

| General information about company | |
|--|--------------------------------|
| Scrip code | 533181 |
| NSE Symbol | ISFT |
| MSEI Symbol | NOTLISTED |
| ISIN | INE566K01011 |
| Name of the entity | INTRASOFT TECHNOLOGIES LIMITED |
| Date of start of financial year | 01-04-2021 |
| Date of end of financial year | 31-03-2022 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2022 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities |




ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **IntraSoft Technologies Limited**
2. Quarter ending **31-Mar-2022**

i. Composition Of Board Of Director

| T it le (M r / M s) | Name of the Director | DIN | PAN | Cat egor y (Ch airp erso n /Exec utive/ Non- Exec utive/ Indep ende nt/ Nomi nee) | Sub Cate gory | Initial Date of Appoint ment | Date of Appoint ment | Date of cessati on | Ten ure | Date of Birth | Whet her speci al resol ution pass ed? | Dat e of pas sin g spe cial resol ution | No. of Direc torshi p in listed entiti es inclu ding this listed entity | No of Inde pend ent Direc torshi p in listed entiti es inclu ding this listed entity | No of memb ership s in Audit/ Stake holder Comm ittee(s) includi ng this listed entity | No of post of Chair perso n in Audit/ Stake holder Com mittee held in listed entitie s includi ng this listed entity | Me mbe rshi p in Co mmi tee s of the Co mpa ny | Re mar ks |
|--|----------------------------|--------------|----------------|---|---------------------|---------------------------------------|----------------------------|--------------------------|------------|------------------|---|---|---|--|--|--|---|-----------------|
| Mr. | Arvind Kajaria | 0010 6901 | AGDPK 5670M | C ,ED | MD | 01-Apr- 2014 | 01-Apr- 2020 | | | 17-Dec- 1964 | NA | | 1 | 0 | 2 | 0 | AC,SC | |
| Mr. | Sharad Kajaria | 0010 8036 | AFWPK 8887L | ED | | 01-Apr- 2014 | 01-Apr- 2020 | | | 17-Mar- 1976 | NA | | 1 | 0 | 0 | 0 | | |
| Mr. | Anil Agarwal | 0012 2053 | AFGPA 8054H | ID | | 29-Oct- 2010 | 28-Aug- 2019 | | 31 | 07-Feb- 1959 | NA | | 1 | 1 | 2 | 1 | AC,SC ,NRC | |
| Mr. | Rupinder Singh | 0281 5733 | AMEPS 7842Q | ID | | 12-Oct- 2009 | 28-Aug- 2019 | | 31 | 02-Jan- 1959 | NA | | 1 | 1 | 2 | 0 | AC,SC ,NRC | |



| | | | | | | | | | | | | | | | | | | |
|-------|----------------|-----------|-------------|----|--|-------------|-------------|-------------|----|-------------|----|--|---|---|---|---|------------|--|
| Mr s. | Savita Agarwal | 0006 2183 | ADSPG 1780C | ID | | 30-Jun-2014 | 29-Jun-2019 | | 33 | 22-Jun-1972 | NA | | 1 | 1 | 1 | 1 | AC,N RC | |
| Mr. | Ashish Arun | 0643 1791 | AKBPA 0948H | ID | | 14-Mar-2022 | 14-Mar-2022 | | 0 | 21-Sep-1985 | NA | | 1 | 1 | 0 | 0 | AC,SC ,NRC | |
| Mr. | Ashok Bhandari | 0001 2210 | ADUPB 5894Q | ID | | 18-Mar-2017 | 18-Mar-2022 | 18-Mar-2022 | 60 | 02-Feb-1953 | NA | | 6 | 6 | 8 | 1 | SC,NR C | |
| | | | | | | | | | | | | | | | | | | |

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| Company Remarks | 1. Mr. Ashish Arun appointed as an Additional Director in the category of Independent Director by the Board wef 14.3.2022 subject to approval of the shareholders within 3 months of appointment.2. Mr. Ashok Bhandari ceased to be an Independent director on completing his 5 year term on 17.3.2022. |
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Savita Agarwal | ID | Chairperson | 30-Jun-2014 | |
| 2 | Rupinder Singh | ID | Member | 30-Jun-2014 | |
| 3 | Anil Agarwal | ID | Member | 30-Jun-2014 | |
| 4 | Arvind Kajaria | C,ED | Member | 30-Jun-2014 | |
| 5 | Ashish Arun | ID | Member | 14-Mar-2022 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|



| | | | | | |
|---|----------------|------|-------------|-------------|-------------|
| 1 | Anil Agarwal | ID | Chairperson | 30-Jun-2014 | |
| 2 | Rupinder Singh | ID | Member | 30-Jun-2014 | |
| 3 | Arvind Kalaria | C,ED | Member | 30-Jun-2014 | |
| 4 | Ashok Bhandari | ID | Member | 18-Mar-2017 | 18-Mar-2022 |
| 5 | Ashish Arun | ID | Member | 14-Mar-2022 | |

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|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

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| Company Remarks | Not Applicable |
| Whether Permanent chairperson appointed | |

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Rupinder Singh | ID | Chairperson | 30-Jun-2014 | |
| 2 | Savita Agarwal | ID | Member | 30-Jun-2014 | |
| 3 | Anil Agarwal | ID | Member | 30-Jun-2014 | |
| 4 | Ashok Bhandari | ID | Member | 18-Mar-2017 | 18-Mar-2022 |
| 5 | Ashish Arun | ID | Member | 14-Mar-2022 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 12-Nov-2021 | 11-Feb-2022 | Yes | 5 | 4 |



| | | | | |
|--|-------------|-----|---|---|
| | 14-Mar-2022 | Yes | 6 | 4 |
|--|-------------|-----|---|---|

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|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 90 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-------------------------------------|--|---|--|-----------------------------|---|
| Audit Committee | 12-Nov-2021 | | Yes | 4 | 3 |
| Stakeholders Relationship Committee | 12-Nov-2021 | | Yes | 4 | 3 |
| Audit Committee | | 11-Feb-2022 | Yes | 3 | 3 |
| Stakeholders Relationship Committee | | 11-Feb-2022 | Yes | 3 | 3 |
| Nomination & Remuneration Committee | | 14-Mar-2022 | Yes | 4 | 4 |

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|--|---|
| Company Remarks | The earlier Meeting of Nomination and Remuneration Committee was held on 30-06-2020 in FY 2020-2021. Hence, the actual gap between two Meetings of Nomination and Remuneration Committee is 622 days. However, the gap of days in the sheet is being pre-filled up as 30 Days only on validation. |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 90 |



v. **Related Party Transactions**

| Subject | Compliance status (Yes/No/NA) | Remark |
|--|--|---------------|
| Whether prior approval of audit committee obtained | Not Applicable | |
| Whether shareholder approval obtained for material RPT | Not Applicable | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |


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| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
|---|--|

VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Pranvesh Tripathi**
 Designation : **Company Secretary & Compliance Officer**



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | | |
|--|--------------------------|-----------------------|------------------|
| Item | Compliance status | Company Remark | Website |
| As per regulation 46(2) of the LODR: | | | |
| Details of business | Yes | | www.itlindia.com |
| Terms and conditions of appointment of | Yes | | www.itlindia.com |
| Composition of various committees of | Yes | | www.itlindia.com |
| Code of conduct of board of directors and | Yes | | www.itlindia.com |
| Details of establishment of vigil mechanism/ | Yes | | www.itlindia.com |
| Criteria of making payments to non- | Yes | | www.itlindia.com |
| Policy on dealing with related party | Yes | | www.itlindia.com |
| Policy for determining 'material' subsidiaries | Yes | | www.itlindia.com |
| Details of familiarization programs imparted | Yes | | www.itlindia.com |
| Email address for grievance redressal and other relevant details entity who are | Yes | | www.itlindia.com |
| Contact information of the designated | Yes | | www.itlindia.com |
| Financial results | Yes | | www.itlindia.com |
| Shareholding pattern | Yes | | www.itlindia.com |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | | |
| Schedule of analyst or institutional investor meet and presentations made by the listed | Yes | | www.itlindia.com |
| New name and the old name of the listed | Yes | | www.itlindia.com |
| Advertisements as per regulation 47 (1) | Yes | | www.itlindia.com |
| Credit rating or revision in credit rating | Yes | | www.itlindia.com |
| Separate audited financial statements of | Yes | | www.itlindia.com |
| As per other regulations of the LODR: | | | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | www.itlindia.com |
| Materiality Policy as per Regulation 30 | Yes | | www.itlindia.com |
| Dividend Distribution policy as per | Not | | |



| | | | |
|---|--------------------------|-------------------|-----------------------|
| It is certified that these contents on the | Yes | | www.itlindia.com |
| II Annual Affirmations | | | |
| Particulars | Regulation Number | Compliance | Company Remark |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| Board composition | 17(1), 17(1A) & 17(1B) | Yes | |
| Meeting of Board of directors | 17(2) | Yes | |
| Quorum of Board meeting | 17(2A) | Yes | |
| Review of Compliance Reports | 17(3) | Yes | |
| Plans for orderly succession for appointments | 17(4) | Yes | |
| Code of Conduct | 17(5) | Yes | |
| Fees/compensation | 17(6) | Yes | |
| Minimum Information | 17(7) | Yes | |
| Compliance Certificate | 17(8) | Yes | |
| Risk Assessment & Management | 17(9) | Yes | |
| Performance Evaluation of Independent Directors | 17(10) | Yes | |
| Recommendation of Board | 17(11) | Yes | |
| Maximum number of directorship | 17A | Yes | |
| Composition of Audit Committee | 18(1) | Yes | |
| Meeting of Audit Committee | 18(2) | Yes | |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| Meeting of nomination & remuneration committee | 19(3A) | Yes | |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) and 20(2A) | Yes | |
| Meeting of stakeholder relationship committee | 20(3A) | Yes | |



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|---|-------------------------|----------------|--|
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Not Applicable | |
| Meeting of Risk Management Committee | 22 | Not Applicable | |
| Vigil Mechanism | 22 | Yes | |
| Policy for related party Transaction | 23(1),(1A),(5),(6) | Yes | |
| Prior or Omnibus approval of Audit Committee for all related party | 23(2), (3) | Not Applicable | |
| Approval for material related party transactions | 23(4) | Yes | |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | No | The Material Subsidiary is a US Company. Board is looking for a suitable person to appointed as an Independent Director. |
| Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report | 24(2),(3),(4),(5) & (6) | Yes | |
| | 24(A) | Yes | |
| Alternate Director to Independent Director | 25(1) | Not Applicable | |
| Maximum Tenure | 25(2) | Yes | |
| Meeting of independent directors | 25(3) & (4) | Yes | |
| Familiarization of independent directors | 25(7) | Yes | |
| Declaration from Independent Director | 25(8) & (9) | Yes | |
| D & O Insurance for Independent | 25(10) | Not | |
| Memberships in Committees | 26(1) | Yes | |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |



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| Other Information | |
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

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| Other Information | |
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Name : **Pranvesh Tripathi**
Designation : **Company Secretary & Compliance Officer**



ANNEXURE IV

NOT APPLICABLE

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|--------|--------------------------------|---------------------|
| 533181 | IntraSoft Technologies Limited | Period- 31.03.2022. |
| | | |

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

| Aggregate amount advanced during six months | | | | Balance outstanding at the end of six months | | | |
|---|---|--|---|---|---|--|---|
| Promoter or any other entity controlled by them | Promoter Group or any other entity controlled by them | Directors (including relatives) or any other entity controlled by them | KMPs or any other entity controlled by them | Promoter or any other entity controlled by them | Promoter Group or any other entity controlled by them | Directors (including relatives) or any other entity controlled by them | KMPs or any other entity controlled by them |
| | | | | | | | |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--------|---------------------------------------|--|---|
| | | | |



| | | | |
|--|--|--|--|
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of Security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|---|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity | | | |



| | | | |
|---|--|--|--|
| controlled by them | | | |
| KMPs or any other entity controlled by them | | | |

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Not Applicable

Name:
Designation:
Place:
Date:

Rafiq

