

**FORM NO. MGT-7**

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

**Annual Return**

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

**I. REGISTRATION AND OTHER DETAILS**

(i) \* Corporate Identification Number (CIN) of the company

L24133MH1996PLC197857

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACI5273N

(ii) (a) Name of the company

INTRASOFT TECHNOLOGIES LII

(b) Registered office address

A-502, Prathamesh, Raghuvanshi Mills Ltd. Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai  
Maharashtra  
400013

(c) \*e-mail ID of the company

intrasoft@itlindia.com

(d) \*Telephone number with STD code

02224912123

(e) Website

www.itlindia.com

(iii) Date of Incorporation

27/02/1996

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	Bombay Stock Exchange Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 29/10/2020

(b) Due date of AGM 31/12/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J7	Data processing, hosting and related activities; web portal	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	123Greetings.Com, Inc USA		Subsidiary	100
2	One Two Three Greetings ( Ind	U72900MH2007PTC167426	Subsidiary	100



3	Intrasoft Ventures Pte. Ltd. ( Sri Lanka )		Subsidiary	100
4	123Stores, Inc (USA)		Subsidiary	100
5	123Stores E Commerce Private Limited	U74900WB2015PTC206149	Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,250,000	14,731,678	14,731,678	14,731,678
Total amount of equity shares (in Rupees)	252,500,000	147,316,780	147,316,780	147,316,780

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	25,250,000	14,731,678	14,731,678	14,731,678
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	252,500,000	147,316,780	147,316,780	147,316,780

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	14,731,678	147,316,780	147,316,780	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	14,731,678	147,316,780	147,316,780	
<b>Preference shares</b>				
At the beginning of the year	0	0	0	



<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name



(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

V. \* Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

69,005,633

(ii) Net worth of the Company

1,106,825,804

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,024,297	47.68	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	7,024,297	47.68	0	0

Total number of shareholders (promoters)

3

(b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,066,437	27.6	0	
	(ii) Non-resident Indian (NRI)	151,095	1.03	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	5,856	0.04	0	
3.	Insurance companies	114	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,968,764	13.36	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,486,885	10.09	0	
10.	Others NBFCs Registered with RBI+	28,230	0.19	0	
	<b>Total</b>	7,707,381	52.31	0	0

**Total number of shareholders (other than promoters)**

7,575

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7,578

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

8

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CATHOLIC ENDOWME	DEUTSCHE BANK AG, DB HOUSE H			37,326	0.25
GP EMERGING MARKE	DEUTSCHE BANK AG, DB HOUSE H			314,365	2.13
MASSACHUSETTS INS	DEUTSCHE BANK AG, DB HOUSE H			126,590	0.86
SPARROW ASIA DIVER	STANDARD CHARTERED BANK Sec			5,000	0.03
THE RAM FUND, LP	CITIBANK N.A. CUSTODY SERVICES			332,629	2.26
THE TIFF KEYSTONE	DEUTSCHE BANK AG, DB HOUSE H			48,936	0.33
TIFF GLOBAL EQUITY I	DEUTSCHE BANK AG, DB HOUSE H			18,903	0.13
UNIVERSITY OF NOTRE	DEUTSCHE BANK AG, DB HOUSE H			1,085,015	7.37

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	8,143	7,575
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	0	2	0	38.18	0
<b>B. Non-Promoter</b>	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>4</b>	<b>2</b>	<b>4</b>	<b>38.18</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Arvind Kajaria	00106901	Managing Director	2,811,797	



Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sharad Kajaria	00108036	Whole-time director	2,812,500	
Rupinder Singh	02815733	Director	0	
Anil Agarwal	00122053	Director	0	
Savita Agarwal	00062183	Director	0	
Ashok Bhandari	00012210	Director	0	
Mohit Kumar Jha	AFQPJ3755G	CFO	100	
Pranvesh Tripathi	ACWPT9367K	Company Secretary	8	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	10/09/2019	7,806	44	22.53

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/05/2019	6	5	83.33
2	12/08/2019	6	5	83.33
3	12/11/2019	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	12/02/2020	6	6	100

#### C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/05/2019	4	4	100
2	Audit Committee	12/08/2019	4	4	100
3	Audit Committee	12/11/2019	4	4	100
4	Audit Committee	12/02/2020	4	4	100
5	Stakeholders Forum	12/11/2019	4	4	100
6	Stakeholders Forum	12/02/2020	4	4	100
7	Nomination and Remuneration Committee	28/05/2019	4	3	75
8	Business Advisory Committee	12/08/2019	2	2	100
9	Business Advisory Committee	12/11/2019	2	2	100
10	Business Advisory Committee	12/02/2020	2	2	100

#### D. \* ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/10/2020
								(Y/N/NA)
1	Arvind Kajaria	4	4	100	9	9	100	Yes
2	Sharad Kajaria	4	3	75	0	0	0	No
3	Rupinder Singh	4	4	100	7	7	100	Yes
4	Anil Agarwal	4	4	100	7	7	100	No
5	Savita Agarwal	4	4	100	5	5	100	Yes



6	Ashok Bhandari	4	3	75	6	5	83.33	No
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#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arvind Kajaria	Managing Director	7,200,000	0	0	10,800	7,210,800
2	Sharad Kajaria	Whole-time Director	6,750,000	0	0	10,800	6,760,800
	Total		13,950,000	0	0	21,600	13,971,600

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mohit Kumar Jha	Chief Financial Officer	3,938,000	0	0	0	3,938,000
2	Pranvesh Tripathi	Company Secretary	2,709,000	0	0	0	2,709,000
	Total		6,647,000	0	0	0	6,647,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rupinder Singh	Independent Director	0	0	0	220,000	220,000
2	Anil Agarwal	Independent Director	0	0	0	220,000	220,000
3	Savita Agarwal	Independent Director	0	0	0	180,000	180,000
4	Ashok Bhandari	Independent Director	0	0	0	160,000	160,000
	Total		0	0	0	780,000	780,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☒ Yes ☐ No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Jayesh Shah

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2535

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

27

dated

30/06/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ARVIND  
KAJARIA

DIN of the director

00106901

To be digitally signed by

PRANVESH  
RAMCHHADI  
LA TRIPATHI

☒ Company Secretary

☐ Company secretary in practice

Membership number

16724

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

ITLShareholderListMGT7SSH.pdf  
ITLFPISHH31032020.pdf  
ITL MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



**MINISTRY OF CORPORATE AFFAIRS**

**RECEIPT**

**G.A.R.7**

**SRN : R78311750**

**Service Request Date : 28/12/2020**

**Payment made into : HDFC Bank**

**Received From :**

**Name :** Himanshu Kamdar

**Address :** Rath and Associates, Company Secretaries

A -303, Prathamesh , 3rd Floor , Raghuvanshi Mills Compound, 11-12, Senapati Bapat Ma

Mumbai, Maharashtra

India - 400013

**Entity on whose behalf money is paid**

**CIN:** L24133MH1996PLC197857

**Name :** INTRASOFT TECHNOLOGIES LIMITED

**Address :** A-502, Prathamesh, Raghuvanshi Mills Ltd. Compound

Senapati Bapat Marg, Lower Parel

Mumbai, Maharashtra

India - 400013

**Full Particulars of Remittance**

**Service Type:** eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2020	Normal	600.00
<b>Total</b>		<b>600.00</b>

**Mode of Payment:** Internet Banking - HDFC Bank

**Received Payment Rupees:** Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)