

**INTRASOFT TECHNOLOGIES LIMITED**

**EXTRACT OF ANNUAL RETURN**

**Form No. MGT-9**

**As on financial year ended on 31<sup>st</sup> March, 2020**

*[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 <sup>th</sup> 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	:	A-502, Prathamesh, Raghuvanshi Mills Ltd. 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 49186270 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	Step down 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 year
	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	7,024,297	47.68	0.16
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	7,024,297	47.68	0.16
(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	7,024,297	0	7,024,297	47.68	0.16
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
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	0.0008	114	0	114	0.0008	0.00
g) FIIs/Foreign Portfolio Investors	2,019,973	0	2,019,973	13.71	1,968,764	0	1,968,764	13.36	(0.35)
h) Alternate Investment fund	0	0	0	0.00	0	0	0	0.00	0.00
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):	2,020,087	0	2,020,087	13.71	2,020,087	0	1,968,878	13.36	(0.34)
<b>(2) Non-Institutions</b>									
a) Bodies Corp.:									
i) Indian & Overseas	1,501,023	0	1,501,023	10.19	1,486,885	0	1,486,885	10.09	-0.10

b) Individuals:									
i)Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,847,217	24,452	1,871,669	12.70	1,824,033	23,577	1,847,610	12.54	-0.16
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,758,424	0	1,758,424	11.94	1,825,095	0	1,825,095	12.39	0.45
c) Others: (specify)									
i)NBFCs registered with RBI	9,520	0	9,520	0.06	4,300	0	4,300	0.03	-0.03
ii)IEPF	4,961	0	4,961	0.03	5,856	0	5,856	0.04	0.01
iii)Trust	13,918	0	13,918	0.09	13,918	0	13,918	0.09	0.00
iv)HinduUndividedFamily	328,775	0	328,775	2.23	393,732	0	393,732	2.67	0.44
v) Non Resident Indians(Non Repat)	69,407	0	69,407	0.47	92,251	0	92,251	0.63	0.15
vi)Non Resident Indians (Repat)	48,972	0	48,972	0.33	58,844	0	58,844	0.40	0.07
vii)Clearing member	104,908	0	104,908	0.71	10,012	0	10,012	0.07	-0.64
Sub-total(B)(2):	5,687,125	24,452	5,711,577	38.77	5,714,926	23,577	5,738,503	38.95	0.18
Total Public Shareholding (B)=(B)(1)+(B)(2)	14,707,226	24,452	14,731,678	100.00	14,708,101	23,577	14,731,678	100.00	-
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)	14,707,226	24,452	14,731,678	100.00	14,708,101	23,577	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 in share holding during the year
		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	
1.	Mr. Arvind Kajaria	2,800,014	19.01	-	2,811,797	19.09	-	0.08
2.	Mr. Sharad Kajaria	2,800,000	19.01	-	2,812,500	19.09	-	0.08
3.	Ms. Padma Kajaria	1,400,000	9.50	-	1,400,000	9.50	-	0
Total		7,000,014	47.52	-	7,024,297	47.68	-	0.16

**iii. CHANGES IN PROMOTER'S 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	28,00,014	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	28,00,014	19.01
		14/06/2019 6,673 Shares (Transfer)		28,06,687	19.05
		21/06/2019 5,110 Shares (Transfer)		28,11,797	19.09
	At the End of the year			28,11,797	19.09

2.	Mr. Sharad Kajaria				
	At the beginning of the year	28,00,000	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.)	14/06/2019 4,500 Shares (Transfer)		28,04,500	19.04
		21/06/2019 525 Shares (Transfer)		28,05,025	19.04
		29/06/2019 4,925 Shares (Transfer)		28,09,950	19.07
		05/07/2019 2,550 Shares (Transfer)		28,12,500	19.09
	At the End of the year			28,12,500	19.09
3.	Ms. Padma Kajaria				
	At the beginning of the year	14,00,000	9.50		
	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	14,00,000	9.50
	At the End of the year			14,00,000	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
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		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	8,80,565	5.98			8,80,565	5.98
	Transfer			12 July, 2019	2,00,645	1,081,210	7.34
	Transfer			16 August, 2019	3,805	1,085,015	7.36
	<b>At the end of the year</b>						<b>1,085,015</b>
2.	Finotex Vinimoy Pvt. Ltd.	5,00,000	3.39			500,000	3.39
	<b>At the end of the year</b>						<b>5,00,000</b>
3.	The Ram Fund LLP	2,36,680	1.61			2,36,680	1.61
				12 July, 2019	94,895	3,31,575	2.25
				16 August, 2019	1,054	3,32,629	2.26
	<b>At the end of the year</b>						<b>3,32,629</b>
4.	G.P Emerging Markets Strategies, LP	1,89,420	1.28			1,89,402	1.28
	Transfer			12 July, 2019	1,22,788	3,12,190	2.12
	Transfer			16 August, 2019	2,175	3,14,365	2.13
	<b>At the end of the year</b>						<b>3,14,365</b>
5.	Nishid Babulal Shah	2,78,100	1.89			2,78,100	1.89
	<b>At the end of the year</b>						<b>2,78,100</b>
6.	Ajitnath Financial Consultants LLP	1,90,150	1.29			1,90,150	1.29
	<b>At the end of the year</b>						<b>1,90,150</b>
7.	Nikhiita Nishid Shah	1,90,150	1.29			1,90,150	1.29

					<b>At the end of the year</b>	<b>1,90,150</b>	<b>1.29</b>
8.	<b>Nisha Jignesh Mehta</b>	<b>1,03,000</b>	<b>0.70</b>			<b>1,03,000</b>	<b>0.70</b>
	Transfer			19 July, 2019	5,000	1,08,000	0.73
	Transfer			27 September, 2019,	26,015	1,34,015	0.91
	Transfer			30 September, 2019	(26,015)	1,08,000	0.73
	Transfer			21 February, 2020	5,000	1,13,000	0.77
	Transfer			06 March, 2020	26,015	1,39,015	0.94
						<b>At the end of the year</b>	<b>1,39,015</b>
							<b>0.94</b>
9.	<b>Pawan Kumar Kejriwal</b>	<b>1,36,800</b>	<b>0.93</b>			<b>1,36,800</b>	<b>0.93</b>
						<b>At the end of the year</b>	<b>1,36,800</b>
							<b>0.93</b>
10.	<b>Spark Securities Private Limited</b>	<b>0</b>	<b>0</b>			<b>0</b>	<b>0</b>
	Transfer			14 June, 2019	5,000	5,000	0.03
	Transfer			29 June, 2019	300	5,300	0.04
	Transfer			23 August, 2019	3,294	8,594	0.06
	Transfer			30 August, 2019	6,055	14,649	0.10
	Transfer			06 September, 2019	5,650	20,299	0.14
	Transfer			01 November, 2019	2,320	22,619	0.15
	Transfer			08 November, 2019	1,761	24,380	0.16
	Transfer			15 November, 2019	5,819	30,199	0.20
	Transfer			22 November, 2019	5,000	35,199	0.24
	Transfer			29 November, 2019	10,000	45,199	0.31
	Transfer			27 December, 2019	9,850	55,049	0.37
	Transfer			31 December, 2019	150	55,199	0.37
	Transfer			31 January, 2020	39,999	95,198	0.65
	Transfer			07 February, 2020	17,900	1,13,098	0.77
	Transfer			28 February, 2020	18,595	1,31,693	0.89
	Transfer			06 March, 2020	2,505	1,34,198	0.91



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

Sl. No.	For each of the Directors and KMP	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	28,00,014	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	28,11,797	19.09
	At the End of the year			28,11,797	19.09
2.	Ms. Sharad Kajaria, Whole-time Director				
	At the beginning of the year	28,00,000	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	28,12,500	19.09
	At the End of the year			28,12,500	19.09
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 Agrawal, 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
<b>5. Mr. Rupinder Singh, Independent Director</b>					
	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
<b>6. Mr. Ashok Bhandari, Independent Director</b>					
	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
<b>7. Mr. Pranvesh Tripathi, Company Secretary</b>					
	At the beginning of the year	8	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			8	0.00

8.	Mr. Mohit Kumar Jha, Chief Financial Officer			
	At the beginning of the year	100	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
	At the End of the year			100
				0.00

## 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
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
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
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

## 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 Act, 1961	0.11	0.11	0.22
	(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)	<b>72.11</b>	<b>67.61</b>	<b>139.72</b>
	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)
		Mr. Rupinder Singh	Mr. Anil Agrawal	Ms. Savita Agarwal	Mr. Ashok Bhandari	
1.	Independent Directors					
	Fee for attending Board / Committee Meetings	2.20	2.20	1.80	1.60	7.80
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	<b>2.20</b>	<b>2.20</b>	<b>1.80</b>	<b>1.60</b>	<b>7.80</b>
2.	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending Board / Committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	<b>2.20</b>	<b>2.20</b>	<b>1.80</b>	<b>1.60</b>	<b>7.80</b>

Total Managerial Remuneration (A+B)	147.52
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		Total Amount (in INR)
		Mr. Pranvesh Tripathi, Company Secretary	Mr. Mohit Kumar Jha, Chief Financial Officer	
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	27.09	39.38	66.47
	(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	27.09	39.38	66.47

**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**

