

# *Rathi & Associates*

## **COMPANY SECRETARIES**

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
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### **ANNUAL SECRETARIAL COMPLIANCE REPORT**

*(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

**of**

**Intrasoft Technologies Limited ("the Company")  
for the Financial Year ended March 31, 2025**

We have been appointed by the Company to submit the Annual Secretarial Compliance Report Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2025,

#### **We have examined:**

- (a) all the documents and records made available to us and explanation provided by the Company and its officers;
- (b) the filings/ submissions made by the Company to the Stock Exchanges;
- (c) website of the Company; and
- (d) document / filings, made by the Company and made available to us, which has been relied upon to make this Report,

**for the Financial Year ended on March 31, 2025 ("Review Period") in respect of compliance with the provisions of:**

- (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").



**The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, includes: -**

- (a) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- (b) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- (c) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
- (d) the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

**Provisions of the following Regulations and circulars / guidelines issued under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and circulars / guidelines issued thereunder were not applicable to the Company during the Reporting Period:**

- (a) the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; as amended;
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; as amended;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; as amended
- (d) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; as amended; and
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

and circulars / guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:



- (a) The Company has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	-	-	-	-	-	-

- (b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations / Remarks of the Practicing Company Secretary	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any	Remedial actions, if any,	Comments of the PCS on the actions taken by the Company
1.	The Company has not appointed Independent Director of the Company on the Board of the material subsidiary i.e. 123 Stores Inc.	March 31, 2024	Regulation No. 24(1)	Non appointment of the Independent Director of the Company on the Board of the unlisted material subsidiary.	The Board of Directors at their meeting held on Feb 13, 2025	The Company has complied with the said regulation on February 13, 2025



						approved to nominate one of the Independent Director on the board of unlisted material subsidiary	
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We hereby report that, during the review period the compliance status of the Company with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS
1.	<u>Secretarial Standards</u>  The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u>  • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Company.  • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI.	Yes  Yes	-  -
3.	<u>Maintenance and disclosures on Website:</u>  • The Company is maintaining a functional website.  • Timely dissemination of the documents / information under a separate section on the website.  • Web-links provided in Annual Corporate Governance Reports under Regulation 27 (2) are accurate and specific which re-directs to the relevant document (s) / section of the website.	Yes  Yes  Yes	-  -  -
4	<u>Disqualification of Director:</u>  None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	-
5.	<u>To examine details related to Subsidiaries of the Company:</u>		



	(a) Identification of Material Subsidiary Companies.	Yes	-
	(b) Requirements with respect to disclosure of Material as well as other Subsidiaries.	Yes	-
6.	<u>Preservation of Documents:</u>  The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<u>Performance Evaluation:</u>  The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every Financial Year / during the Financial Year as prescribed in SEBI Regulations.	Yes	-
	<u>Related Party Transactions:</u>		
8.	(a) The Company has obtained prior approval of Audit Committee for all related party transactions.	Yes	-
	(b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.	NA	The Company had obtained prior approval of Audit Committee for all Related Party Transactions.
9.	<u>Disclosure of events or information:</u>  The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-



10.	<u>Prohibition of Insider Trading:</u>  The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No action (s) has been taken against the Company / its Promoters / Directors / Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder  or  <del>The actions taken against the Company / its Promoters/ Directors/ Subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</del>	Yes	-
12.	<u>Resignation of Statutory Auditors from the Company or its Material Subsidiaries:</u>  In case of resignation of Statutory Auditors from the Company or any of its Material Subsidiaries during the Financial Year, the Company and / or its Material Subsidiary(ies) has / have complied with Paragraph 6.1 and 6.2 of Section V – D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the Company.	Yes	
13.	<u>Additional Non-compliances, if any:</u>  No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	Yes	-

We further, report that the Company is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations – N. A.





**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the Company.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For RATHI & ASSOCIATES  
COMPANY SECRETARIES**



A handwritten signature in blue ink, appearing to read "Jayesh M. Shah", written over the circular stamp.

**JAYESH M. SHAH-  
PARTNER**

**MEM No. FCS: 5637**

**COP No. 2535**

**UDIN: F005637G000484313**

**Peer Review Cert. No: 6391/2025**

**Firm Registration No. P1988MH011900**

**Date: May 29, 2025**

**Place: Mumbai**