



IntraSoft Technologies Limited

Regd. Office : 502A Prathamesh, Raghuvanshi Mills Compound, S.B. Marg, Lower Parel, Mumbai - 400 013
T: +91-22-4004-0008 **F:** +91-22-2490-3123 **E:** intrasoft@itlindia.com **W:** www.itlindia.com **CIN:** L24133MH1996PLC197857
Corp. Office : Suite 301, 145 Rash Behari Avenue, Kolkata - 700 029. **Tel:** +91-33-4023-1234 **Fax:** +91-33-2464-6584

August 22, 2025

Corporate Relationship Department

BSE Limited

P.J. Towers, Dalal Street,
Fort, Mumbai - 400 001

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex
Mumbai - 400 051

Scrip Code: 533181 / ISFT

Dear Sir,

Sub: Notice of 30th Annual General Meeting. Disclosure of E - Voting and Book Closure

Ref.: Intimation pursuant to Regulation 30 and 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, we wish to inform you that the 30th Annual General Meeting (AGM) of the Company will be held on Friday, 19th September, 2025 at 03:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

In terms of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 13th September, 2025 to Friday, 19th September, 2025 (both days inclusive) for the purpose of AGM.

The Cut-off Date / Record Date for the Shareholders holding shares of the Company would be Friday, 12th September, 2025 for the purpose of Remote E-Voting eligibility of the Shareholders.

All the Members are further informed that, the remote e-voting shall commence from 09:00 a.m. on Tuesday, 16th September, 2025 up to 05:00 p.m. on Thursday, 18th September, 2025. The remote e-voting shall be disabled by INSTAVOTE [provided by MUFG Intime India Private Limited (formerly Link Intime India Private Limited)] for voting thereafter. Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Members who have not voted through Remote e-voting facility, will be permitted to vote through e-voting at the AGM. The Members who have already casted their vote through Remote e-voting may attend the AGM through VC but shall not be entitled to cast their vote during the AGM.





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The particulars of Annual General Meeting, Remote E-Voting and Book Closure are set out below:

Sl. No.	Particulars	Details
1	Date of 30 th Annual General Meeting (AGM) to be held in VC/OAVM Mode at https://instameet.in.mpms.mufig.com platform	19.09.2025
2	Book Closure dates for the purpose of AGM (for the Shareholders holding shares in physical form)	13.09.2025 to 19.09.2025 (both days inclusive)
3	Cut-off date Remote E-Voting eligibility	12.09.2025
4	Commencement and the end of Remote E-Voting	16.09.2025 at 09:00 a.m. to 18.09.2025 at 05:00 p.m.
5	Circulation of Notice to the Shareholders whose e-mails are registered	22.08.2025

Notice of the 30th Annual General Meeting of the Company is enclosed herewith. The said Notice is also available on the website of the Company at: www.itlindia.com

This is for your information and records.

Thanking You,
Yours faithfully,

For IntraSoft Technologies Limited

Aakash Kumar Singh
Company Secretary & Compliance Officer



Encl.: Notice of 30th Annual General Meeting

Notice

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of **IntraSoft Technologies Limited** will be held on **Friday, 19 September 2025** at 03.00 P.M. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2025, and the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements for the financial year ended 31 March 2025 along with Auditors Report thereon.

2. To appoint a director in place of Mr. Sharad Kajaria (DIN: 00108036), who retire by rotation, and being eligible, has offered himself for re-appointment.

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sharad Kajaria (DIN: 00108036), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company."

3. To appoint M/s. Rathi & Associates, Practicing Company Secretaries (Firm Registration Number: P1988MH011900) (Peer Review: 6391/2025) as Secretarial Auditors of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as amended from time to time and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 or any other law for the time being in force, M/s. Rathi & Associates, Practicing Company Secretaries (Firm Registration No. P1988MH011900), Peer Reviewed Firm vide Certificate bearing No. 6391/2025 issued by the Institute of Company Secretaries of India, who have given their consent and certificate pursuant to the said provisions of the Act, be and are hereby appointed as Secretarial Auditors of the Company for the first term of five consecutive years i.e. from the financial year 2025 - 2026 till the financial year 2029 - 2030 at such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) and the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and take such steps as may be considered necessary and expedient to give effect to the foregoing resolution."

4. To approve revision in remuneration of Mr. Amritanshu Kajaria - Manager Operations holding an office or place of profit in the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of Companies Act, 2013 read with rule 15(3)(b) of Companies (Meeting of Board and its Powers) Rules, 2014 other applicable provisions of the Companies Act, 2013, if any, [including statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and on the recommendation of the Nomination and Remuneration Committee and approval of Audit Committee as well as the Board of Directors in their respective meetings held on 14 August 2025, consent of the Members of the Company be and is hereby accorded for revision in payment of remuneration to Mr. Amritanshu Kajaria, designated as Manager Operations, a related party within the meaning of Section 2(76) of the Act, who has been appointed for the period of 3 (Three) years i.e. to hold office upto 30 September 2027 to ₹ 42,50,000/- (Rupees Forty-Two Lacs Fifty Thousand only) per annum w.e.f. 01.10.2025 from ₹ 34,50,000/- (Rupees Thirty-Four Lacs Fifty Thousand only) per annum including, salary, perquisites, allowances, performance link pay/incentive and benefits, as per the policy of the Company:

Name of Related Party	Mr. Amritanshu Kajaria
Nature of Relationship	Relative of a director
Name of Interested Person (In Capacity as Director(s) of the Company)	Mr. Arvind Kajaria, Chairman and Managing Director of the Company
Location	Kolkata
Nature of Transaction	Transfer of resources / holding place of profit by the person who is relative of a director
Amount (in ₹)	₹ 42,50,000/-

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee(s) thereof be and hereby authorized to alter and vary terms of the said appointment including remuneration, i.e. increments and/or accelerated increments upto 100% of the remuneration without seeking further approval of the members of the Company based on the annual performance report of Mr. Amritanshu Kajaria vis-à-vis responsibilities shouldered by him as may be recommended by the Audit Committee and the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do, all such acts, matters, deeds and things, settle any queries / difficulties / doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.”

SPECIAL BUSINESS

5. To re-appoint Mr. Arvind Kajaria (DIN: 00106901), as Managing Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, re-enactment or amendment thereof, for the time being in force) and Regulation 16(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and as per the recommendation of Nomination and Remuneration Committee, Audit Committee and the Board, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Arvind Kajaria (DIN: 00106901) as Managing Director of the Company for a period of 3 (three) years with effect from 01 April 2026 on such terms and conditions detailed in the explanatory statement attached hereto, with the authority to the Board of Directors to revise, amend, alter or otherwise vary the terms and conditions, including remuneration, of the said appointment that may be agreed to between the Board of Directors and Mr. Arvind Kajaria.

RESOLVED FURTHER THAT in the event of modification / amendment / alteration or revision in the limits of remuneration as prescribed under Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, re-enactment or amendment thereof), for the time being in force, during the currency of tenure of Mr. Arvind Kajaria as Managing Director of the Company, the consolidated remuneration payable to the said Managing Director shall automatically stand revised to the maximum permissible amount payable to him as Managerial Remuneration under the said statutory provisions based on the profits / effective capital of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the currency of the tenure of Mr. Arvind Kajaria as Managing Director, the Company shall make payment of remuneration to Mr. Arvind Kajaria at the same substantive level as specified in the explanatory statement and that such remuneration shall be considered as the Minimum Remuneration payable to the said Managing Director in accordance with the provisions of the Companies Act, 2013 and Listing Regulations, including any statutory amendments or re-enactment thereof.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

6. To re-appoint Mr. Sharad Kajaria (DIN: 00108036) as Whole-Time Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, re-enactment or amendment thereof, for the time being in force) and Regulation 16(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and recommendation of Nomination and Remuneration Committee, Audit Committee and the Board, consent of the members of the Company be and is hereby accorded for

the re-appointment of Mr. Sharad Kajaria (DIN: 00108036) as Whole-Time Director of the Company for a period of 3 (three) years with effect from 01 April 2026 on such terms and conditions detailed in the explanatory statement attached hereto, with the authority to the Board of Directors to revise, amend, alter or otherwise vary the terms and conditions of the said appointment that may be agreed to between the Board of Directors and Mr. Sharad Kajaria.

RESOLVED FURTHER THAT in the event of modification / amendment / alteration or revision in the limits of remuneration as prescribed under Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, re-enactment or amendment thereof), for the time being in force, during the currency of tenure of Mr. Sharad Kajaria as Whole-Time Director of the Company, the consolidated remuneration payable to the said Whole-Time Director shall automatically stand revised to the maximum permissible amount payable to him as Managerial Remuneration under the said statutory provisions based on the profits / effective capital of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the currency of the tenure of Mr. Sharad Kajaria as Whole-Time Director, the Company shall make payment of remuneration to Mr. Sharad Kajaria at the same substantive level as specified in the Explanatory Statement and that such remuneration shall be considered as the Minimum Remuneration payable to the said Whole-Time Director in accordance with the provisions of the Companies Act, 2013 and Listing Regulations including any statutory amendments or re-enactment thereof.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

By Order of the Board of Directors

Aakash Kumar Singh
Company Secretary

Place : Kolkata

Date : 14 August 2025

Registered Office:

CIN: L24133MH1996PLC197857

A-502, Prathamesh, Raghuvanshi Mills Compound,

Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013

Tel: 022 2491 2123 Fax: 022 2490 3123

E-Mail ID: intrasoft@itlindia.com Website: www.itlindia.com

NOTES:

a) Ministry of Corporate Affairs ("MCA") has vide its General Circular no. 09/2024 dated September 19, 2024 read with circulars no. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020, and May 5, 2020 respectively, and SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated October 3, 2024 and October 7, 2023 respectively read with SEBI Master circular no. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024 (collectively, the "said Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with the provisions of the said Circulars mentioned above, the Annual General Meeting of the Members of the Company is being held through VC/OAVM Mode instead of physical presence of the Members at a common venue, and consequently no attendance slips and route map is enclosed with this notice.

b) Since this AGM is being held pursuant to the said Circulars through VC/OAVM mode, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form is not annexed to the Notice.

c) Members attending the AGM through VC/OAVM mode shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

The copies of Notice of 30th AGM and the Annual Report 2024 - 2025 shall be available on the Website of the Company at www.itlindia.com in Financials - Annual Reports section.

d) To conserve the resources of the Company for new future initiatives, the Board of Directors of the Company has not proposed and recommended any Dividend for the year ended 31 March 2025.

e) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPEG Format) of its Board Resolution or governing body Resolution / Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM Mode on its behalf and authorization for voting through remote e-voting / electronic voting at AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to js@rathiandassociates.com with copy marked to the Company at intrasoft@itlindia.com.

f) Registration of email ID/Bank Account details/Certificates:

In case the shareholder's e-mail ID is already registered with the Company / its Registrar & Share Transfer Agent "RTA" / Depositories, log in details for e-voting are being sent on the registered email address.

In case, the shareholder has not registered his/her/their e-mail address with the Company / its RTA / Depositories and or **not updated the Bank Account mandate** for receipt of future dividend, if any, the following instructions to be followed:

i) Kindly log in to the website of our RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited), www.in.mpms.mufig.com under Investor Services > E-Mail / Bank detail Registration - fill in the details and upload the required documents and submit.

OR

ii) In the case of Shares held in Demat mode:
Alternatively, the shareholder may please contact the Depository Participant ("DP") and register the e-mail address and bank account details in the Demat Account as per the process followed and advised by the DP.

g) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2024 - 2025 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories in accordance with the aforesaid circulars, Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2024 - 2025 will also be available on the Company's website www.itlindia.com and websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

h) The particulars of Mr. Arvind Kajaria (DIN: 00106901) and Mr. Sharad Kajaria (DIN: 00108036), Directors proposed to be re-appointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 are annexed hereto.

i) Notice convening the meeting along with the relevant documents referred to in the accompanying Notice and the Statement will be available for inspection by the members on Company's website at www.itlindia.com up to the date of the Meeting.

j) Registers maintained under Sections 170 and 189 of the Companies Act, 2013 and shall be made electronically available for inspection of members during the AGM at - 'Statutory Documents' section of the website of the Company - www.itlindia.com.

k) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 13 September 2025 to Friday, 19 September 2025 (both days inclusive).

l) Shareholders who have not encashed their dividend warrants for the dividends declared for the financial years 2017 - 2018 (Final) to 2024 - 2025 (Interim and/or Final Dividend) are requested to send a letter along with unclaimed dividend warrant, if any, or letter of undertaking for issue of duplicate dividend warrant / demand draft. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31 March 2025 on the website of the Company (www.itlindia.com) and also on the website of the Ministry of Corporate Affairs. Kindly refer the Director's Report in respect of the unclaimed and unpaid dividends and shares transferred to IEPF.

In terms of Section 124 of Companies Act, any dividend remaining unpaid for a period of seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the "Investor Education & Protection Fund" (IEPF). Members are requested to encash their Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie with the Company in respect of such amount.

m) Instructions for Shareholders/Members to Attend the Annual General Meeting through Insta Meet:

Instructions for Shareholders / Members to attend the Annual General Meeting through Insta Meet (VC/OAVM) are as under:

- i) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by MUFG Intime India (formerly Link Intime) by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes prior to the time scheduled of commencement of the Annual General Meeting and will be available to the Members on first come first serve basis.
- ii) Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed 15 (fifteen) minutes after the conclusion of the Annual General Meeting. Shareholders / Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.
- iii) Shareholders/Members will be provided with Insta Meet facility wherein Shareholders / Member shall register their details and attend the Annual General Meeting as under:
Open the internet browser and launch the URL for Insta Meet <<<https://instameet.in.mpms.mufg.com>>> and register with your following details:
 - Select the **"Company Name"** and register with your following details:
 - Select Check Box - **Demat Account No. / Folio No. / PAN**
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

- Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

- iv) Shareholders/Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.

Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

- v) Please note that Shareholders / Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Shareholders / Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- vi) Shareholders/Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, Demat Account Number / Folio Number, e-mail ID, Mobile Number at Company ID at intrasoft@itlindia.com on or before 15 September 2025 to enable the Company to answer the queries. Shareholders who have registered themselves as speakers will only be allowed to express their views / ask questions during the Meeting. Similarly, Shareholders / Members, who would like to ask questions, may send their questions in advance mentioning their name Demat Account Number / Folio Number, E-mail ID, Mobile Number at intrasoft@itlindia.com. The same will be replied by the Company suitably.
- vii) The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting. The Shareholders will get confirmation on first cum first basis depending upon the provisions made by the Company. Shareholders will receive "Speaking Serial No." once they mark attendance for the Meeting.
- viii) Please reach out to Mr. Rajeev Ranjan at instameet@in.mpms.mufg.com should you have any queries on video conferencing.
- ix) The members are requested to contact on – InstaMeet Support Desk of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at - instameet@in.mpms.mufg.com or at the helpline number i.e. +91 22 4918 6175 who need assistance for using the technology before or during the meeting.

- x) Guidelines to attend the AGM proceedings of MUFG Intime India Private Limited (formerly Link Intime India Private Limited): Insta MEET and for Speakers.

For a smooth experience of viewing the AGM proceedings of MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Insta MEET, shareholders / members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the path of the Links provided as under on the Website of the Company:

https://itlindia.com/docs/InstaMeet_Platform_Special_Instructions.pdf

https://itlindia.com/docs/InstaMeet_Software_Installation_Guide.pdf

n) Information and other instructions relating to voting by electronic means:

- i) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means i.e.; through Remote E-voting and E-voting during the AGM. The said facility of casting the votes by the members using an electronic voting system will be provided by MUFG Intime India Private Limited (formerly Link Intime India Private Limited).
- ii) Pursuant to the SEBI Circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 on "e-Voting facility provided by listed companies", e-Voting process has been enabled to all the individual Demat Account holders, by way of single log-in credential, through their Demat Accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. The voting rights of members shall be in proportion to their shares of the paid - up equity share capital of the Company as on the cut-off date i.e. 12 September 2025.
- iii) Individual Demat Account holders would be able to cast their vote without having to register again with the e-Voting services provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. The members who have cast their vote by remote e-voting may attend the meeting held through VC/OAVM mode but shall not be entitled to cast their vote again. **Shareholders are advised to update their mobile number and e-mail ID in their Demat Accounts to access e-Voting facility.**
- iv) The remote e-voting period will commence on Tuesday 16 September 2025 (9:00 a.m.) and end on Thursday, 18 September 2025 (5:00 p.m.). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on 12 September 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v) **The process and manner for remote e-voting post change in log in mechanism as per SEBI Circular dated 09 December 2020 are as under:**

A. Login method for Individual shareholders holding securities in Demat Mode / physical Mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat Mode with NSDL	<p>METHOD 1: Individual Shareholders registered with NSDL IDeAS facility</p> <p>i. Shareholders who have registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login" Enter User ID and Password. Click on "Login" After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>ii. Shareholders who have not registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with updating the required fields Post successful registration, user will be provided with Login ID and password After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period <p>METHOD 2: Individual Shareholders directly visiting the e-voting website of NSDL</p> <ul style="list-style-type: none"> Visit URL: https://www.evoting.nsdl.com Click on the "Login" tab available under 'Shareholder/Member' section Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Individual Shareholders holding securities in Demat Mode with CDSL	<p>METHOD 1: Individual Shareholders registered with CDSL Easi/ Easiest facility</p> <p>i. Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:</p> <ul style="list-style-type: none"> • Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com • Click on New System Myeasi Tab • Login with existing my easi username and password • After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period • Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period <p>OR</p> <p>ii. Shareholders who have not registered for CDSL Easi/ Easiest facility:</p> <ul style="list-style-type: none"> • To register, visit URL: <ul style="list-style-type: none"> • https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration • https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration • Proceed with updating the required fields • Post registration, user will be provided username and password • After successful login, user able to see e-voting menu • Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period <p>METHOD 2: Individual Shareholders directly visiting the e-voting website of CDSL</p> <ul style="list-style-type: none"> • Visit URL: https://www.cdslindia.com • Go to e-voting tab • Enter Demat Account Number (BO ID) and PAN No. and click on “Submit” • System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account • After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period
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Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on **"Sign Up"** under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice: (The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on **"Login"** under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

- d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

B. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on " MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Guidelines for Institutional shareholders ("Corporate Body / Custodian / Mutual Fund"):**Step 1 – Custodian / Corporate Body/ Mutual Fund Registration:**

- Visit URL: <https://instavote.linkintime.co.in>
- Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- Thereafter, Login credentials (User ID; Organization ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

Step 2 – Investor Mapping:

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **"Investor Mapping"** tab under the Menu Section
- Map the Investor with the following details:
 - 'Investor ID' -
 - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - 'Investor's Name' - Enter Investor's Name as updated with DP.
 - 'Investor PAN' - Enter your 10-digit PAN.
 - 'Power of Attorney' - Attach Board resolution or Power of Attorney.
*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures

Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

Step 3 – Voting through remote e-voting:

The corporate shareholder can vote by two methods, during the remote e-voting period:

Method 1 - Votes Entry:

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **"Votes Entry"** tab under the Menu section.
- Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter **"16-digit Demat Account No."** for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

Method 2 - Votes Upload:

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".

- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Forgot Password: Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

C. Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

D. Helpdesk for Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: Tel: 022 4918 6000.

E. Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat Mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 4886 7000
Individual Shareholders holding securities in Demat Mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

F. Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.in.mpms.mufig.com> & Click on **"Login"**.

> Select the **"Company"** and **'Event Date'** and register with your following details: -

A. Demat Account No. or Folio No. or PAN: Enter your 16 digit Demat Account No. or Folio No. or PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

B. Mobile No.: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

C. Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

> Click **"Go to Meeting"** (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders / Members to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

o) Instructions for Shareholders / Members to vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- Click on 'Submit'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

Note: Shareholders/Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend / participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders / Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.

Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk: Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 4918 6000 / 4918 6175.

- vi. After selecting the appropriate option i.e. Favour / Against as desired and having decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders / Members, who will be attending the Annual General Meeting and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through electronic voting facility during the meeting through InstaMeet facility.

Shareholders / Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend / participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders / members have any queries or issues regarding e-voting, you can write an e-mail to ssinstameet@in.mpms.mufg.com or Call at - Tel: (022 4918 6175)

- p) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM held through InstaMeet facility.
- q) Mr. Jayesh Shah, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to issue report on voting pattern on the resolutions proposed at AGM held through VC / OAVM and remote e-voting process.
- r) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting shall make, not later than two working days of the conclusion of the meeting, a consolidated scrutinizer's report and submit the same to the Chairman who shall counter sign the same and Chairman shall declare the results of the voting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.itlindia.com and on the website of MUFG Intime India Private Limited (formerly Link Intime India Private Limited) <http://www.in.mpms.mufg.com/> immediately after the declaration of result by the Chairman. The results shall simultaneously be submitted with the stock exchanges where the Company's shares are listed. The resolutions shall be deemed to be passed at the AGM of the Company scheduled to be held on 19 September 2025.
- s) The Annual Accounts of the Subsidiary Companies shall be available on website of the Company in the Section "Financials - Annual Reports" for inspection by any shareholder.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 3: To appoint M/s. Rathi & Associates, Practicing Company Secretaries (Firm Registration Number: P1988MH011900) (Peer Review: 6391/2025) as Secretarial Auditors of the Company.**

In terms of the requirements of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), the Company is required to annex to the report of the Board of Directors, a secretarial audit report, obtained from a company secretary in practice, in such form as prescribed under the Companies Act, 2013. Regulation 24A of the Listing Regulations, stipulates that basis the recommendation of the Audit Committee and the Board of Directors, the appointment of secretarial auditors shall be approved by the shareholders of the company. As per the amendments brought in the said Regulations, the board of directors of the Company requires to appoint the Secretarial Auditors for a continuous period of five years, with the approval of shareholders in the Annual General Meeting.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 14 August, 2025 considering the past performance, understanding of the Company's operations, systems and processes and experience and expertise, has recommended the appointment of M/s. Rathi & Associates, Practicing Company Secretaries (Firm Registration Number: P1988MH011900), a Peer Reviewed Firm as the Secretarial Auditors of the Company to hold office for the first term of five consecutive years i.e. from the financial year 2025 - 2026 till the financial year 2029 - 2030 at a proposed annual secretarial audit fees of ₹ 2,00,000/- (Rupees Two Lacs only), payable in one or more tranches, plus applicable taxes and reimbursement of out-of-pocket expenses as may be incurred in connection with performing the secretarial audit of the Company, with the power of the Audit Committee / Board to alter and vary the terms and conditions of appointment, revision in the fees during the tenure of the Auditors, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

The said firm holds the 'Peer Review' certificate bearing No. 6391/2025 issued by the Institute of Company Secretaries of India and have further confirmed that they have not incurred any disqualification and are eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the Listing Regulations.

Additionally, the Company also like to avail certification/ reporting services from M/s. Rathi & Associates, as may be required by banks/ lenders/ government bodies/ other persons, and also such other permitted services that the secretarial auditors, can render under the applicable law, for which they shall be remunerated separately as per the approval of the Board of Directors and as mutually agreed with M/s. Rathi & Associates, Company Secretaries.

Pursuant to Regulation 24A of SEBI Listing Regulations as amended, the brief profile of Rathi & Associates, Company Secretaries, is as under:

M/s. Rathi & Associates was set up in 1988 and has over 3 decades of successful track record of catering to corporate secretarial requirements of listed companies, closely held public and private companies, NBFCs, JV companies, Section 8 companies, Companies Limited by Guarantee, Limited Liability Partnerships (LLPs) and branch and liaison offices of foreign companies. The firm renders various services such as corporate secretarial services, audits and due diligence of statutory compliances and corporate governance measures, matters related to with National Company Law Tribunal and client representations, legal opinions, etc.

The Board of Directors recommends the resolution, as set out in Item No. 3 of this Notice to be passed as an ordinary resolution by the members.

None of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at Item No. 3 of this Notice.

Item No. 4: To approve revision in remuneration of Mr. Amritanshu Kajaria appointed as Manager Operations and holding an office or place of profit in the Company.

The Companies Act, 2013 and SEBI Listing Regulations aim to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) governs the related party's transactions.

Mr. Amritanshu Kajaria son of Mr. Arvind Kajaria (Managing Director and Promoter of the Company) was appointed as Manager - operations and is holding a place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), at a monthly salary of ₹ 2,87,500/- per month as per the resolution to this effect approved by shareholders in the Annual General Meeting held on 24th day of September, 2024.

Mr. Amritanshu Kajaria, oversee the end-to-end operational functions of the Company, which is crucial to provide impetus to the expanding national Business in the emerging market scenario. He is focusing on tapping the potential markets. He oversees the performance of the e-commerce platform, ensuring fast load times, minimal downtime, smooth user experience and co-ordinates backend systems for inventory, warehousing and shipping to ensure timely and accurate deliveries. He manages relationships with payment gateways, logistics partners and tech vendors to maintain operational continuity. Considering his qualification, experience, present role and duties, it is recommended to revise the remuneration payable to him from ₹ 34,50,000/- per annum (Rupees Thirty-

Four Lacs Fifty Thousand only) to ₹ 42,50,000/- per annum (Rupees Forty-Two Lacs Fifty Thousand only) w.e.f. 01.10.2025.

As per the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations, any material modification in transaction with related party requires the approval of shareholders. The said revision is at arm's length basis.

The information as per Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)"

Sl. No.	Particulars	Details
1.	The Board of Directors confirm that:	a) the RPTs to be entered into are not prejudicial to the interest of public shareholders; and b) the terms and conditions of the RPT are not unfavourable to the listed entity, compared to the terms and conditions, had similar transaction been entered into with an unrelated party;
2.	Shareholding of the related party, whether direct or indirect, in the Company	Nil
3.	Total amount of all the transactions undertaken by the Company or subsidiary with the related party during each of the last three financial years	₹ 109.83 Lacs
4.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / Shareholders)	₹ 11.50 Lacs
5.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes
6.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years	No
7.	Total amount of all the proposed transactions being placed for approval in the current meeting	₹ 27 Lacs
8.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards	No
9.	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	0.0532%
10.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 30 September 2027
11.	Whether omnibus approval is being sought?	Yes
12.	Justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the Company and its public shareholders	Mr. Amritanshu Kajaria, oversee the end-to-end operational functions of the Company, which is crucial to provide impetus to the expanding national Business in the emerging market scenario. He is focusing on tapping the potential markets. He oversees the performance of the e-commerce platform, ensuring fast load times, minimal downtime, smooth user experience and co-ordinates backend systems for inventory, warehousing and shipping to ensure timely and accurate deliveries. He manages relationships with payment gateways, logistics partners and tech vendors to maintain operational continuity.
13.	Details of the promoter(s) / director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly	Mr. Arvind Kajaria Managing Director, father of Mr. Amritanshu Kajaria, is interested in the proposed resolution.

The Board of Directors recommends the resolution, as set out in Item No. 4 of this Notice to be passed as an ordinary resolution by the members. None of the related parties will vote to approve the said resolution.

Except Mr. Arvind Kajaria, Mr. Sharad Kajaria, directors and Mrs. Padma Kajaria, Promoter and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

Item No. 5: To Re-appoint Mr. Arvind Kajaria (DIN: 00106901), as Managing Director of the Company.

The current tenure of Mr. Arvind Kajaria as the Managing Director expires on 31 March 2026. The Board of Directors of the Company at its meeting held on 14 August 2025, as per the recommendation of the Nomination and Remuneration Committee, Audit Committee and subject to approval of the Shareholders, approved re-appointment of Mr. Arvind Kajaria as the Managing Director of the Company for a period of 3 (three) years w.e.f. 01 April 2026 till 31 March 2029.

The specific terms of appointment including remuneration payable to Mr. Arvind Kajaria as Managing Director and other main terms and conditions of the appointment are as under:

- A. Period of Appointment:** 3 (three) years i.e. from 01 April 2026 to 31 March 2029.
- B. Basic Salary:** ₹ 4,00,000/- (Rupees Four Lacs only) per month.
- C. Perquisites:**
 - 1. Housing:** Fully furnished residential accommodation, the cost of which shall not exceed 50% of the basic salary per annum or HRA in lieu thereof.
 - 2. Provision of a Car:** Actual running & maintenance expenses will be borne by the Company.
- D. Termination:** Appointment may be terminated by either party by giving to the other party three months' notice.
- E.** The Managing Director shall be liable to retire by rotation.
- F. Other Terms:**
 - 1. Subject to superintendence, control and direction of the Board of Directors of the Company, the Managing Director shall exercise and perform such powers and duties as the Board of Directors of the Company ("the Board") may from time to time determine and shall also do and perform all such other acts, things and deeds which in the ordinary course of business he considers necessary in the interest of the Company.
 - 2. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 and Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to duties and obligations of directors.
 - 3. The Managing Director shall adhere to the Company's Code of Conduct for Board members and Senior Management for business conduct & Ethics for Directors and Senior Management and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Company.

As per the provisions of Section 196 read with Schedule V of the Companies Act, 2013 and the rules made thereof, appointment of Managing Director is subject to the approval of members. The Board of Directors recommends the resolution set out at Item No. 5 of the Notice to be approved by way of Special resolution, within the meaning of Companies Act, 2013.

The information as regards Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are disclosed hereinafter and forms part of this notice.

Except Mr. Arvind Kajaria, the appointee and Mr. Sharad Kajaria, Whole-Time Director of the Company and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in resolution set-out under Item No. 5 of this Notice.

Item No. 6: To Re-appoint Mr. Sharad Kajaria (DIN: 00108036) as Whole-Time Director of the Company.

The current tenure of Mr. Sharad Kajaria as the Whole-Time Director expires on 31 March 2026. The Board of Directors of the Company at its Meeting held on 14 August 2025 as per the recommendation of the Nomination and Remuneration Committee and subject to approval of the Shareholders, approved re-appointment of Mr. Sharad Kajaria as the Whole-Time Director of the Company for a period of 3 (three) years w.e.f. 01 April 2026 till 31 March 2029.

The specific terms of appointment including remuneration payable to Mr. Sharad Kajaria as Whole-Time Director and other main terms and conditions of the appointment are as under:

- A. Period of Appointment:** 3 (three) years i.e. from 01 April 2026 to 31 March 2029.
- B. Basic Salary:** ₹ 3,75,000/- (Rupees Three Lac Seventy-Five Thousand only) per month.
- C. Perquisites:**
 - 1. Housing:** Fully furnished residential accommodation, the cost of which shall not exceed 50% of the basic salary per

annum or HRA in lieu thereof.

2. Provision of a Car: Actual running & maintenance expenses will be borne by the Company.

D. Termination: Appointment may be terminated by either party by giving to the other party three months' notice.

E. The Whole-Time Director shall be liable to retire by rotation.

F. Other Terms:

1. Subject to superintendence, control and direction of the Board of Directors of the Company, the Whole-Time Director shall exercise and perform such powers and duties as the Board of Directors of the Company ("the Board") may from time to time determine and shall also do and perform all such other acts, things and deeds which in the ordinary course of business he considers necessary in the interest of the Company.
2. The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 and Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to duties and obligations of directors.
3. The Whole-Time Director shall adhere to the Company's Code of Conduct for Board members and Senior Management for business conduct & Ethics for Directors and Senior Management and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Company.

As per the provisions of Section 196 read with Schedule V of the Companies Act, 2013 and the rules made thereof, appointment of Whole time Director is subject to the approval of members. The Board of Directors recommends the resolution set out at Item No. 6 of the Notice to be approved by Special resolution within the meaning of Companies Act, 2013.

Except Mr. Sharad Kajaria and Mr. Arvind Kajaria, Managing Director of the Company and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in resolution as set-out under Item No. 6 of this Notice.

The information as regards Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is disclosed hereinafter and forms part of this notice.

INFORMATION PURSUANT TO SCHEDULE V AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 FOR THE RESOLUTIONS SET OUT AS ITEM NOS. 5 & 6 FOR THE RESPECTIVE RE-APPOINTMENTS OF MANAGING DIRECTOR AND WHOLE-TIME DIRECTOR:

I. General Information:

1. Nature of Industry: IT Enabled Services
2. Date or expected date of commencement of commercial production: Not Applicable
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators for the last three financial years on consolidated basis:

Particulars	(₹ in Lacs)		
	2024 - 2025	2023 - 2024	2022 - 2023
Total Income	1470.54	1434.74	1087.42
Profit before Tax	204.76	455.16	117.34
Less: Provision for Income Tax (Including Deferred Tax)	148.15	170.42	103.29
Profit after Tax	56.61	284.74	14.05
Dividend for the Year	Nil	Nil	Nil

5. Foreign Investments or Collaborations, if any: The Company has Three Foreign Wholly - Owned Subsidiaries viz.;
 - a. 123Stores, Inc. (USA)
 - b. 123Greetings.com, Inc. (USA)
 - c. Intrasoftware Ventures Pte. Ltd. (Singapore)

The Company do not have any other foreign collaboration.

II. Information about the appointee:

Sl. No.	Particulars	Mr. Arvind Kajaria	Mr. Sharad Kajaria
1.	Background details	Mr. Arvind Kajaria is a Commerce Graduate and also holds Bachelor's degree in Business Administration from Adelphi University, New York. He is one of the Promoters of the Company. He has vast experience in Finance, Marketing, Management and Investor Relations.	Mr. Sharad Kajaria is a Commerce Graduate. He is one of the promoters of the Company. He is designated as Whole-Time Director of the Company. He is well-versed with all the aspects of the Company's business operations and Technology Developments and Upgradations and Investor Relations.
2.	Recognition or Awards	Award winner at the Leadership Training Programme by Dale Carnegie (USA).	His knack of understanding new media has been instrumental in the Company's strategic technological initiatives.
3.	Past Remuneration	2024 - 2025 ₹ 72.11 lacs p.a.	2024 - 2025 ₹ 67.61 lacs p.a.
4	Job Profile and his suitability	He is serving as the Managing Director of the Company. He has been the Chairman of the Board since 1998 and has been the driving force behind the Company, especially in areas of business development, expansion, operations, strategic planning and execution. As a management professional with over 35 years of experience, he has built a world-class enterprise and made revolutionary contributions to the internet revolution. He looks after day-to-day affairs including Finance, Marketing, Investors Relation and overall management of the Company.	Sharad Kajaria is the Whole-Time Director of the Company and has been actively associated with it since its incorporation. With over 26 years of experience in internet technologies, He spearheaded realigning the business with a stronger focus on new technology, innovation, systems and process re-engineering along with expansions of scale. His intuitive sense of advanced technology and his knack of understanding new media has been instrumental in the Company's strategic technological initiatives. He looks after overall business of the Company.
5	Remuneration proposed	As mentioned in the attached explanatory statement.	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	It is not possible to find out comparative remuneration in the industry with respect to profile and position. The remuneration proposed for Managing Director and Whole-Time Director is purely based on merits.	
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	The Managing Director and Whole-Time Director do not have any pecuniary relationship with the Company, except remuneration drawn as Managing Director / Whole-Time Director and as a Shareholder to the extent of their shareholding in the Company. Mr. Arvind Kajaria and Mr. Sharad Kajaria are brothers.	

III. OTHER INFORMATION:

1. Reasons of loss or inadequate Profits: During the year under review the Company saw only a slight increase in Revenue from operations due to competitive pressure in the e-greetings business. This in turn led to overhead costs putting greater pressure on margins. A combination of these factors adversely impacted profitability.
2. Steps taken or proposed to be taken for improvement: The Company has initiated measures to improve profitability. Investment in technology, to improve operational efficiency and to better the customer experience, is expected to have a positive impact on profitability.
3. Expected increase in productivity and profits in measurable terms: The Company is consciously undertaking measures to improve profitability. However, given the dynamic nature of the e-greetings industry, it would be difficult to predict the impacts in measurable terms. But, the Company has a positive long-term business outlook.

IV. DISCLOSURES:

The remuneration package along with relevant details paid to Mr. Arvind Kajaria and Mr. Sharad Kajaria has been mentioned here-in-above and in the report on Corporate Governance attached to Directors' Report. There is no severance fee or stock options being granted to Mr. Arvind Kajaria, Managing Director and Mr. Sharad Kajaria, Whole-Time Director.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name	Arvind Kajaria	Sharad Kajaria
Date of Birth	17 December 1964	17 March 1976
Date of proposed Appointment / Re-Appointment (w.e.f.)	01 April 2026	01 April 2026
Qualification	B. Com, Degree in Business Administration from Adelphi University, New York (MBA)	B. Com.
Brief Resume	Mr. Arvind Kajaria is a Commerce Graduate and also holds Bachelor's degree in Business Administration from Adelphi University, New York. He is one of the Promoters of the Company. He has vast experience in Finance, Marketing, Management and Investor Relations	Mr. Sharad Kajaria is a Commerce Graduate. He is one of the promoters of the Company. He is designated as Whole-Time Director of the Company. He is well-versed with all the aspects of the Company's business operations and Technology Developments and up gradations
Area of Expertise	Finance, Marketing and Management, Investor Relations	Business Operations, Internet Technologies & Software
Experience	35 years	26 years
Other directorship in Listed Entities	Nil	Nil
Name of the other Companies in Committees of which holds Membership / Chairmanship	Nil	Nil
Disclosure of relationship between Directors inter-se	Except Mr. Sharad Kajaria, brother of Mr. Arvind Kajaria, none of the Directors / Key Managerial Personnel of the Company / their relative are, related to Mr. Arvind Kajaria	Except Mr. Arvind Kajaria, brother of Mr. Sharad Kajaria, none of the Directors / Key Managerial Personnel of the Company / their relative are, related to Mr. Sharad Kajaria
No. of Board Meetings attended during Financial Year 2024 - 2025	7	7
Number of Equity Shares held (as on 31 March 2025)	2811797	2812500