

| 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 | 01-04-2022 |
| Date of end of financial year | 31-03-2023 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2023 |
| 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-March -2023**

i. Composition Of Board Of Director

| T i t l e (M r / M s) | Name of the Director | DIN | PAN | C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e) | S u b C a t e g o r y | Initial Date of Appointment | Date of Appointment | D a t e o f c e s s a t i o n | T e n u r e | Date of Birth | W h e t h e r d i r e c t o r i s d i s q u a l i f i e d ? | S t a r t d a t e o f d i s q u a l i f i c a t i o n | E n d d a t e o f d i s q u a l i f i c a t i o n | D e t a i l s o f d i s q u a l i f i c a t i o n | Curren t status | Wh e t h e r s p e c i a l r e s o l u t i o n p a s s e d ? [R e f e r R e g . 1 7 (1 A) o f L i s t i n g R e g u l a t i o n s] | D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n | No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)] | No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)] | No of memberships in Audit / Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity | Me m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y |
|--|----------------------|----------|-----------|---|---|-----------------------------|---------------------|---|----------------------------|---------------|--|---|---|---|-----------------------|--|--|--|--|--|---|--|
| Mr | Arvind Kajaria | 00106901 | AGDPK5670 | C, ED | M | 01-Apr-2014 | 01-Apr- | | | 17-Dec-1964 | No | | | | Active | NA | | 1 | 0 | 2 | 0 | AC,SC |



| | | | | | | | | | | | | | | | | | | |
|-------|----------------|--------------|-------------------------|----|-----------------|-----------------------------|--------|-----------------|--------|--|--|--------|----|---|---|---|---|---------------|
| Mr . | Sharad Kajaria | 0010 8036 | M AFWP K8887 L | ED | 01-Apr- 2014 | 2020 01- Apr- 2020 | | 17-Mar- 1976 | N o | | | Active | NA | 1 | 0 | 0 | 0 | |
| Mr . | Anil Agarwal | 0012 2053 | AFGP A8054 H | ID | 29-Oct- 2010 | 28- Aug- 2019 | 4 3 | 07-Feb- 1959 | N o | | | Active | NA | 1 | 1 | 2 | 1 | AC,SC ,NRC |
| Mr . | Rupinder Singh | 0281 5733 | AMEP S7842 Q | ID | 12-Oct- 2009 | 28- Aug- 2019 | 4 3 | 02-Jan- 1959 | N o | | | Active | NA | 1 | 1 | 2 | 0 | AC,SC ,NRC |
| Mr s. | Savita Agarwal | 0006 2183 | ADSP G1780 C | ID | 30-Jun- 2014 | 28- Jun- 2019 | 4 5 | 22-Jun- 1972 | N o | | | Active | NA | 1 | 1 | 1 | 1 | AC, NRC |
| Mr . | Ashish Arun | 0643 1791 | AKBP A0948 H | ID | 14-Mar- 2022 | 14- Mar- 2022 | 1 2 | 21-Sep- 1985 | N o | | | Active | NA | 1 | 1 | 2 | 0 | AC,SC ,NRC |

| | |
|---|---|
| Company Remarks | 1.Mr Arvind Kajaria and Mr Sharad Kajaria re-appointed as Managing Director and Wholetime Director wef 1.4.2020 to hold office upto 31.03.2023. However, they have re-appointed again wef 01.04.2023 in the AGM held on 13.09.2022 to hold office upto 31.03.2026. 2. Mr. Ashish Arun appointed as an Independent Director wef 14.03.2022 by shareholders by way of Postal ballot process on 09.06.2022. 3. Mrs. Savita Agarwal, Mr. Rupinder Singh and Mr Anil Agarwal are serving their 2nd consecutive term. |
| Whether Regular chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

ii. **Composition of Committees**

a. **Audit Committee**

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|---------------------------|----------|--------------------|---------------------|-------------------|
| 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 | |

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

b. Stakeholders Relationship Committee

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

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

c. Risk Management Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|---------------------------|----------|--------------------|---------------------|-------------------|
|---------|---------------------------|----------|--------------------|---------------------|-------------------|

| | |
|---------------------------------------|--|
| Company Remarks | |
| Whether Regular chairperson appointed | |

d. Nomination and Remuneration Committee

| Sr. No. | Name of Committee members | Category | Chairperson/Member | Date of Appointment | Date of Cessation |
|---------|---------------------------|----------|--------------------|---------------------|-------------------|
| 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 | Ashish Arun | ID | Member | 14-Mar-2022 | |

| | |
|-----------------|--|
| Company Remarks | |
|-----------------|--|



| | |
|---------------------------------------|-----|
| Whether Regular chairperson appointed | Yes |
|---------------------------------------|-----|

iii. Meeting of Board of Directors

| Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present (All directors including Independent Director) | No. of Independent Directors attending the meeting |
|---|--|---|--|--|
| 04-Nov-2022 | Yes | 6 | 6 | 4 |
| 14-Nov-2022 | Yes | 6 | 6 | 4 |
| 14-Feb-2023 | Yes | 6 | 6 | 4 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 91 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors present (All directors including Independent Director) | Number of Independent directors attending the meeting | Number of Members attending the Meeting (Other than Board of Directors) |
|-------------------------------------|---|--|--|--|---|---|
| Audit Committee | 14-Nov-2022 | Yes | 5 | 5 | 4 | 0 |
| Audit Committee | 14-Feb-2023 | Yes | 5 | 5 | 4 | 0 |
| Stakeholders Relationship Committee | 14-Nov-2022 | Yes | 4 | 4 | 3 | 0 |



| | | | | | | |
|-------------------------------------|-------------|-----|---|---|---|---|
| Stakeholders Relationship Committee | 14-Feb-2023 | Yes | 4 | 4 | 3 | 0 |
|-------------------------------------|-------------|-----|---|---|---|---|

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 91 |

v. **Related Party Transactions**

| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> | <i>Remark</i> |
|--|--------------------------------------|---------------|
| 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 | |

| | |
|--|--|
| 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 1000 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:

[Empty rectangular box for comments/observations/advice]





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 | Not | | |
| 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 | | | |

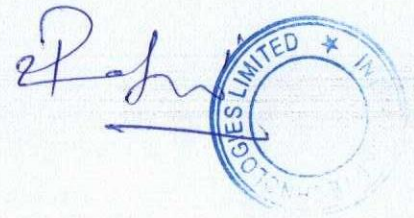


| Particulars | Regulation Number | Compliance status | Company Remark |
|--|--------------------------|--------------------------|-----------------------|
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes | |
| <i>Board composition</i> | 17(1), 17(1A) & 17(1B) | Yes | |
| <i>Meeting of Board of directors</i> | 17(2) | Yes | |
| <i>Quorum of Board meeting</i> | 17(2A) | Yes | |
| <i>Review of Compliance Reports</i> | 17(3) | Yes | |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes | |
| <i>Code of Conduct</i> | 17(5) | Yes | |
| <i>Fees/compensation</i> | 17(6) | Yes | |
| <i>Minimum Information</i> | 17(7) | Yes | |
| <i>Compliance Certificate</i> | 17(8) | Yes | |
| <i>Risk Assessment & Management</i> | 17(9) | Yes | |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes | |
| <i>Recommendation of Board</i> | 17(11) | Yes | |
| <i>Maximum number of directorship</i> | 17A | Yes | |
| <i>Composition of Audit Committee</i> | 18(1) | Yes | |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes | |
| <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes | |
| <i>Quorum of Nomination and Remuneration Committee meeting</i> | 19(2A) | Yes | |
| <i>Meeting of nomination & remuneration committee</i> | 19(3A) | Yes | |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1), 20(2) and 20(2A) | Yes | |
| <i>Meeting of stakeholder relationship committee</i> | 20(3A) | Yes | |
| <i>Composition and role of risk management committee</i> | 21(1),(2),(3),(4) | Not Applicable | |
| <i>Meeting of Risk Management Committee</i> | 21(3A) | Not Applicable | |
| <i>Vigil Mechanism</i> | 22 | Yes | |




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

| | |
|--------------------------|--|
| Other Information | |
|--------------------------|--|

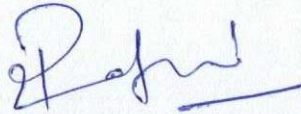


III Affirmations:

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

| | |
|--------------------------|--|
| Other Information | |
|--------------------------|--|

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



ANNEXURE IV

NOT APPLICABLE

| | | |
|-------------|-----------------------------|------------|
| 533181/ISFT | INTRASOFT TECHNOLOGIES LTD> | 31-03-2023 |
|-------------|-----------------------------|------------|

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

(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) |
|--|---------------------------------------|--|---|
| <i>Promoter or any other entity controlled by them</i> | | | |
| <i>Promoter Group or any other entity</i> | | | |



| | | | |
|---|--|--|--|
| <i>controlled by them</i> | | | |
| <i>Directors (including relatives) or any other entity controlled by them</i> | | | |
| <i>KMPs or any other entity controlled by them</i> | | | |

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



| | | | |
|------|--|--|--|
| them | | | |
|------|--|--|--|

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

| |
|--|
| |
|--|

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

| |
|--|
| |
|--|

| |
|---|
| <p>Name: Designation: Place: Date:</p> |
|---|

[Handwritten Signature]

