

INTRASOFT TECHNOLOGIES LIMITED

EXTRACT OF ANNUAL RETURN

Form No. MGT-9

As on financial year ended on 31 March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014].

I REGISTRATION AND OTHER DETAILS:

CIN	:	L24133MH1996PLC197857
Registration Date	:	27 th February, 1996
Name of the Company	:	IntraSoft Technologies Limited
Category / Sub-Category of the Company	:	Public Company limited by Shares/Non-Government Company
Address of the Registered office and contact details	:	502A, Prathamesh, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	M/s Link Intime India Private Limited C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai – 400083 Tel. No. 022 49186000 Fax No. 022 49186060

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	IT Enabled Services	631	100%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1	123Greetings.Com, Inc (USA)	CAWRB19990046 (Foreign Company)	Subsidiary	100	2(87)
2	IntraSoft Ventures Pte. Ltd. (Singapore)	200706172G (Foreign Company)	Subsidiary	100	2(87)
3	One Two Three Greetings (India) Pvt. Ltd. (India)	U72900MH2007PTC167426	Subsidiary	100	2(87)
4	123Stores, Inc (USA)	CAWAZ20070381 (Foreign Company)	Subsidiary	100	2(87)
5	123Stores E Commerce Pvt. Ltd. (India)	U74900WB2015PTC206149	Subsidiary	100	2(87)

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. CATEGORY-WISE SHARE HOLDING:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the years	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	7,000,014	0	7,000,014	47.52	7,000,014	0	7,000,014	47.52	0.00	
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00	
c) State Govt(s).	0	0	0	0.00	0	0	0	0.00	0.00	
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00	
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00	
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00	
Sub-total(A)(1):	7,000,014	0	7,000,014	47.52	7,000,014	0	7,000,014	47.52	0.00	
(2) Foreign										
a) NRIs	-	0	0	0.00	0	0	0	0.00	0.00	

Individuals										
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00	
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00	
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00	
e) Any other: Indian Individuals holding as nominees of Indian and Foreign Body Corporates*	0	0	0	0.00	0	0	0	0.00	0.00	
Sub-total (A)(2):	0	0	0	0.00	0	0	0	0.00	0.00	
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	7,000,014	0	7,000,014	47.52	7,000,014	0	7,000,014	47.52	0.00	
B. Public Shareholding										
(1) Institutions										
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00	
b) Banks / FI	15,575	0	15,575	0.11	0	0	0	0.00	(0.11)	
c) Central Govt	4,379	0	4,379	0.03	0	0	0	0.00	(0.03)	
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00	
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00	
f) Insurance Companies	114	0	114	0.00	114	0	114	0.00	0.00	
g) FIIs/Foreign Portfolio Investors	1,700,645	0	1,700,645	11.54	2,019,973	0	2,019,973	13.71	2.17	
h) Alternate Investment fund	191,900	0	191,900	1.30	0	0	0	0.00	(1.30)	
i) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00	
j) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00	
Sub-total (B)(1):	1,912,613	0	1,912,613	12.98	2,020,087	0	2,020,087	13.71	0.73	
(2) Non-Institutions										
a) Bodies Corp.:										
i) Indian & Overseas	1,640,535	0	1,640,535	11.14	1,501,023	0	1,501,023	10.19	(0.95)	
b) Individuals:										
i) Individual shareholders	1,549,155	28,252	1,577,407	10.71	1,847,217	24,452	1,871,669	12.71	2.00	

holding nominal share capital up to Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2,091,489	0	2,091,489	14.20	1,758,424	0	1,758,424	11.94	(2.26)
c) Others: (specify)									
i)NBFCs registered with RBI	0	0	0	0.00	9,520	0	9,520	0.07	0.07
ii)IEPF	0	0	0	0.00	4,961	0	4,961	0.03	0.03
iii)Trust	13,918	0	13,918	0.09	13,918	0	13,918	0.09	0.00
iv)Hindu Undivided Family	272,444	0	272,444	1.85	328,775	0	328,775	2.23	0.38
v) Non Resident Indians(Non Repat)	20,258	0	20,258	0.14	69,407	0	69,407	0.47	0.33
vi)Non Resident Indians (Repat)	96,605	0	96,605	0.65	48,972	0	48,972	0.33	(0.32)
vii)Clearing member	106,395	0	106,395	0.72	104,908	0	104,908	0.71	(0.01)
Sub-total(B)(2):	5,790,799	28,252	5,819,051	39.50	5,687,125	24,452	5,711,577	38.77	(0.73)
Total Public Shareholding (B)=(B)(1)+(B)(2)	7,703,412	28,252	7,731,664	52.48	7,707,212	24,452	7,731,664	52.48	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (C):	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	14,703,426	28,252	14,731,678	100.00	14,707,226	24,452	14,731,678	100.00	

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of the year	% change
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		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	in share holding during the year
1.	Mr. Arvind Kajaria	2,800,014	19.01	-	2,800,014	19.01	-	-
2.	Mr. Sharad Kajaria	2,800,000	19.01	-	2,800,000	19.01	-	-
3.	Ms. Padma Kajaria	1,400,000	9.50	-	1,400,000	9.50	-	-
	Total	7,000,014	47.52	-	7,000,014	47.52	-	-

iii. **CHANGES IN PROMOTERS' SHAREHOLDING:**

Sl. No.	Name & Type of transaction	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Arvind Kajaria				
	At the beginning of the year	2,800,014	19.01		
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.)	0	0.00	2,800,014	19.01
	At the End of the year			2,800,014	19.01
2.	Mr. Sharad Kajaria				
	At the beginning of the year	2,800,000	19.01		
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.)	0	0	2,800,000	19.01
	At the End of the year			2,800,000	19.01
3.	Ms. Padma Kajaria				
	At the beginning of the year	1,400,000	9.50		
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for				

increase/decrease (e.g. allotment/transfer/bonus/ equity etc.)	(e.g. sweat	0	0.00	1,400,000	9.50
At the End of the year				1,400,000	9.50

iv. **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of Shares held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares held	% of Total Shares of the Company
1.	University of Notre Dame Du Lac	728982	4.95			728982	4.95
	Transfer			18 May 2018	7000	735982	5.00
	Transfer			24 Aug 2018	83959	819941	5.57
	Transfer			31 Aug 2018	28707	848648	5.76
	Transfer			21 Sep 2018	31917	880565	5.98
	At the end of the year						880565
2.	Washington University - Chanakya Capital Partners	559536	3.80			559536	3.80
	Transfer			08 Feb 2019	771	560307	3.80
	Transfer			01 Mar 2019	5953	566260	3.84
	At the end of the year						566260
3.	Finotex Vinimoy Pvt. Ltd.	500,000	3.39			500,000	3.39
	At the end of the year						500,000
4.	Nishid Babulal Shah	258850	1.76			258850	1.76
	Transfer			20 Apr 2018	5000	263850	1.79
	Transfer			03 Aug 2018	4500	268350	1.82

	Transfer			10 Aug 2018	4950	273300	1.86
	Transfer			29 Sep 2018	900	274200	1.86
	Transfer			07 Dec 2018	3900	278100	1.89
	At the end of the year					278100	1.89
5.	The Ram Fund LLP	0	0			0	0
	Transfer			08 Jun 2018	38591	38591	0.26
	Transfer			15 Jun 2018	55744	94335	0.64
	Transfer			22 Jun 2018	61245	155580	1.06
	Transfer			30 Jun 2018	24439	180019	1.22
	Transfer			06 Jul 2018	21164	201183	1.37
	Transfer			20 Jul 2018	6865	208048	1.41
	Transfer			24 Aug 2018	12772	220820	1.50
	Transfer			31 Aug 2018	5367	226187	1.54
	Transfer			21 Sep 2018	8946	235133	1.60
	Transfer			01 Mar 2019	1547	236680	1.61
	At the end of the year					236680	1.61
6.	Ajitnath Financial Consultants LLP	178350	1.21			178350	1.21
	Transfer			20 Apr 2018	5000	183350	1.24
	Transfer			03 Aug 2018	1000	184350	1.25
	Transfer			10 Aug 2018	1050	185400	1.26
	Transfer			14 Sep 2018	(14400)	171000	1.16
	Transfer			29 Sep 2018	17794	188794	1.28
	Transfer			05 Oct 2018	1206	190000	1.29
	Transfer			19 Oct 2018	(3000)	187000	1.27
	Transfer			07 Dec 2018	3150	190150	1.29
	At the end of the year					190150	1.29
7.	Nikhiita Nishid Shah	175800	1.19			175800	1.19
	Transfer			20 Apr 2018	5000	180800	1.23
	Transfer			03 Aug 2018	1885	182685	1.24
	Transfer			10 Aug 2018	825	183510	1.25
	Transfer			14 Sep 2018	(19080)	164430	1.12
	Transfer			21 Sep 2018	7633	172063	1.17
	Transfer			29 Sep 2018	11447	183510	1.25
	Transfer			05 Oct 2018	990	184500	1.25

	Transfer			12 Oct 2018	2100	186600	1.2667
	Transfer			07 Dec 2018	3550	190150	1.2908
				At the end of the year		190150	1.2908
8.	GP Emerging Markets Strategies, LP	173116	1.18			173116	1.18
	Transfer			23 Nov 2018	14000	187116	1.27
	Transfer			01 Mar 2019	2286	189402	1.29
				At the end of the year		189402	1.29
9.	Puja Aggarwal	128500	0.87			128500	0.87
	Transfer			18 May 2018	2000	130500	0.89
	Transfer			25 May 2018	2000	132500	0.90
	Transfer			01 Jun 2018	1500	134000	0.91
	Transfer			15 Jun 2018	2000	136000	0.92
	Transfer			06 Jul 2018	2100	138100	0.94
	Transfer			20 Jul 2018	5000	143100	0.97
	Transfer			03 Aug 2018	2000	145100	0.99
	Transfer			10 Aug 2018	2900	148000	1.00
	Transfer			23 Nov 2018	2000	150000	1.02
	Transfer			22 Feb 2019	(9804)	140196	0.95
	Transfer			01 Mar 2019	(2196)	138000	0.94
				At the end of the year		138000	0.94
10.	Pawan Kumar Kejriwal	136800	0.93			136800	0.93
				At the end of the year		136800	0.93

v. **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Arvind Kajaria, Managing Director				
	At the beginning of the year	2,800,014	19.01		

	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	0	0.00	2,800,014	19.01
	At the End of the year			2,800,014	19.01
2. Ms. Sharad Kajaria, Whole-time Director					
	At the beginning of the year	2,800,014	19.01		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	0	0.00	2,800,014	19.01
	At the End of the year			2,800,014	19.01
3. Ms. Savita Agarwal, Independent Director					
	At the beginning of the year	0.00	0.00		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	0	0.00	0	0.00
	At the End of the year			0	0.00
4. Mr. Anil Agarwal, Independent Director					
	At the beginning of the year	0	0.00		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	0	0.00	0	0.00
	At the End of the year			0	0.00

5.	Mr. Rupinder Singh, Independent Director				
	At the beginning of the year	0	0.00		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	0	0.00	0	0.00
	At the End of the year			0	0.00
6.	Mr. Ashok Bhandari, Independent Director				
	At the beginning of the year	0	0.00		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	0	0.00	0	0.00
	At the End of the year			0	0.00
7.	Mr. Pranvesh Tripathi, Company Secretary				
	At the beginning of the year	0	0.00		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	0	0.00	02 Sep 2018 8	0.00
	At the End of the year			8	0.00
8.	Mr. Mohit Kumar Jha, Chief Financial Officer				
	At the beginning of the year	0	0.00		
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat equity etc.)	0	0.00	30Aug 2018 1 11Sep 2018 99	0.00 0.00

	At the End of the year			100	0.00
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V INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (Amount in INR)
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
Addition	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. REMUNERATION OF MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount (in INR)
		Mr. Arvind Kajaria, Managing Director	Mr. Sharad Kajaria, Whole-time Director	
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	72.00	67.50	139.50
	(b) Value of perquisites u/s 17(2) of the Income-tax	0.11	0.11	0.22

	Act, 1961			
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify			
5	Others, please specify			
	Total (A)	72.11	67.61	139.72
	Ceiling as per the Act	10% of the Net profit of the Company/ Schedule V		

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (in INR)
1.	Independent Directors	Mr. Rupinder Singh	Mr. Anil Agarwal	Ms. Savita Agarwal	Mr. Ashok Bhandari	
	Fee for attending Board / Committee Meetings	3.00	3.00	2.20	3.00	11.20
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	3.00	3.00	2.20	3.00	11.20
2.	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending Board / Committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	3.00	3.00	2.20	3.00	11.20
	Total Managerial Remuneration (A+B)					150.92
	Overall Ceiling as per the Act	11% of the Net profit of the Company (Excluding Sitting Fee) / Schedule V				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

S. No.	Particulars of Remuneration	Key Managerial Personnel	
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		Mr. Pranvesh Tripathi, Company Secretary	Mr. Mohit Kumar Jha, Chief Financial Officer	Total Amount (in INR)
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	25.52	36.58	62.10
	(b) Value of perquisites u/s17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	25.52	36.58	62.10

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties/ punishment/ compounding fees were imposed on the Company or its Directors or any other officer of the Company during the Financial Year 2018-19.

For and on behalf of the Board

Sd/-

Arvind Kajaria
Managing Director
DIN 00106901

Sd/-

Sharad Kajaria
Whole-time Director
DIN 00108036