



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 18, 2022

Corporate Relationship Department

BSE Limited

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

Listing Department

National Stock Exchange of India Ltd

Exchange Plaza, Bandra Kurla Complex
Mumbai - 400 051

Scrip code: 533181 / ISFT

Dear Sir,

Sub: Notice of 27th Annual General Meeting, Disclosure of E-Voting and Book Closure

Ref: Intimation pursuant to Regulation 30(2) and 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject above, we wish to inform you that the 27th Annual General Meeting (AGM) of the Company will be held on Tuesday, 13th September, 2022 at 3.00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without physical presence of the Members at a common venue in terms of various recent circulars no. 02 & 03 issued by the Ministry of Corporate Affairs dated 05th May, 2022 and SEBI Circular dated 13th May, 2022.

In the said AGM, Final Dividend for the financial year 2021-2022 as recommended by the Board, if declared and approved by the Shareholders of the Company will be paid to them whose names appear in the Register of Members at the end of the day on 6th September, 2022 on or after 18th September, 2022.

In terms of Section 91 of the Companies Act, 2013 and 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 during the book closure period commencing from, Wednesday, 07th September, 2022 to Tuesday, 13th September, 2022. (Both days inclusive), for the purpose of AGM and declaration of dividend for the financial year 2021-2022.

The Cut-off Date / Record Date for the Shareholders holding shares in Dematerialised form would be Tuesday, 06th September, 2022 for the purpose of Remote E-Voting eligibility of the Shareholders and the payment of Dividend respectively.

All the Members are further informed that, the remote e-voting shall commence from 9.00 a.m. on Saturday, 10th September, 2022 up to 5.00 p.m. on Monday, 12th September, 2022. The remote e-voting shall be disabled by NSDL for voting thereafter. Any person, whose name is recorded





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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.

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

Sr. No.	Particulars	Details
1	Date of 27 th Annual General Meeting (AGM) to be held in VC/OAVM Mode at https://instameet.linkintime.co.in platform	13-09-2022
2	Book Closure Dates for the purpose of AGM and the Declaration of Dividend (For the Shareholders holding Shares in Physical Form)	07-09-2022 to 13-09-2022 (both days inclusive)
3	Cut-off Date for Remote E-Voting eligibility and Dividend if any, declared at the AGM	06-09-2022
4	Commencement and the end of Remote E-Voting	10-09-2022 at 9.00 a.m. up to-12-09-2022 at 5.00 p.m.
5	Dispatch of the Notice to the Shareholders whose e-mail id's are registered.	18-08-2022

Notice of the 27th Annual General Meeting of the Company is annexed herewith. The said Notice and Annual Report of the Company 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


Pranvesh Tripathi
Company Secretary & Compliance Officer



Encl: Notice of 27th AGM

Notice

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of IntraSoft Technologies Limited will be held on 13 September 2022 at 3.00 P.M. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business

The Venue of the Annual General Meeting be deemed as Registered Office of the Company at 502A, Prathamesh, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai- 411013.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the audited standalone financial statement of the Company for the financial year ended 31 March 2022, and the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement for the year ended 31 March 2022 along with auditors report thereon.
2. To declare Dividend on Equity Shares for the financial year ended on 31 March 2022.
3. To appoint a Director in place of Mr. Arvind Kajaria (DIN: 00106901), who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS

4. Re-appointment of 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 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 as per the recommendation of Nomination and Remuneration Committee and the Board, consent 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 2023 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 above 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 including any statutory amendments or re-enactment thereof.

RESOLVED FURTHER THAT any Director of the Company be and are 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."

5. Re-appointment of 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 recommendation of Nomination and Remuneration Committee and the Board, consent 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 2023 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 above 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 including any statutory amendments or re-enactment thereof.

RESOLVED FURTHER THAT any Director of the Company be and are 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

Place: Kolkata
Date: 30 May 2022

Pranvesh Tripathi
Company Secretary

Registered Office:

CIN: L24133MH1996PLC197857
502A, Prathamesh, Raghuvanshi Mills Compound,
Senapati Bapat Marg, Lower Parel (W),
Mumbai – 400 013
Tel: 022 2491 2123 Fax: 022 2490 3123
Email: intrasoft@itlindia.com Website: www.itlindia.com

Notes:

a) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated 05 May 2020 read with Circular No. 14 dated 08 April 2020 and Circular No. 17 dated 13 April 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021 and 02 & 03/ 2022 dated 5 May 2022 (hereinafter collectively referred to as “MCA Circulars”) and SEBI Circular dated 15 January 2021, 22 December 2021 and SEBI circular no. 62/2022 dated 13 May 2022 issued by the Securities and Exchange Board of India (SEBI) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, 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.

- b) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. 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 and Attendance Slip are 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 27th AGM and the Annual Report 2021-22 shall be available on the Website of the Company at www.itlindia.com in Financials- Annual Reports section.

Since the AGM is held through VC/ OAVM mode, no road map of the location for the venue of the AGM is annexed to the Notice.

- d) The dividend on Equity Shares, as recommended by the Board of Directors, if approved by the shareholders, will be credited / dispatched on or after 14 September 2022 to those members whose names shall appear on the Company's Register of Members on 06 September 2022. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are

furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

- e) Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 01 April 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to send the required documents in accordance with the provisions of the IT Act through email at intrasoft@itlindia.com or upload the required documents on LinkIntime India Pvt Limited's (RTA) web portal as mentioned hereinafter in the Notice.

The TDS provisions for various categories of shareholders along with required documents are provided below:

For Resident Shareholders:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Any resident shareholder	10%	Update the PAN if not already done with depositaries (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – Link Intime India Private Limited (in case of shares held in physical mode). No deduction of taxes in the following cases – <ul style="list-style-type: none"> • If dividend income to a resident Individual shareholder during FY 2021-22 does not exceed ₹5,000/- • If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.
Submitting Form 15G/ Form 15H	NIL	Eligible Shareholder providing Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years) - provided that all the prescribed eligibility conditions are met.
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	NIL	Self-declaration that it has full beneficial interest with respect to shares owned, along with self-attested copy of PAN card and registration certificate
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income.	NIL	Documentary evidence that the person is covered under section 196 of the Act.
New Pension System Trust	NIL	Documentary evidence that the Trust is established in India and are the beneficial owner of the share/shares held in the Company; and our income is exempt under Section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882; and we are submitting self-attested copy of the PAN card and registration certificate, as applicable.

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Mutual Funds	NIL	Documentary evidence that the person is covered under section 196 of the Act and a self- declaration that they are governed by the provisions of section 10(23D) of the Act along with copy of registration documents (self-attested)
Alternative Investment fund	NIL	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015 and a declaration that its income is exempt under section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI regulations. Copy of registration documents (self-attested) should be provided
Other resident shareholder without PAN/ Invalid PAN	20%	Where the PAN is either not available or is invalid, tax shall be deducted at the rate prescribed as per Section 206AA of the Act or 20%, whichever is higher.

A Valid Permanent Account Number ("PAN") will be mandatorily required. Shareholders who are required to link Aadhar number with PAN as required under section 139AA (2) read with Rule 114AAA, should compulsorily link the same. Any PAN is found to have not been linked with Aadhar then such PAN will be deemed invalid and TDS would be deducted at higher rates u/s 206AA of the Act. The Government has not prescribed the mechanism to verify the said Aadhar linking with PAN, hence in order to comply with the provisions of the Act, Company will proceed on assumption that all shareholders are in compliance with the aforesaid provisions of the Act. However, we request you to inform us well in advance, if you have not linked your Aadhar with PAN as provided in section 139AA (2) read with Rule 114AAA. The Company reserves its right to recover any demand raised subsequently on the Company for not informing the Company or providing wrong information about applicability of Section 206AA in your case.

For Non-Resident Shareholders:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Non-resident shareholders (including Foreign Institutional Investors and Foreign Portfolio Investors)	20% (plus applicable surcharge and cess) or Double Taxation Avoidance Agreement ("Tax Treaty") rate whichever is lower	<p>Non-resident shareholders may opt for tax rate under the Tax Treaty. The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the company</p> <ol style="list-style-type: none"> Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities; Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident; Self-declaration in Form 10F of the Act (refer format available on the Company's website), if all the details required in this form are not mentioned in the TRC; Self-declaration (refer format available on the Company's website) by the non-resident shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (Non-resident having PE in India would need to comply with provisions of section 206AB of the Act). In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of SEBI registration certificate. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA). <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided or if document are not in order.</p> <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.</p>

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Submitting Order under section 195(3) /197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.

- ♦ The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts .Aforesaid rates will be subject to applicability of section 206AB of the Act.
- ♦ In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration (refer format available on the Company's website) with Company in the manner prescribed by the Rules.
- ♦ In case tax on dividend is deducted at a higher rate in the absence of receipt or defect in any of the aforementioned details / documents, you will be able to claim refund of the excess tax deducted by filing your income tax return. No claim shall lie against the Company for such taxes deducted.
- ♦ For All Shareholders: The aforementioned documents (duly completed and signed) are required to be uploaded on the URL <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. On this page the user shall be prompted to select / share the following information to register their request:
 - Select the company (Dropdown)
 - Folio / DP-Client ID
 - PAN
 - Financial year (Dropdown)
 - Form selection
 - Document attachment – 1 (PAN)
 - Document attachment – 2 (Forms)
 - Document attachment – 3 (Any other supporting document).

Section 206AB of the Act

Rate of TDS @10% u/s 194 of the Act is subject to provisions of section 206AB of Act (effective from 01 July 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in section 206AB, tax is required to be deducted at higher of following rates in case of payments to specified persons:

- i. at twice the rate specified in the relevant provision of the Act; or
- ii. at twice the rate or rates in force; or
- iii. at the rate of 5%.

Where sections 206AA and 206AB are applicable i.e. the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at the higher of the two rates prescribed in these two sections.

The term 'specified person' is defined in sub section (3) of section 206AB who satisfies the following conditions:

- i. A person who has not filed the income tax return for two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing of return of income under the IT Act has expired; and
- ii. The aggregate of TDS and TCS in his case is ₹50,000 or more in each of these two previous years.

The non-resident who does not have the permanent establishment (PE) is excluded from the scope of a specified person.

Therefore, in order to comply with the provisions of the Act, and unless any mechanism is prescribed by the authorities in this regard, Company will proceed on the assumption that all shareholders are in compliance with the provisions of section 206AB of the Act. However, we request you to inform us well in advance and before cut-off date if you are covered under the definition of 'specified person' as provided in section 206AB of the Act. The Company reserves its right to recover any demand raised subsequently on the Company for not informing the Company or providing wrong information about applicability of Section 206AB in your case.

Please note that duly completed and signed documents need to be submitted on or before Saturday 27 August 2022, 6:00 p.m. IST in order to enable the Company to determine and deduct appropriate TDS/Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be considered after Saturday 27 August 2022 6:00 p.m. IST.

The Company will arrange to email a soft copy of TDS certificate to you at your registered email ID post completion of all dividend related activities.

Shareholders shall also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at new e-filing portal www.incometax.gov.in.

Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is

available to file the return of income as per the Act and claim an appropriate refund, if eligible. No claim shall, however, lie against the Company for such deduction of TDS.

- f) 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 email through their registered email address to js@rathindassociates.com with copy marked to the Company at intrasoft@itlindia.com.

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

In case the shareholder's email 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.

SEBI vide its Circular dated 21 March 2013 have asked all the listed companies that any payments to the investors shall be made through electronic mode.

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

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/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 email address and bank account details in the demat account as per the process followed and advised by the DP.
- h) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 12 May 2020, 15 January 2021, 22 December 2021 and 13 May 2022. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 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.bseindia.com and www.nseindia.com.

com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

- i) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- j) Relevant documents referred to in the accompanying Notice and the Statement are to be available and open for inspection by the members on Company's website at www.itlindia.com up to the date of the Meeting.
- k) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 07 September 2022 to Tuesday, 13 September 2022 (both days inclusive) for the purpose of payment of dividend, if declared at the Meeting.

Registers maintained under the Companies Act, 2013 and available for inspection 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.

- l) Shareholders who have not encashed their dividend warrants for the dividends declared for the financial years 2014-15 (Final) to 2021-22 (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 28 September 2021 (date of last Annual General Meeting) on the website of the Company (www.itlindia.com) and also on the website of the Ministry of Corporate Affairs.

In terms of Section 124 of Companies Act, 2013 (corresponding Section 205A and 205C of the Companies Act, 1956), 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 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.linkintime.co.in>>> and register with your following details:

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

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

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

Click "Go to 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, email id, mobile number at Company ID at intrasoft@itlindia.com from 08 September 2022 to 10 September 2022. 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, email id, mobile number at intrasoft@itlinda.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@linkintime.co.in and/ or Mr. Pranvesh Tripathi at intrasoft@itlindia.com should you have any queries on video conferencing.

- ix) The members are requested to contact on –Instameet Support Desk of Link Intime India Pvt. Ltd. at - instameet@linkintime.co.in or at the helpline number i.e. + 91 22 49186175 who need assistance for using the technology before or during the meeting.

- x) **Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: Insta MEET and for Speakers.**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. Instameet, 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 and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than at the time of AGM held through VC/ OAVM Mode, ("remote e-voting") will be provided by Link Intime India Pvt. Limited.
- ii. However, 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. 06 September 2022.

- 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 email Id in their demat accounts to access e-Voting facility
- iv. The remote e-voting period commences on Saturday 10 September 2022 (9:00 am) and ends on Monday 12 September 2022 (5:00 pm). 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 06 September 2022, 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	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<ul style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is Linkintime.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members 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. <ul style="list-style-type: none"> Shareholders/ members 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). Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab.

Type of shareholders	Login Method
	3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
	4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
	5. E-voting page will appear.
	6. 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).
	7. 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. Log in Method for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

C. Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME and Institutional Shareholders as well, have forgotten the password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - 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.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use

Forget User ID and Forget Password option available at abovementioned 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".

E. Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

F. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

- G.** Any person, who acquires shares of the Company and become member of the Company after sending of the notice through E-mail and holding shares as on the cut-off date i.e. 06 September 2022 may obtain the login ID and password by sending a request at enotices@linkintime.co.in or intrasoft@itlindia.com

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

Once the electronic voting is activated, on the instructions of the Chairman, by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- i. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- ii. Enter 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for Insta Meet and click on 'Submit'.
- iii. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- iv. 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'.

- v. 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.
- vi. 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 email to instameet@linkintime.co.in or Call at - Tel : (022-49186175)

- 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 Insta Meet facility.
- q) Mr. Jayesh Shah, Practicing Company Secretary, Partner, M/s. Rathi & Associates has been appointed as the Scrutinizer to scrutinize the voting at VC/OAVM AGM and remote e-voting process in a fair and transparent manner.
- r) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting shall make, not later than 48 hours from 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 Link Intime India Pvt. Ltd. <https://instavote.linkintime.co.in> 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 13 September 2022.
- 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. 4

The tenure of Mr. Arvind Kajaria as Managing Director going to expire on 31 March 2023. The Board of Directors of the Company at its meeting held on 30 May 2022 as per the recommendation of the Nomination and Remuneration Committee and subject to approval of the Shareholders, approved re-appointment of Mr. Arvind Kajaria as Managing Director of the Company for a period of 3 (three) years w.e.f. 01 April 2023 till 31 March 2026.

The specific terms of appointment including remuneration payable to 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 2023 to 31 March 2026.
- B. Basic Salary:** ₹400000/- (Rupees Four Lakhs 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 Managerial Personnel 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 Managerial Personnel 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, no appointment of Managing Director can be made without the approval of members. The Board recommends the Special Resolutions set out at Item No. 4 of the Notice for approval by the shareholders.

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 relatives of Mr. Arvind Kajaria, none of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in resolutions set-out under Item no. 4.

Item No. 5

The tenure of Mr. Sharad Kajaria as Whole-time Director is going to expire on 31 March 2023. The Board of Directors of the Company at its Meeting held on 30 May 2022 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 Whole-time Director of the Company for a period of 3 (three) years w.e.f. 01 April 2023 till 31 March 2026.

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 2023 to 31 March 2026
- B. Basic Salary:** ₹375000/- (Rupees Three Lakh Seventy Five Thousand only) per month.
- C. Perquisites:**
 - a) Housing: Fully furnished residential accommodation, the cost of which shall not exceed 50% of the basic salary per annum or HRA in lieu thereof.
 - b) 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 Managerial Personnel 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 Managerial Personnel 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, no appointment of Whole time Director can be made without the approval of members. The Board recommends the Special Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in resolutions set-out under item no. 5 except Mr. Sharad Kajaria, the appointee and Mr. Arvind Kajaria, Managing Director of the Company and other relatives of Mr. Sharad Kajaria are interested in the resolution as set out at Item No. 5 of the 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 No. 4&5 for the respective re-appointments of Managing Director and Whole-time Director:

I General Information:

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

(₹ in Lacs)

Particulars	2021-22	2020-21	2019-20
Total Income	1306.04	1301.06	1194.82
Profit before Tax	354.56	302.11	138.38
Less: Provision for Income Tax (Including Deferred Tax)	23.52	(21.81)	19.50
Profit after Tax	331.04	323.92	118.88
Dividend for the Year	₹1 (10%)	₹1 (10%)	₹1 (10%)

- Foreign investments or collaborations, if any: The Company has Two Foreign Wholly Owned Subsidiaries viz.;
 - 123Greetings.com, Inc (USA)
 - Intrasoft Ventures Pte. Ltd, (Singapore)

The Company do not have any other foreign collaboration.

II. Information about the appointee:

Sr. 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	2021-22 ₹72.11 lacs p.a.	2021-22 ₹67.61 lacs p.a.

Sr. No.	Particulars	Mr. Arvind Kajaria	Mr. Sharad Kajaria
4	Job profile and his suitability	He is serving as 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 32 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 23 years of experience in internet technologies, Sharad Kajaria spearheaded realigning the business with a stronger focus on new technology, innovation, systems and process reengineering 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 bothers.	

III Other information:

1. Reasons of loss or inadequate profits:

During the year under review the Company saw a fall 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 and the ongoing pandemic crisis, 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 hereinabove 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 2023	01 April 2023
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	32 years	23 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	None of the Directors/ Key Managerial Personnel of the Company/ their relative are, in any way, concerned or interested, financially or otherwise, in such re-appointment of Mr. Arvind Kajaria as Managing Director except Mr. Arvind Kajaria himself, Mr. Sharad Kajaria and other relatives of Mr. Arvind Kajaria.	None of the Directors/ Key Managerial Personnel of the Company/ their relative are, in any way, concerned or interested, financially or otherwise, in such re-appointment of Mr. Sharad Kajaria as Whole-time Director except Mr. Sharad Kajaria himself, Mr. Arvind Kajaria and other relatives of Mr. Sharad Kajaria.
No. of Board Meetings attended during FY 2021-22	4	5
Number of Equity Shares held (as on 31 March 2022)	2811797	2812500