

TRANSCRIPT OF THE 29th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 24th SEPTEMBER, 2024

1 "Aakash Singh" (3340149504)

00:00:00.000 --> 00:00:12.768

Okay, uh.

2 "Arvind Kajaria" (2764945408)

00:00:12.768 --> 00:00:44.985

Okay, please.

3 "Moderator Nikita" (2482872832)

00:00:44.985 --> 00:01:01.529

Afternoon ladies and gentlemen, a very firm welcome to all the dear shareholders and respected panel members on 29th Annual General Meeting of IntraSoft Technologies Limited. I now handover the proceedings to the Company Secretary. Over to you sir. Thank you.

4 "Aakash Singh" (3340149504)

00:01:01.529 --> 00:01:36.260

Dear Shareholders Good Afternoon. On behalf of IntraSoft Technologies Limited, I, Company Secretary of the Company, Welcome you all to the 29th Annual General Meeting of the Company. Before we commence, I would like to inform you that pursuant to the various circulars of MCA enabling companies to convene their AGM through video conferencing or other audio visual means, it is decided to conduct the 29th AGM of IntraSoft Technologies Limited through video conferencing and other audio video visual means. The two-way teleconferencing or Webex facilities are made available to the stakeholders of the company to attend the AGM.

5 "Aakash Singh" (3340149504)

00:01:36.260 --> 00:01:56.190

In the AGM of the company, the facilities to join the meeting by stakeholders and other invitees shall remain open till the expiry of 15 min after scheduled time on the 1st come 1st serve basis. The members attending the meeting through video conferencing shall be counted for the purpose of quorum.

6 "Aakash Singh" (3340149504)

00:01:56.190 --> 00:02:12.210

As the appointment of proxies are not allowed by the members, the corporate members who have sent to the company or RTA or Scrutinizer, a certified copy of a board resolution pursuant to the Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the meeting through video conferencing are allowed to attend and vote.

7 "Aakash Singh" (3340149504)

00:02:12.210 --> 00:02:32.010

All the members joining this meeting are by default placed on mute mode to avoid any background noise disturbance and to ensure smooth and seamless functioning of the meeting. During the meeting, if members face any technical issue, they may call the helpline number of Link Intime as mentioned in the notice of the AGM.

8 "Aakash Singh" (3340149504)

00:02:32.010 --> 00:02:48.780

Since the AGM is held through video conferencing or other audio video visual means the resolution mentioned in the notice convening this AGM have already been put to vote through remote e-voting and as the facility of e-voting is also available at the AGM, there will be NO proposing or seconding of the resolution.

9 "Aakash Singh" (3340149504)

00:02:48.780 --> 00:03:07.380

The statutory registers are kept available electronically for inspection of members, those who are desirous to have inspection on our website @ www.itlindia.com. Now I will introduce the panel members and Board of Directors who are present today with us.

10 "Aakash Singh" (3340149504)

00:03:07.380 --> 00:03:27.240

Mr. Arvind Kajaria, the Chairman and Managing Director of the Company, Mr. Aditya Pachisia, Independent Director and Chairman of the Audit Committee, Miss Roshni Kumari Gupta, Independent Director and Chairperson of the Nomination and Remuneration Committee.

11 "Aakash Singh" (3340149504)

00:03:27.240 --> 00:03:44.850

Mr. Ashish Arun, Independent Director and Chairman of Stakeholders Relationship Committee, Mr. Auggustus Singhal, Independent Director of the Company, Mr. Mohit Kumar Jha, Chief Financial Officer of the Company, Mr. K.C. Sharma, partner of K.N. Gutgutia & Co., Statutory Auditors of the Company.

12 "Aakash Singh" (3340149504)

00:03:44.850 --> 00:04:04.850

Mr. Jayesh Shah, partner of Rathi & Associates, the Secretarial Auditor and Scrutinizer for the Voting process. Mr. Sharad Kajaria, Whole-Time Director of the Company could not attend today's meeting due to his last minute engagement somewhere else. I now request our Chairman Sir Mr. Arvind Kajaria, to take over the proceedings of the meeting. Over to you Sir.

13 "Aakash Singh" (3340149504)

00:04:04.850 --> 00:04:06.644

Okay.

14 "Arvind Kajaria" (2764945408)

00:04:06.644 --> 00:04:21.690

Thank you, Aakash. Dear Shareholders, a very warm welcome to you to the 29th Annual General Meeting of IntraSoft Technologies Limited. In accordance to the circulars and guidelines issued by MCA and SEBI last year.

15 "Arvind Kajaria" (2764945408)

00:04:21.690 --> 00:04:39.809

This AGM is also being held via video conferencing. On behalf of the board of directors, I would like to thank you for joining us today. I hope you had the opportunity to go through Annual Report of 2023-2024, which is a reflection of the performance on the operational and financial fronts.

16 "Arvind Kajaria" (2764945408)

00:04:39.809 --> 00:04:56.639

And shows our relentless commitment towards empowering growth and strides we took in the previous financial year to maintain sustainable growth. I talk a little bit about the current state of the US e-commerce, which is our main market.

17 "Arvind Kajaria" (2764945408)

00:04:56.639 --> 00:05:16.639

US e-commerce sales grew to about \$1.119 trillion in 2023 from \$1.040 in 2022, representing a growth of 7.6%. It has also grown at least 0.2 percentage points year over year since 2000 and represented 22% of total retail sales.

18 "Arvind Kajaria" (2764945408)

00:05:16.639 --> 00:05:40.079

Its penetration hit an all-time Q1 high, accounting for 22.2% of total sales in Q1 2024 versus previous high of 21.2% in 2023. US sales accounted for 15.4% of total sales in 2023 and 14.7% total sales in 2022 according to the commerce department.

19 "Arvind Kajaria" (2764945408)

00:05:40.079 --> 00:05:57.689

When it's US Commerce penetration reflects the share of dollars consumers could potentially spend online. The commerce department defines e commerce sales of goods and services where an order is placed by the buyer or price and terms of sales are negotiated over.

20 "Arvind Kajaria" (2764945408)

00:05:57.689 --> 00:06:17.459

Even as e commerce has been in existence for more than two and a half decades, we believe it is now only that it has arrived at a crucial junction. Even though it is early days to pronounce a definitive judgment, there's an unmistakable indication of where the consumers of tomorrow are headed.

21 "Arvind Kajaria" (2764945408)

00:06:17.459 --> 00:06:34.529

In 2023, the reported value of retail e commerce in the US amounted to \$1 trillion, impressive, but the figures compared to the total annual trade of about \$7 trillion is still a small figure and leaving enough room for growth.

22 "Arvind Kajaria" (2764945408)

00:06:34.529 --> 00:06:52.499

ITL in its part is designing tomorrow. Designing tomorrow has been our prime objective and the driving force behind our actions at IntraSoft. Along with the thriving internet environment, just being fast tracked doesn't really work now. Instead, one just is to keep up.

23 "Arvind Kajaria" (2764945408)

00:06:52.499 --> 00:07:08.309

We've established clear guidelines for a fruitful digital transformation experience. In order to achieve this define quantifiable, original, achievable and evolving targets are in line with the final objectives of the company.

24 "Arvind Kajaria" (2764945408)

00:07:08.309 --> 00:07:28.309

We at IntraSoft make better user experience, increase the online presence towards more sales, our objectives, are our guiding indicators resulting in the objectives of the decision making process and resource allocation to achieve the desired outcomes.

25 "Arvind Kajaria" (2764945408)

00:07:28.309 --> 00:07:32.166

In a time where everything is dramatically changing and being disrupted, digital transformation is both a choice and a necessity that our company has adapted to compete actively and be well-known in the digitalized market.

26 "ROSHNI GUPTA" (1791747328)

00:07:32.166 --> 00:07:34.323

27 "Arvind Kajaria" (2764945408)

00:07:34.323 --> 00:08:07.679

With a meticulously devised plan, our online presence shall stand as the very epitome of innovation and to maintain the longevity and hence we'll have to persistently adopt to that involving digital landscape. Our company continuously thrives the modern technology as a source for digital transformation because it helps us to explore the never known possibilities of improving and multiplying, proactively leverage modern tech innovations like AI machine learning, data analytics in order to postulate company's improvement and user interaction.

28 "Arvind Kajaria" (2764945408)

00:08:07.679 --> 00:08:25.889

Designing for tomorrow starts at now. Through understanding transformation and its necessity, clarifying objectives, adopting cutting edge technologies and iteration, we will now be able to chart the cost to digital transformation of the company which will lead us to further success. By embracing innovation, digitalization, innovation, machine learning and data analytics, we are Designing Tomorrow.

29 "Arvind Kajaria" (2764945408)

00:08:25.889 --> 00:08:43.589

Our vision is to build a respected organization delivering the, delivering the best of breed business solutions, leveraging technology, delivered by the best in class people. We are guided by our value system which motivates our attitudes and actions. Our core values are client value.

30 "Arvind Kajaria" (2764945408)

00:08:43.589 --> 00:09:03.589

Leadership by example, integrity and transparency, Fairness and excellence. Our strategic objective is to build a sustainable organization that remains relevant to the agenda of our clients, while creating growth opportunities for our employees, generating profitable growth for our investors and contributing to the communities that we operate in. Software and computing technology are transforming businesses in every industry around the world in a profound and fundamental way. During the fiscal year 23-24 we witnessed an acceleration in the adoption of digital technologies.

31 "Arvind Kajaria" (2764945408)

00:09:03.589 --> 00:09:27.479

As businesses attempted to reimagine cost structures, increase business resilience and agility. Personalize experiences for our customers and employees, and launch new and disruptive products and services and hence, to go even deeper in our e commerce business and growth

initiatives, technology innovation, AI, debt reduction, team building, launching SaaS portal, expanding supplier based and deepening partnerships with suppliers. During the financial year ended, 31st march 2024.

32 "Arvind Kajaria" (2764945408)

00:09:27.479 --> 00:09:44.219

The group reported a turnover of Rs. 48546.54 Lacs as compared to Rs. 45,694.04 Lacs and net profit of Rs. 980 Lacs as compared to Rs. 841.20 Lacs respectively of the previous financial year.

33 "Arvind Kajaria" (2764945408)

00:09:44.219 --> 00:10:01.319

Your Company has maintain the momentum by generating cash flows from operations and added Rs. 17.16 crores during the year, as compared to Rs. 14.12 crores of the previous financial year. Our focus has been to continuously improve upon the operational parameters. Moving forward, our focus.

34 "Arvind Kajaria" (2764945408)

00:10:01.319 --> 00:10:21.319

Will be to continue to focus on B to C e commerce, ok? The e commerce market has constantly evolved over the past decade and can boast among the largest e commerce markets globally. Amazon significantly compared outnumbered its US competitors generating.

35 "Arvind Kajaria" (2764945408)

00:10:21.319 --> 00:10:46.669

Approximately one \$130 billion via retail e commerce sales in the country. Others shopping websites include ebay Walmart target and Apple. After only what can be called a tepid 2023 sales for US manufacturing and distribution, things are finally looking up in 2024, and the comeback will be driven mostly by the B to B e-commerce and transformation.

36 "Arvind Kajaria" (2764945408)

00:10:46.669 --> 00:11:12.239

2024 B to B e-commerce sales is projected to increase by 16%, totalling \$ 2.641 trillion up from two, \$ 2.276 trillion based on a projection by digital commerce 360. B to B commerce will account for a projected 16% of all manufacturing and distribution sales this year compared to 15.3% in 2023. Running the current financial year, I'm focused upon adding newer brands.

37 "Arvind Kajaria" (2764945408)

00:11:12.239 --> 00:11:31.169

On our e-commerce platform, increasing product assessment, assortment along with other sales and marketing programs to divide growth. I'm grateful to all our stakeholders for the continued

support and encouragement. I believe together we can achieve another level of success with your kind support and co-operation.

38 "Arvind Kajaria" (2764945408)

00:11:31.169 --> 00:11:49.349

Thank you very much for listening to me. I'm informed that the requisite quorum is present and hereby call the meeting to order.

39 "Arvind Kajaria" (2764945408)

00:11:49.349 --> 00:12:06.449

The notice along with the annual report for the financial year ended 31st March, 2024 consisting of financial statements. Including board's report, auditor's report, and other documents have been sent to only those members whose email ids are registered. So electronic means that NO physical copy of the notice has been sent by the company to any member. The notice has also been hosted on the website of the company.

40 "Arvind Kajaria" (2764945408)

00:12:06.449 --> 00:12:21.509

With your permission I shall take the notice of today's meeting as read. The company has presented the standalone and the consolidated financial statements of the company for their financial year ended 31st March 2024 as per requirements of the companies act 2013.

41 "Arvind Kajaria" (2764945408)

00:12:21.509 --> 00:12:37.679

The auditor's report on the standalone and the consolidated financial statements does not have any qualification, observation or comment on financial transaction or other matters. I shall take the statutory auditor's report and the secretary auditor's report as read.

42 "Arvind Kajaria" (2764945408)

00:12:37.679 --> 00:12:54.105

I now request the moderator to invite the shareholders to express the views or ask any questions pertaining to the performance of the company during the year under review or any other resolution placed for approval of the members. Thank you.

43 "Moderator Nikita" (2482872832)

00:12:54.105 --> 00:13:10.529

Thank you sir. I will now request the speakers who have already registered themselves to express views and raise queries pertaining specifically to the annual report FY 23-24 and business matters for today's meeting. The shareholders are requested to be brief and avoid repetition.

44 "Moderator Nikita" (2482872832)

00:13:10.529 --> 00:13:30.529

As regards, personal videos or queries, if any, shareholders are requested to write directly to the company secretary or register and transfer agent to enable prompt and appropriate response. The speaker shareholders are requested to click the audio and video button while speaking. If the shareholders are unable to join through video mode due to any reason.

45 "Moderator Nikita" (2482872832)

00:13:30.529 --> 00:13:55.609

The shareholders are advised to switch off the camera or video and speak through audio mode. Speaker shareholders are requested to minimize any background noises to avoid any disturbance. In the event, there is connectivity problem at speaker shareholder's end. We will ask the next speaker shareholder to join the meeting. Once the connectivity improves, the previous speaker shareholder will be called back to speak.

46 "Moderator Nikita" (2482872832)

00:13:55.609 --> 00:14:21.679

During the question or answer session, we will call the name of speakers registered speaker shareholders to express views, ask questions or give suggestions. The speaker shareholders will thereafter be unmuted by us and will be allowed to express their views or ask questions. Each speaker will be given two to 3 min and I request each speaker to adhere to this time limit. Our 1st five speaker shareholders Mr. Kishor Ratilal Kachalia, 2. Mr. Naresh Ratilal Kachalia, 3.Mr. Satish Shah, 4. Mr. Anil Parekh, 5. Mr. Manjit Singh currently not available in the panel.

47 "Moderator Nikita" (2482872832)

00:14:21.679 --> 00:14:43.647

So we are moving to the 6th speaker shareholder for the day Mr. Tushar Sodha. Mr. Tushar, you are in the panel now. You may enable your video and you can speak.

48 "Tushar Sodha" (143845632)

00:14:43.647 --> 00:14:53.313

Okay, very good afternoon to all. Am I audible and visible?

49 "Aakash Singh" (3340149504)

00:14:53.313 --> 00:14:56.449

Yes Sir you are audible.

50 "Tushar Sodha" (143845632)

00:14:56.449 --> 00:14:59.488

Thank you so much. Thank you. Not visible?

51 "Aakash Singh" (3340149504)

00:14:59.488 --> 00:15:00.960

Yes sir. You are visible. You can start.

52 "Tushar Sodha" (143845632)

00:15:00.960 --> 00:15:18.839

Yes, thank you. Thank you for the confirmation. Respected chairman sir, eminent board of directors and my fellow shareholders. My name is Tushar Sodha and I have joined virtual AGM of our company from Mumbai. I acknowledge the receipt of annual report as well as the notice for today's AGM through email.

53 "Tushar Sodha" (143845632)

00:15:18.839 --> 00:15:36.779

And thank our Nodal officer and company secretary He and his efficient secretarial team for timely service of the financial statements. Team IntraSoft deserves our appreciation for a nice presentation of the annual report, they have covered every aspect in great detail.

54 "Tushar Sodha" (143845632)

00:15:36.779 --> 00:15:53.789

History of our company has been remarkable over the last 29 years. I'm happy that for the year under review, our company has reported total revenues of 493 crores. Net profits also have increased 17% to 9.8 crores.

55 "Tushar Sodha" (143845632)

00:15:53.789 --> 00:16:10.559

Finance costs have escalated to 11.9 Crores from 8.1 crores of last year. Please share your views on the same. We are a leading e commerce retailer enjoying remarkable presence across online marketplaces such as e-bay and Amazon.

56 "Tushar Sodha" (143845632)

00:16:10.559 --> 00:16:28.319

The company is perfectly poised for a very exciting future. Chairman's results for the June quarter are very encouraging with revenues at hundred and 20 threes and that profits at 3.33 .7 crores kindly inform what are our expectations for the balance three quarters.

57 "Tushar Sodha" (143845632)

00:16:28.319 --> 00:16:48.319

But what we believe is in tuned with what we do, success always follows the way. I'm confident that our company across our technologies will surely evaluate and optimize existing brand

portfolio. I take this opportunity to appreciate employees at all levels and the entire senior management team for their leadership and well.

58 "Tushar Sodha" (143845632)

00:16:48.319 --> 00:17:17.324

Very valuable guidance. We take a fresh guard and look forward to the next five years. I'm convinced that our present is positive and I'm confident that our future is surely promising. As always, I extend my continued support to our company. Thank you chairman sir, for giving me this opportunity to put forth my queries and express my views. Thank you so very much sir.

59 "Moderator Nikita" (2482872832)

00:17:17.324 --> 00:17:38.745

Thank you sir. So our next speaker shareholder, 7. Mr. Vinay Vishnu Bhide is currently not available in the panel, so we are moving to the last speaker shareholder. 8. Ms. Lekha Satish Shah, miss Lekha, you are in the panel now. Do you may enable your video and you can speak? Hello? Yes ma'am. Thank you ma'am.

60 "lekha shah" (755080192)

00:17:38.745 --> 00:18:06.509

Good afternoon and regards to everyone, myself, from Mumbai. 1st of all, I would like our new company, on the board. You have explained everything in your opening remarks. I have NO questions today. I am proud to be a shareholder of this company.

61 "lekha shah" (755080192)

00:18:06.509 --> 00:18:25.109

So I hope the company will continue video conference meeting in future.

62 "lekha shah" (755080192)

00:18:25.109 --> 00:18:40.627

So I strongly and wholeheartedly support all the resolution for today's meeting. Thank you so much sir.

63 "Moderator Nikita" (2482872832)

00:18:40.627 --> 00:19:00.750

Thank you ma'am. With this we have received all the comments or suggestion and questions from the registered speakers. I now invite the chairman sir or other panellists to answer the questions or address to the queries of the shareholders. Over to you sir. Thank you.

64 "Aakash Singh" (3340149504)

00:19:00.750 --> 00:19:08.144

Sir.

65 "Arvind Kajaria" (2764945408)

00:19:08.144 --> 00:19:28.009

I'm grateful again to the shareholders for the valuable suggestions and insights and the appreciation for the secretarial team. The gentleman asked about the interest rates. It's in line with the increase of overall interest rates by the Federal Reserve in the US, so it's consistent with that.

66 "Arvind Kajaria" (2764945408)

00:19:28.009 --> 00:19:53.179

But good news is that last fortnight the Fed has reduced the rate by half percent. And in their commentary, they've also mentioned that you know the subsequent cuts will be there. So, you know, this was the after COVID Matt where they had to raise the rates. So we are hopeful that with every cut, our interest scores will also fall down.

67 "Arvind Kajaria" (2764945408)

00:19:53.179 --> 00:20:08.369

Eventually we'll come down to the levels that we were earlier enjoying. It has double four benefit, one is that the interest rates itself comes down finance costs comes down, and it also motivates the bias to shop more and more when the interest rates are much slower.

68 "Arvind Kajaria" (2764945408)

00:20:08.369 --> 00:20:24.239

So we are very hopeful that externally the interest rates will come down and our finance costs will come down. Additionally from our part, we are looking at better, even better allocation of capital, thereby, you know, saving interest rates further.

69 "Arvind Kajaria" (2764945408)

00:20:24.239 --> 00:20:44.239

It is one of my focus areas, so we hope to see the end effect of that moving forward. Thank you for commenting on Q1 growth. There are a couple of supply chain issues, you know, with the war going on all over, it does impact, if not immediately, but it does affect the supply.

70 "Arvind Kajaria" (2764945408)

00:20:44.239 --> 00:21:08.449

By chain. So it's very challenging to give an exact kind of a forecast of where we are going but my sense is that you know things are looking better especially with the US elections out of the way. I think, you know, the, the, the economy will come back to a robust one. In any election here, things are a little, you know, not decisive. So I think after November things should pick.

71 "Arvind Kajaria" (2764945408)

00:21:08.449 --> 00:21:28.449

Up, that is again external, internally, we are very geared up and I feel that with all the effort that the team has put in with the technology coming into place, we can look forward to another year of similar growth. I'm very happy with our team and, you know, my compliments for all the effort and energy that they put in.

72 "Arvind Kajaria" (2764945408)

00:21:28.449 --> 00:21:46.571

I hope that answers your question. Thank you. Thank you ma'am.

73 "Moderator Nikita" (2482872832)

00:21:46.571 --> 00:21:53.253

Do I request Mr. Aakash saying the company secretary to brief you about the voting instructions?
Thank you.

74 "Aakash Singh" (3340149504)

00:21:53.253 --> 00:22:12.019

Pursuant to the provisions of section 108 of the company of 2013 read with rule 20 of the company management and Administration rules 2014 as amended from time to time and regulation 44 subsection one of the regulation 2015, the company had provided the remote evoting facility to the members of the.

75 "Aakash Singh" (3340149504)

00:22:12.019 --> 00:22:32.189

Company in respect of business to be transacted at the AGM. The remote e voting comments on 09:00 A.M. on Saturday 21st of September 2024 and concluded at 05:00 P.M. on Monday 23rd September 2024 Mr. Jayesh Shah, practicing company secretary, was appointed as the scrutinizer by the board for scrutinizing the e voting process.

76 "Aakash Singh" (3340149504)

00:22:32.189 --> 00:22:52.189

Members who have not yet cast their vote by remote evoting can exercise their voting rights at the AGM through evoting as per the instructions mentioned in the notice of the AGM for electronic e-voting.

77 "Aakash Singh" (3340149504)

00:22:52.189 --> 00:23:14.599

The members can vote during the AGM through electronic voting till 15 mins after the conclusion of the AGM. I now request those members who have not cast their vote by remote voting process can vote at AGM through electronic voting facility provided by the company in the same manner as per the instruction mentioned in the notice of the AGM for evoting. There will be NO proposing or seconding of the resolutions mentioned in the notice since they are already put to vote by way of remote evoting.

78 "Aakash Singh" (3340149504)

00:23:14.599 --> 00:23:34.589

Scrutinizer will Submit his report to the chairman on the vote cast through remote evoting and e voting at the AGM. The combined results of remote evoting and voting at the AGM along with the report will be declared and uploaded on the complete website @ www.itlindia.com immediately after receipt of report, which will be done within 48 h from the conclusion of the meeting.

79 "Aakash Singh" (3340149504)

00:23:34.589 --> 00:23:52.680

On behalf of the board members, I thank all the members for their continued support to the company and with the permission of the chairman, I now propose the meeting to be concluded.

80 "Arvind Kajaria" (2764945408)

00:23:52.680 --> 00:24:04.585

Yes, please go ahead. Thank you all for your kind time and your support and your kind guidance. Very much appreciated. Thank you. Thank you everyone.

81 "Mr. Kailash Chandra Sharma" (2051741696)

00:24:04.585 --> 00:24:06.082

Thank You.

82 "Aakash Singh" (3340149504)

00:24:06.082 --> 00:24:09.061

Thank you.

83 "Jayesh Shah" (706277120)

00:24:09.061 --> 00:24:13.646

Thank you, thank you everyone.

84 "Mr. Kailash Chandra Sharma" (2051741696)

00:24:13.646 --> 00:24:21.528 Okay.