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

September 07, 2026

Corporate Relationship Department
BSE Limited
25th Floor, P.J. Towers, Dalal Street
Fort, Mumbai – 400 001

Corporate Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C1, G - Block
Bandra Kurla Complex, Bandra(E), Mumbai – 400051

Scrip code: 533181 / ISFT

Dear Sir,

Sub: <u>Notice of 31st Annual General Meeting, Disclosure of E-Voting and Book Closure</u>

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

With reference to the captioned subject above, we wish to inform you that the 31st Annual General Meeting (AGM) of the Company will be held on Tuesday, September 29, 2026 at 3.00 p.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

In terms of 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 from, Wednesday, September 23, 2026 to Tuesday, September 29, 2026. (Both days inclusive), for the purpose of AGM.

The Cut-off Date for the Shareholders holding shares of the Company would be Tuesday, September 22, 2026 for the purpose of Remote E-Voting eligibility of the Shareholders.

All the Members are further informed that, the remote e-voting shall commence from 9.00 a.m. on Saturday, September 26, 2026 upto 5.00 p.m. on Monday, September 28, 2026. The remote e-voting shall be disabled by Instavote [provided by MUFG Intime India Private Limited (formerly Link Intime India Private Limited)] for voting thereafter. Any 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 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 31st Annual General Meeting (AGM) to be held in VC/ OAVM Mode at https://instameet.in.mpms.mufg.com platform	Tuesday, September 29, 2026
2	Book Closure Dates for the purpose of AGM (For the Shareholders holding Shares in Physical Form)	Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive)
3	Cut-off Date for Remote E-Voting eligibility	Tuesday, September 22, 2026
4	Commencement and the end of Remote E-Voting	Saturday, September 26, 2026 upto Monday, September 28, 2026

Notice of the 31st Annual General Meeting is enclosed herewith. The said Notice 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**

SHARAD KAJARIA

Digitally signed by SHARAD KAJARIA
Date: 2026.09.07 15:52:19 +05'30'

Sharad Kajaria
Whole-Time Director
DIN: 00108036

Encl: Notice of 31st Annual General Meeting

IntraSoft Technologies Limited
502A, Prathamesh, Raghuvanshi Mills Compound
Senapati Bapat Marg, Lower Parel, Mumbai – 400 013
Tel: +91 22 4004 0008, Fax: +91 22 2490 3123
E-Mail ID: intrasoft@itlindia.com

Notice of 31st Annual General Meeting

NOTICE is hereby given that the Thirty-First Annual General Meeting of the Members of **IntraSoft Technologies Limited** will be held on **Tuesday, September 29, 2026** at 3.00 P.M. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

   (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026, comprising of Audited Balance sheet as at 31st March 2026, Audited Statement of Profit & Loss and Cashflow for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and

   (b) the Audited Consolidated Financial Statements for the financial year ended 31 March 2026, comprising of Audited Consolidated Balance sheet as at 31st March 2026, Audited Consolidated Statement of Profit & Loss and Cashflow for the year ended on that date along with Auditors Report thereon.

2. To appoint a director in place of Mr. Arvind Kajaria (DIN: 00106901), who retire by rotation, and being eligible, has offered himself for re-appointment.

   To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arvind Kajaria (DIN: 00106901), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

3. To Approve the Scheme of Amalgamation between One Two Three Greetings (India) Private Limited (Transferor Company & Wholly Owned Subsidiary of Transferee Company) and IntraSoft Technologies Limited (Transferee Company) through Fast Track Route of Amalgamation as provided under Section 233 of the Companies Act 2013.

   To consider and if thought fit, to pass the following resolution, as a **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 230 to 233 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and subject to the approval of the Hon'ble National Company Law Tribunal (NCLT)/ Regional Director (RD) and such other authorities as may be required, the consent of the members be and are hereby accorded to the Scheme of Amalgamation between One Two Three Greetings (India) Private Limited (Transferor Company & Wholly Owned Subsidiary of Transferee Company) and IntraSoft Technologies Limited (Transferee Company), as approved by the Board of Directors at its meeting held on 3rd December, 2025 and placed before the meeting."

   "**RESOLVED FURTHER** THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution, including filing of necessary applications, petitions, and documents with the National Company Law Tribunal (NCLT)/ Regional Director (RD) and other statutory authorities.""

By Order of the Board of Directors

Poonam Luharuka
Company Secretary

Place : Kolkata
Date : 13 August 2026
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

E-Mail ID: intrasoft@itlindia.com Website: www.itlindia.com

NOTES:

a) Ministry of Corporate Affairs (MCA) vide its General Circular no. 03/2025 dated September 22, 2025 read with circulars no. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020, and May 5, 2020 respectively, and SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 and SEBI/HO/CFD/CFD-POD-2/P/CIR/2023/167 dated October 3, 2024 and October 7, 2023 respectively read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (collectively, the "said Circulars"), allowed companies to hold shareholders meeting through video conferencing or other audio visual means ("VC") dispensing requirement of physical presence of members at a common venue, and other related matters with respect to such meetings. Accordingly, the 31st Annual General Meeting ("this AGM") of the members of the Company is held through VC in compliance with the provisions of the said Circulars, and consequently no attendance slip is enclosed with this notice.

b) 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 is 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 31st AGM and the Annual Report 2025- 2026 shall be available on the Website of the Company at www.itlindia.com in Financials - Annual Reports section.

d) 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 e-mail through their registered e-mail address to js@rathiandassociates.com with copy marked to the Company at intrasoft@itlindia.com.

e) **Registration of email ID/Bank Account details/Certificates:**

In case the shareholder's e-mail 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.

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

i) Kindly log in to the website of our RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited), www.in.mpms.mufg.com under Investor Services > E-Mail / 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 e-mail address and bank account details in the Demat Account as per the process followed and advised by the DP.

f) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2025 - 2026 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories in accordance with the aforesaid circulars, Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2025 – 2026 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.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/ OAVM facility only.

g) Notice convening the meeting along with the relevant documents referred to in the accompanying Notice and the Statement will be available for inspection by the members on Company's website at www.itlindia.com up to the date of the Meeting.

h) Registers maintained under Sections 170 and 189 of the Companies Act, 2013 and 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.

i) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive).

j) Shareholders who have not encashed their dividend warrants for the dividends declared for the financial years 2018 - 2019 (Final) to 2025 – 2026 (Interim and/or Final Dividend), if any 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 31 March 2026 on the website of the Company (www.itlindia.com) and also on the website of the Ministry of Corporate Affairs. Kindly refer the Director's Report in respect of the unclaimed and unpaid dividends and the dividend amount and shares transferred to IEPF.

In terms of Section 124 of Companies Act, 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.

k) 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 MUFG Intime India (formerly 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.in.mpms.mufg.com>> and register with your following details:

- Select the **"Company Name"** and register with your following details:
- Select Check Box - **Demat Account No. / Folio No. / PAN**
- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no..
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- **Click "Go to Meeting"**

You are now registered for InstaMeet, and your attendance is marked for the 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, e-mail ID, Mobile Number at Company ID at intrasoft@itlindia.com on or before September 25, 2026 to enable the Company to answer the queries. 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, E-mail ID, Mobile Number at intrasoft@itlindia.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@in.mpms.mufg.com should you have any queries on video conferencing.

ix) The members are requested to contact on – InstaMeet Support Desk of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at - instameet@in.mpms.mufg.com or at the helpline number i.e. +91 22 4918 6175 who need assistance for using the technology before or during the meeting.

x) Guidelines to attend the AGM proceedings of MUFG Intime India Private Limited (formerly Link Intime India Private Limited): Insta MEET and for Speakers.

For a smooth experience of viewing the AGM proceedings of MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Insta MEET, 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

l) 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 i.e.; through Remote E-voting and E-voting during the AGM. The said facility of casting the votes by the members using an electronic voting system will be provided by MUFG Intime India Private Limited (formerly Link Intime India Private Limited).

ii) 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. September 22, 2026.

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 e-mail ID in their Demat Accounts to access e-Voting facility**.

iv) The remote e-voting period will commence on Saturday, September 26, 2026 and end on Monday, September 28, 2026 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 September 22, 2026, 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:

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders holding securities in Demat Mode with NSDL</td><td>
METHOD 1: Individual Shareholders registered with NSDL IDeAS facility
i. Shareholders who have registered for NSDL IDeAS facility:
• Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”
• Enter User ID and Password. Click on “Login”
• After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services
• Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
OR
ii. Shareholders who have not registered for NSDL IDeAS facility:
• To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
• Proceed with updating the required fields
• Post successful registration, user will be provided with Login ID and password
• After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services
• Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

METHOD 2: Individual Shareholders directly visiting the e-voting website of NSDL
• Visit URL: https://www.evoting.nsdl.com
• Click on the “Login” tab available under ‘Shareholder/Member’ section
• Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen
• Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services
• Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period
</td></tr>
</table>

Individual Shareholders holding securities in Demat Mode with CDSL	**METHOD 1: Individual Shareholders registered with CDSL Easi/ Easiest facility**
	i. Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:
	• Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com
	• Click on New System Myeasi Tab
	• Login with existing my easi username and password
	• After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period
	• Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period
	OR
	ii. Shareholders who have not registered for CDSL Easi/ Easiest facility:
	• To register, visit URL:
	  • https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration
	  • https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
	• Proceed with updating the required fields
	• Post registration, user will be provided username and password
	• After successful login, user able to see e-voting menu
	• Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period
	
	METHOD 2: Individual Shareholders directly visiting the e-voting website of CDSL
	• Visit URL: https://www.cdslindia.com
	• Go to e-voting tab
	• Enter Demat Account Number (BO ID) and PAN No. and click on "Submit"
	• System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
	• After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode	**Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:** a) Visit URL: https://instavote.linkintime.co.in **Shareholders who have not registered for INSTAVOTE facility:** b) Click on **"Sign Up"** under 'SHARE HOLDER' tab and register with your following details: **A. User ID:** NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company. **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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. *Shareholders holding shares in **NSDL form**, shall provide 'D' above **Shareholders 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). • Enter Image Verification (CAPTCHA) Code • Click "Submit" (You have now registered on InstaVote). **Shareholders who have registered for INSTAVOTE facility:** c) Click on **"Login"** under 'SHARE HOLDER' tab. A. User ID: Enter your User ID B. Password: Enter your Password C. Enter Image Verification (CAPTCHA) Code D. Click "Submit" d) Cast your vote electronically: A. After successful login, you will be able to see the "Notification for e-voting". B. Select 'View' icon. C. E-voting page will appear. D. 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). E. 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. **Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) After successful authentication, click on " MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Guidelines for Institutional shareholders ("Corporate Body / Custodian / Mutual Fund"):

Step 1 – Custodian / Corporate Body/ Mutual Fund Registration:

a) Visit URL: https://instavote.linkintime.co.in

b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organization ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

Step 2 – Investor Mapping:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on **"Investor Mapping"** tab under the Menu Section

c) Map the Investor with the following details:

   a. 'Investor ID' -

      i. *NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*

      ii. *CDSL demat account – User ID is 16 Digit Beneficiary ID.*

   b. 'Investor's Name - Enter Investor's Name as updated with DP.

   c. 'Investor PAN' - Enter your 10-digit PAN.

   d. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

   *File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures

Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

Step 3 – Voting through remote e-voting:

The corporate shareholder can vote by two methods, during the remote e-voting period:

Method 1 - Votes Entry:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on **"Votes Entry"** tab under the Menu section.

c) Enter the **"Event No."** for which you want to cast vote.

   Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter **"16-digit Demat Account No."** for which you want to cast vote.

e) 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).

f) 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.

OR

Method 2 - Votes Upload:

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select **"View"** icon for **"Company's Name / Event number"**.

d) E-voting page will appear.

e) Download sample vote file from **"Download Sample Vote File"** tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Forgot Password: Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian/ Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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".

D. Helpdesk for Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: Tel: 022 4918 6000.

E. Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL:

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 022 4886 7000
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 toll free no. 1800 22 55 33

F. Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.in.mpms.mufg.com & Click on **"Login"**.

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

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

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

B. Mobile No.: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

C. Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

> Click **"Go to Meeting"** (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders / Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
3. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

m) Instructions for Shareholders / Members to vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders 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 your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

iii. Click on 'Submit'.

iv. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

v. 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'.

After selecting the appropriate option i.e. Favour/Against as desired and you have 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. 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 present in the General Meeting through InstaMeet facility 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 e-Voting facility during the meeting.

Shareholders/Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend / participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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.

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.

Helpdesk: Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 4918 6000 / 4918 6175.

vi. 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.

vii. 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 e-mail to ssinstameet@in.mpms.mufg.com or Call at - Tel: (022 4918 6175)

n) 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 InstaMeet facility.

o) Mr. Jayesh Shah, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to issue report on voting pattern on the resolutions proposed at AGM held through VC/ OAVM and remote e-voting process.

p) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting shall make, not later than two working days of 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 MUFG Intime India Private Limited (formerly Link Intime India Private Limited) http://www.in.mpms.mufg.com/ 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 September 29, 2026.

q) 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.

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**
Date of Birth	17 December 1964
Date of proposed Appointment / Re-Appointment (w.e.f.)	01 April 2023
Qualification	B. Com, Degree in Business Administration from Adelphi University, New York (MBA)
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.
Area of Expertise	Finance, Marketing and Management, Investor Relations
Experience	36 years
Other directorship in Listed Entities	Nil
Name of the other Companies in Committees of which holds Membership / Chairmanship	Nil
Disclosure of relationship between Directors inter-se	Except Mr. Sharad Kajaria, brother of Mr. Arvind Kajaria, none of the Directors / Key Managerial Personnel of the Company / their relative are, related to Mr. Arvind Kajaria
No. of Board Meetings attended during Financial Year 2024 - 2025	7
Number of Equity Shares held (as on 31 March 2025)	2811797

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 : To Approve the Scheme of Amalgamation between One Two Three Greetings (India) Private Limited (Transferor Company & Wholly Owned Subsidiary of Transferee Company) and IntraSoft Technologies Limited (Transferee Company) through the Hon'ble National Company Law Tribunal (NCLT)/Fast Track Route of Amalgamation, Sections 230 to 233 and other applicable provisions, if any, of the Companies Act, 2013.

The Members of the Company are hereby informed that the Board of Directors ("Board") of the Company, at its meeting held on December 03, 2025, approved the Scheme of Amalgamation ("Scheme") proposed to be entered into between One Two Three Greetings (India) Private Limited (Hereinafter referred to as the "Transferor Company") and Intrasoft Technologies Limited (Hereinafter referred to as the "Transferee Company"), pursuant to the provisions of Sections 230 to 233 of the Companies Act, 2013, read with the applicable rules and other relevant provisions, if any, of the said Act.

One Two Three Greetings (India) Private Limited (Hereinafter referred to as the "Transferor Company") and Intrasoft Technologies Limited (Hereinafter referred to as "Transferee Company") are collectively referred to as the "Applicant Companies" intend to file an application with the Hon'ble National Company Law Tribunal (NCLT)/ Regional Director, Western Region II, Mumbai, (who ever is concerned), the Registrar of Companies, Mumbai, the Official Liquidator, Mumbai seeking approval of the Scheme of Amalgamation (The Scheme) through the Hon'ble National Company Law Tribunal (NCLT)/Fast Track Route of Amalgamation, Sections 230 to 233 and other applicable provisions, if any, of the Companies Act, 2013.

With the view to combine and carry forward conveniently with combined strength the business of the Transferor Company with the Transferee Company as well as to eliminate the duplication of various processes and for such other rationale as more specifically dealt with in the Scheme of Amalgamation, as enclosed herewith this notice and statement, it is proposed to amalgamate the Transferor Company with the Transferee Company pursuant to the provisions of Sections 230 to 233 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof).

The Company has also served notices (CAA-9) along with the proposed Scheme with the Registrar of Companies, Mumbai, the Official Liquidator, Mumbai, the Income Tax Officer including the Chief Commissioner of Income Tax having jurisdiction over the Applicant Companies, the Bombay Stock Exchange and the National Stock Exchange seeking their objections / suggestions to the said scheme as required under Companies Act, 2013 and rules made there under.

The Amalgamation once approved in the meeting will be subject to approval of the Hon'ble National Company Law Tribunal (NCLT)/ Regional Director, Western Region II, Mumbai, (who ever is concerned), the Registrar of Companies, Mumbai.

This statement is being furnished as required under Sections 230 to 233 and Section 102 of the Companies Act, 2013 ("the Act") read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("the Rules").

1) Details of the order of the tribunal directing the calling, convening and conducting of the meeting:

Not Applicable

2) Background of the Companies:

(A) One Two Three Greetings (India) Private Limited ("Transferor Company")

CIN	U72900MH2007PTC167426
PAN	AAACO8991P
Name of the Company	One Two Three Greetings (India) Private Limited
Date of Incorporation	31/01/2007
Type of Company	Private Limited Company
Registered Office	A-502, Prathamesh, Raghuvanshi Mills Limited Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
Email Id	compliance@123greetings-inc.com
Main Objects as per MoA	1. To carry on the business of E-greeting cards, software development service related to E-greeting cards, web consulting, web designing and web maintenance, computer consultancy service, e commerce of all types including electronic financial intermediation business and e broking, market research, internet and Information technology enabled service, selling advertisement space on various web sites.
Details of Change of Name, Registered office and objects of the company during the last five years	During the last five years, there was no change in name, registered office and objects of the Company.
Name of the stock exchange (s) where securities of the company are listed, if applicable	Not Applicable
Details of the Capital Structure of the Company	Authorised Share Capital
	Rs. 2,00,00,000 /- (20,00,000 * Rs. 10/- each)
	Issued, Subscribed and Paid Up Share Capital
	Rs. 2,00,00,000/- (20,00,000 * Rs. 10/- each)

Name of the Promoter and Address

S. No.	Name	Address
1	IntraSoft Technologies Limited	A-502, Prathamesh, Raghuvanshi Mills Limited Compound, Senapati Bapat Marg, Lower Par, El, Mumbai City - 400013.

Name of the Directors and their addresses

S. No.	Name	Address
1	Ashish Arun	C-34, Sector 50, Gautam Buddha Nagar, Noida, UP – 201 301
2	Arvind Kajaria	15B/1A, Raja Santosh Road, Alipore, Kolkata – 700 027

Relationship among the Applicant Companies	One Two Three Greetings (India) Private Limited is a wholly owned subsidiary of Intrasoft Technologies Limited.
The date of the Board meeting at which the scheme was approved by the Board of Directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution	The following Directors were present at the meeting: 1) Mukesh Kumar Goel (exit w.e.f. 05th August, 2026) 2) Ashish Arun 3) Arvind Kajaria All the Directors participated in the meeting and voted in favour of the resolution.

(B) Intrasoft Technologies Limited (Transferee Company)

CIN	L24133MH1996PLC197857
PAN	AAACI5273N
Name of the Company	Intrasoft Technologies Limited
Date of Incorporation	27/02/1996
Type of Company	Public Limited Company
Registered Office	A-502, Prathamesh, Raghuvanshi Mills Limited Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013
Email Id	intrasoft@itlindia.com
Main Objects as per MOA	1. To manufacture, buy, sell, export, import, publish, trade in, broadcast, deal in, assemble, fit, repair, convert, overhaul, alter, maintain, develop and improve all types of electronic hardware, software, devices, equipment, appliances, hard and soft magnetic media, office equipment, internet and related networking services, internet services offering enterprise-wide networked solutions to satisfy complex computing and communication needs, extranets and other IP-enabled technologies, enterprise network solutions, information technology enabled services, electronic commerce applications, software development and support activities, publishing, telecommunications, internet access, web designing, content creation, photography, leased lines, email, web pages, web sites, banners server management, computers, data acquisition and control instrumentation. 2. To carry on the business of developing, improving, designing, marketing, selling and licensing software, firmware and programme of any and all description. 3. To plan, design, develop, purchase, sell, produce, manufacture, process, repair, lease, install, import, export or otherwise deal in or with apparatus, instruments, machinery, fixtures, devices and contrivances, of every kind more particularly those related to development of all kinds and types of computer software, firmware and programmes and machinery, equipment, process, procedure, layouts and combinations thereof useful in connection with the research, development and manufacture of any of the foregoing; and to engage in any or all business activity related or incidental to any of the foregoing. 4. To provide consultancy services related to the preparation and maintenance of accounting, statistical, scientific or mathematical information and reports, data processing, preparing, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis and machines services for solving or aiding commerce industry, scientific and research problems and for all other related business. 5. To undertake research and development with respect to any of the above mentioned items and to act as consultants and technical advisors on the use thereof.
Details of Change of Name, Registered office and objects of the company during the last five years	During the last five years, there was no change in name, registered office and objects of the Company.
Name of the stock exchange (s) where securities of the company are listed, if applicable	National Stock Exchange (NSE) and Bombay Stock Exchange (BSE)

Details of the Capital Structure of the Company	Authorised Share Capital Rs. 25,25,00,000/- (2,52,50,000 * Rs. 10/- each) Issued, Subscribed and Paid Up Share Capital Rs. 16,31,16,780/- (1,63,11,678 * Rs. 10/- each)

Name of the Promoters and their addresses

S. No.	Name	Address
1	Arvind Kajaria	15B/1A, Raja Santosh Road, Alipore, Kolkata – 700 027
2	Sharad Kajaria	15B/1A, Raja Santosh Road, Alipore, Kolkata – 700 027
3	Padma Kajaria	15B/1A, Raja Santosh Road, Alipore, Kolkata – 700 027

Name of the Directors and their addresses

S.No.	Name	Address
1	Arvind Kajaria	15B/1A, Raja Santosh Road, Alipore, Kolkata – 700 027
2	Ashish Arun	C-34, Sector 50, Gautam Buddha Nagar, Noida, UP – 201 301
3	Sharad Kajaria	15B/1A, Raja Santosh Road, Alipore, Kolkata – 700 027
4	Auggustus Singhal	83, Dhan Devi Khanna Road, Kankurgachi S.O., Kolkata – 700 054
5	Aditya Pachisia	P-236, C.I.T. Road, Scheme IV M, Beleghata H.O., Kolkata - 700 010
6	Roshni Kumari Gupta	85, G.T. Road South, Howrah – 711 101

Relationship among the Applicant Companies	One Two Three Greetings (India) Private Limited is a wholly owned subsidiary of IntraSoft Technologies Limited.
The date of the Board meeting at which the scheme was approved by the Board of Directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution	The Board of Directors approved the Scheme of Amalgamation vide their meeting held on 03rd day of December 2025. The following Directors were present at the meeting and voted in favour of the resolution: 1) Arvind Kajaria 2) Ashish Arun 3) Sharad Kajaria 4) Auggustus Singhal 5) Aditya Pachisia 6) Roshni Kumari Gupta

3. Statement disclosing details of the scheme pursuant to Rule 6(3)(v) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

a) Parties involved in such scheme:

The Scheme envisages the amalgamation of One Two Three Greetings (India) Private Limited ("Transferor Company") with IntraSoft Technologies Limited ("Transferee Company") where the Transferor Company is the wholly owned subsidiary of the Transferee Company and various other matters consequential or otherwise integrally connected therewith.

b) In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any:

"Appointed Date" for the purpose of this Scheme and for Income Tax, 1961, the Appointed Date means 1st April, 2025.

"Effective Date" means the later of the following dates or such other dates as the Central Government, may decide:

The date on which the last of all the consents, approvals, permissions, resolutions, sanctions and orders as are hereinafter referred to have been obtained or passed; and the date on which certified copies of the orders of the Central Government under provisions of sections 233 of the said Act are filed with the Registrar of Companies, Ministry of Corporate Affairs.

Upon this Scheme becoming finally effective, the existing Share Certificates held by the Shareholders of the Transferor Company shall automatically stand cancelled. All the shares held by the Transferee Company in the Transferor Company or by the Transferor Company in the Transferee Company inter-se shall stand cancelled

Upon the Scheme becoming effective, the Equity Shares held by the Transferor Company in the Transferee Company shall stand cancelled and accordingly, the Paid-up Equity Share Capital of the Transferee Company shall stand adjusted to that extent by virtue of operation of law.

The Cancellation and the consequent reduction of the share capital, if any of the Transferee Company shall be done as an integral part of the Scheme and hence compliance with the provisions of Section 66 of the Companies Act, 2013 is not required in the matter. Accordingly, the same does not involve either diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share Capital or payment to any shareholder of any paid-up share capital and the order of Regional Director sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction

c) Details of capital/debt restructuring:

With effect from the Appointed Date and upon the Scheme becoming effective, without any further acts or deeds on the part of the Transferee Company and notwithstanding anything contained in Section 13 and 61 of Companies Act, 2013, the Authorized Share capital of the Transferor Company/(ies) shall be combined into the Authorized Share capital of the Transferee Company. Upon coming into effect of the Scheme, Clause V of the Memorandum of Association of the Transferee Company shall without any further act, deed or instrument be substituted as follows:

"The Authorized Share Capital of the Company is Rs. 27,25,00,000/- (Rupees Twenty Seven Crores Twenty Five Lakhs Only) divided into 2,72,50,000 Equity Shares of Rs. 10/- (Ten) each."

Apart from the above, no capital or debt restructuring, is proposed in the Scheme of Amalgamation.

d) Rationale for the compromise or arrangement:

The proposed Scheme of Amalgamation would inter alia result into the various benefits to the companies involved and all their stakeholders including the shareholders, creditors and employees and will be in their long term interests. The rationale has been more specifically dealt with in the Scheme of Amalgamation.

e) Benefits of the compromise or arrangement as perceived by the Board of Directors to the company, members, creditors and others (if applicable):

Same as stated in point (d) above.

f) Amount due to creditors:

An aggregate sum of Rs. NIL/- (Rupees) is due to the creditors of the Transferor Company.

g) Effect of the Scheme on various parties:

i) **Promoters, Non-Promoters, Directors, Key Managerial Personnel:** By virtue of the Scheme of Amalgamation, the entire Board of Directors of the Transferor Company shall cease to hold office, while the Scheme does not, in any manner, affect the Board of Directors or KMP of the Transferee Company. Post-amalgamation, the entire shareholding of the promoter of the Transferor Company (being the Transferee Company itself) shall stand cancelled, whereas the Scheme does not affect the promoters of the Transferee Company. There will be no impact on any non-promoter shareholders of the Transferee Company as a result of the amalgamation.

ii) **Depositors:** Not Applicable

iii) **Creditors:** Under the Scheme, there is no arrangement with the creditors, secured or unsecured. No compromise is offered under the Scheme to any of the creditors. The liability of the creditors of the companies under the Scheme, is neither being reduced nor being extinguished.

iv) **Debenture Holders:** Not Applicable

v) **Deposit Trustee and Debenture Trustee:** Not Applicable

vi) **Employees:** The Scheme will have no adverse effect on the existing employees of the Transferee Company and the Transferor Company/(ies).

h) Investigation or proceedings, if any, pending against the company under the Act:

There are no pending proceedings against the Company.

i) Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the company:

Not Applicable. The Company is not required to obtain valuation report as the amalgamation is pursuant to Section 233 of the Companies Act, 2013 involving amalgamation of wholly owned subsidiary with the holding company.

j) Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection:

The obtaining of extracts or copies of or inspection of the following documents may be had at the Registered Office of the Company between 11:00 A.M and 02:00 P.M on all working days (except Saturdays and Sundays):

i. Latest audited financial statements of the Company;

ii. Copy of proposed Scheme of Amalgamation;

iii. Memorandum and Articles of Association;

iv. Declaration of Solvency along with the Auditor's Certificate of the Transferee Company to the effect that the accounting treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;

v. Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the Scheme.

f) Details of approvals, sanctions or no-objection(s), if any, form regulatory or any other government authorities required, received or pending for the purpose scheme of compromise or arrangement:

The Company has filed Form CAA-9 as per Rule 25(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 with the Registrar of Companies, the Official Liquidator and the Income Tax Offices. No representations/suggestions have been received yet from any of the said authorities. The Scheme of Amalgamation after the approval of members and/or creditors shall be subject to approval of the Regional Director, Western Region II, Mumbai, Ministry of Corporate Affairs (MCA).

g) The following documents are enclosed and the same are also available on the website of the Company: https://www.itlindia.com/

i Copy of proposed Scheme of Amalgamation.

ii Form CAA-10 and Statement of assets and liabilities.

iii Copy of Board Resolution.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 3 of this Notice for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any manner, whether financially or otherwise, concerned or interested in the proposed resolution set out at Item No. 3 of this Notice.