

14<sup>th</sup> April, 2015  
Ref.: ITL/BSE/2015-16

To  
The General Manager,  
DCS-CRD,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001.

Fax No: 022-22721919/2039/1278/3121

Dear Sir,

**Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended 31.03.2015.**

**Ref: BSE Scrip code: 532326**

With reference to the subject cited, we submit the Quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2015, as per Clause 49 of the Listing Agreement.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For Intense Technologies Limited

  
Navajyoth Puttaparthi  
Compliance Officer



Encl: a/a

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

**Name of the Company: Intense Technologies Limited**

**Quarter ending on: 31.03.2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	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(IIIE)	Yes	-
F)Whistle Blower Policy	49(IIIF)	Yes	-
<b>III.Audit Committee</b>	<b>49 (III)</b>	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	-
<b>IV.Nomination and Remuneration Committee</b>	<b>49(IV)</b>	Yes	-
<b>V.Subsidiary Companies</b>	<b>49(V)</b>	Yes	-
<b>VI.Risk Management</b>	<b>49(VI)</b>	Yes	-
<b>VII.Related Party Transactions</b>	<b>49( VII)</b>	Yes	-
<b>VIII.Disclosures</b>	<b>49 (VIII)</b>	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	-
<b>IX.CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	-
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	-
<b>XI. Compliance</b>	<b>49 (XI)</b>	Yes	-

**For Intense Technologies Limited**




**Place: Secunderabad**

**Date: 09.04.2015**

**Navajyoth Puttaparthi**

**Company Secretary & Compliance Officer**

**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 conducted 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 Complaints 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:

- "Intense Technologies FZE" in Hamriyah Free Zone – Sharjah, United Arab Emirates.
- "Intense Technologies INC" at 10481, NW 36 Street, Miami, Florida, United States of America 33178.
- "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 and none of them are in conflict with the interests of the Company.

**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**