - | Member– Non Executive Independent |

Clause 49 (III B)

Meetings of Audit committee

The Audit Committee met as and when required and required quorum was present at the meeting and it shall be ensured that four meetings are held with not more than four months gap between two meetings.

Clause 49 (III C), (III D) (III E)

Powers, Role and review of information of Audit Committee

Compliance has been made and is proposed as per the Companies Act and the listing agreement.

Clause 49 (III C), (III D) (III E)

Powers, Role and review of information of Audit Committee

Compliance has been made and is proposed as per the Companies Act and the listing agreement.



Clause 49 (IV)

Nomination and Remuneration Committee:

The Nomination and Remuneration Committee meets as and when required.

Clause 49 (V)

Subsidiary Companies

The Company has three Wholly Owned subsidiaries:

- a. "Intense Technologies FZE" in Hamriyah Free Zone – Sharjah, United Arab Emirates.
- b. "Intense Technologies INC" at 10481, NW 36 Street, Miami, Florida, United States of America 33178.
- c. "Intense Technologies UK Limited" at 200 Brook Drive Green Park Reading RG2 6UB, United Kingdom.

The Company has complied with the Listing Agreement.

Clause 49 (VI)

Risk Management

Risk Management committee is constituted and the risk management policy is framed by the Board.

Clause 49 (VII)

Related party transactions

The related party transactions are regularly monitored by the Audit Committee.

Clause 49 (IV B)

Disclosure of Accounting Treatment

Not Applicable.



Clause 49 (VIII C)

Remuneration of Directors

None of the Non- Executive Directors were paid remuneration during the quarter except Mr. K. S Shanker Rao. The details of remuneration paid to the Managing Director and Executive Director is disclosed in the Annual report 2013 -2014 and will be complied for the period 2014-2015 also.

Clause 49 (VIII D)

Management

The management discussion and analysis report has been complied in the annual report 2013 - 14 and will be complied for the period 2014-2015 also.

Clause 49 (VIII E)

Shareholders

1. There has been no appointment/reappointment of Directors during this quarter.
2. Quarterly results has sent to the stock exchanges.
3. There were no pending investor grievances for the quarter.
4. The share transfers work has been delegated to the Registrars, which are attended once in a fortnight.

Clause 49 (VIII F)

Proceeds from public issues, rights issues, preferential issues etc.

There was no public, rights or preferential issue made and hence the compliance of the sub clause does not arise.

Clause 49 (IX)

CEO/CFO Certification

The CEO/CFO certification has been complied in the Annual report 2013 - 2014 and will be complied for the period 2014-2015 also.



Clause 49 (X)

Report on Corporate Governance

The corporate governance report has been complied in the Annual report 2013-2014 and will be complied for the period 2014-2015 also.

Clause 49 (XI)

Compliance

Certificate from the Auditors for compliance with Clause 49 has been complied in the Annual report 2013 - 2014 and will be complied for the period 2014-2015 also.

Yours truly,

For Intense Technologies Limited



Navajyoth Puttaparthi
Company Secretary & Compliance Officer