

# Notice

**NOTICE** is hereby given that the Twenty Third Annual General Meeting of the Members of IntraSoft Technologies Limited will be held on Wednesday, 12 September 2018 at 3.00 P.M. at Sunville, Orchid Room, 9, Dr. Annie Besant Road, Worli, Mumbai –400018 to transact the following business:

## ORDINARY BUSINESS

### 1. To receive, consider and adopt:

- (a) the audited standalone financial statement of the Company for the financial year ended 31 March 2018, the Reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statement for the year ended 31 March 2018.

2. To declare Dividend on Equity Shares for the financial year ended on 31 March 2018.

3. To appoint a Director in place of Mr. Arvind Kajaria (DIN: 00106901), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

### 4. To Authorise the Board of Directors of the Company to determine the Fees to be charged from Members for Delivery of the documents under Section 20 of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the members of the Company be and is hereby accorded to authorize Board of Directors (the ‘Board’ which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this resolution) to determine the fees to be charged from the members over and above reimbursement of actual expenses incurred by the Company, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of service mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.”

By Order of the Board of Directors

Place : Kolkata

Date : 28 May 2018

#### Registered Office:

CIN: L24133MH1996PLC197857

A-502, Prathamesh, Raghuvanshi Mills Compound,

Senapati Bapat Marg, Lower Parel (W),

Mumbai – 400 013

Tel: 022 4004 0008 Fax: 022 2490 3123

Email: [intrasoft@itlindia.com](mailto:intrasoft@itlindia.com) Website: [www.itlindia.com](http://www.itlindia.com)

**Pranvesh Tripathi**

Company Secretary

**NOTES:**

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The duly filled proxy form in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for commencement of the Annual General Meeting.
- b) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- c) The dividend on Equity Shares, as recommended by the Board of Directors, if approved by the shareholders, will be credited / dispatched on or after 13 September 2018 to those members whose names shall appear on the Company's Register of Members on 05 September 2018 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.
- d) Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- e) Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.
- f) Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days from Monday to Friday, during business hours up to the date of the Meeting.
- g) Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the Meeting.
- h) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 06 September 2018 to Wednesday, 12 September 2018 (both days inclusive) for the purpose of payment of dividend, if declared at the Meeting.
- i) 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. Members are requested to update their address/bank mandate with their respective Depository Participant (DP) in respect of shares held in demat form and in respect of shares held in physical form with the Company's Registrar & Share Transfer Agent, M/s. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083.
- j) Shareholders who have not encashed their dividend warrants for the dividends declared for the financial years 2010-11 to 2016-17 (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 22 August 2017 (date of last Annual General Meeting) on the website of the Company ([www.itlindia.com](http://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.
- k) Members who have not registered their e-mail address so far are requested to register their e-mail addresses with their DPs in case of shares held in dematerialised form and with RTA in case of shares held in physical form.
- 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, 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 venue of the Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- iv. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
- v. The remote e-voting period commences on Sunday, 09 September 2018 (9:00 am) and ends on Tuesday, 11 September 2018 (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 05 September 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- vi. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL:
    - (i) Open email and open PDF file viz.; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - [Login](#)
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Intrasoft Technologies Ltd".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - B. In case a Member receives physical copy of the Notice of AGM:
    - (i) Initial password is provided in the Attendance Slip for the AGM:
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [js@rathiandassociates.com](mailto:js@rathiandassociates.com)
- vii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- viii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- ix. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- x. 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. 05 September 2018.
- xi. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 05 September 2018 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
 However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- xii. 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 voting at the AGM through ballot paper.
- xiii. Mr. Jayesh Shah, Practicing Company Secretary, Partner, M/s. Rathi & Associates has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- xiv. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting shall make, not later than two days of the conclusion of the meeting, a consolidated scrutinizer's report and submit the same to the Chairman, who shall declare the result of the voting forthwith. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.itlindia.com](http://www.itlindia.com) and on the website of NSDL 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.
- m) The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder.
- n) Hard copy of the details of accounts of subsidiaries required by any Shareholders can be obtained with a written request to the Company Secretary of the Company at the Registered Office of the Company.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO. 4

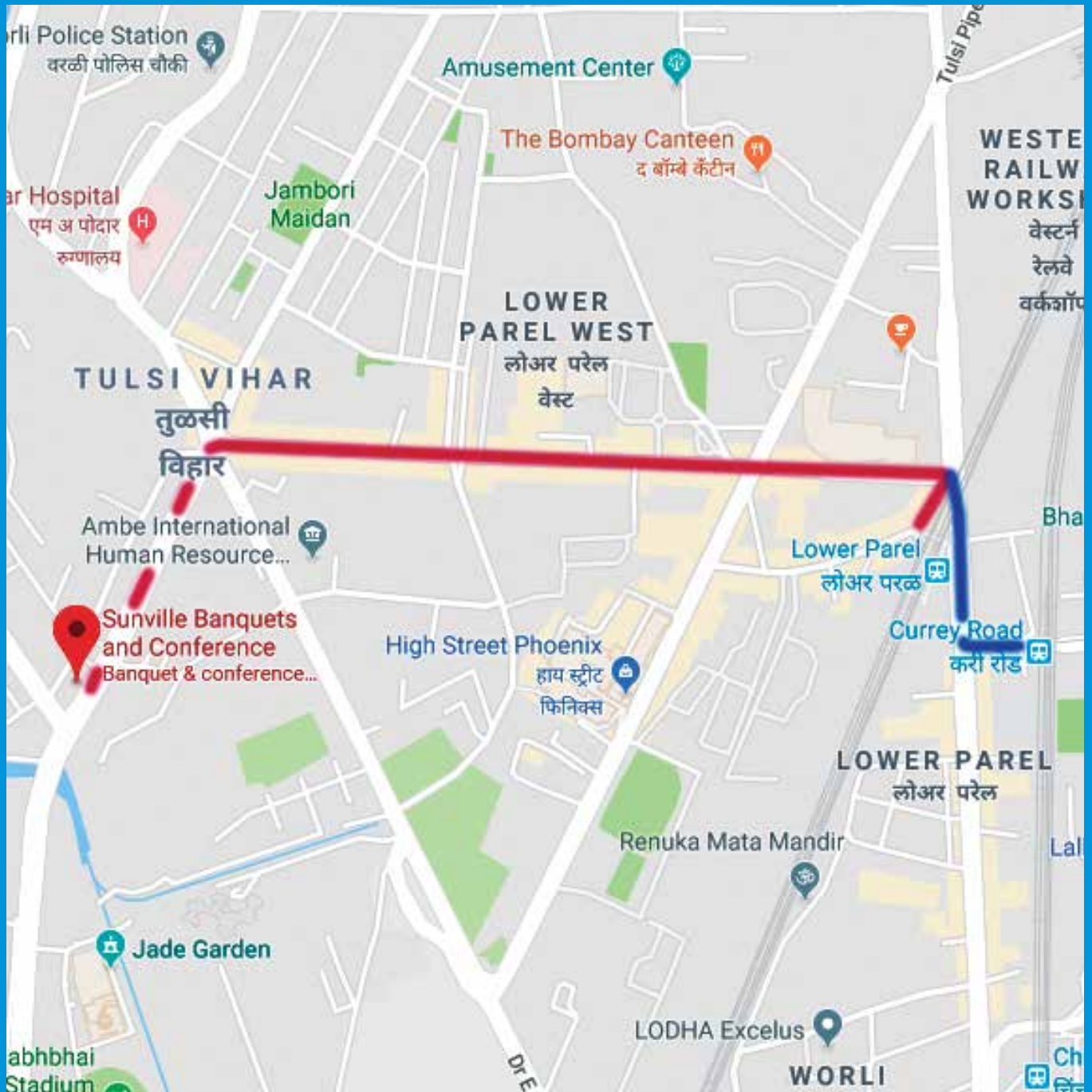
Section 20 of the Companies Act, 2013 read with Rules made thereunder provides the mode of service of documents inter-alia to the members of the Company. The proviso to subsection (2) of that Section states that where a member requests for delivery of any document through a particular mode, he shall pay fees as may be determined by the Company in its Annual General Meeting. It is proposed to seek approval of shareholders at the ensuing Annual General Meeting of the Company to authorise the Board of Directors to determine the fee, depending on the prevailing applicable rules and rates, for delivery of any documents to the shareholders.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are interested in the Resolution set out at Item No. 4 of the Notice. The Board recommends the passing of the ordinary resolution set out at item no. 4.

Details of Directors seeking Appointment/ Re-appointment at the ensuing Annual General Meeting as required under Regulations 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<b>Name</b>	<b>Arvind Kajaria</b>
Date of Birth	17 December 1964
Date of Appointment / Re-appointment on retirement by rotation	01 April 2017
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	28 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	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, Mr. Sharad Kajaria and other relatives of Mr. Arvind Kajaria.
Number of Equity Shares held (as on 31 March 2018)	2,800,014

Route Map to Venue of the 23rd AGM of IntraSoft Technologies Limited on 12 September 2018



**Sunville Banquets and Conference**  
9, Dr Annie Besant Rd, Worli, Mumbai,  
Maharashtra 400018



## INTRASOFT TECHNOLOGIES LIMITED

CIN: L24133MH1996PLC197857

Registered Office: 502A, Prathamesh, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (w), Mumbai – 400 013  
Tel: 022 4004 0008 Fax: 022 2490 3123 Email: [intrasoft@itlindia.com](mailto:intrasoft@itlindia.com) Website: [www.itlindia.com](http://www.itlindia.com)

### ATTENDANCE SLIP

I/We hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of the Company held on Wednesday, 12 September 2018 at 3:00 P.M. at Sunville, Orchid Room, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Name \_\_\_\_\_

Address \_\_\_\_\_

Folio No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_ Client ID \_\_\_\_\_ DP ID \_\_\_\_\_

Name of Proxy/Representative, if any \_\_\_\_\_

Signature of the Shareholder(s)/Proxy/Representative \_\_\_\_\_

## INTRASOFT TECHNOLOGIES LIMITED

CIN: L24133MH1996PLC197857

Registered Office: 502A, Prathamesh, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (w), Mumbai – 400 013  
Tel: 022 4004 0008 Fax: 022 2490 3123 Email: [intrasoft@itlindia.com](mailto:intrasoft@itlindia.com) Website: [www.itlindia.com](http://www.itlindia.com)

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with  
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email ID : \_\_\_\_\_

Folio No. / Client ID : \_\_\_\_\_

DP ID : \_\_\_\_\_

I / We, being the member(s) of \_\_\_\_\_ shares of IntraSoft Technologies Ltd, hereby appoint:

1) Name : \_\_\_\_\_

Address : \_\_\_\_\_

Email : \_\_\_\_\_ or failing him

2) Name : \_\_\_\_\_

Address : \_\_\_\_\_

Email : \_\_\_\_\_ or failing him

3) Name : \_\_\_\_\_

Address : \_\_\_\_\_

Email : \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Wednesday, 12 September 2018 at 3:00 P.M. at Sunville, Orchid Room, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below;

<b>Sr. No.</b>	<b>Resolutions</b>
1.	To consider and adopt the Audited Standalone and Consolidated Financial Statement for the financial year ended 31 March 2018 along with the reports of the Board of Directors and Auditors thereon.
2.	To declare dividend on Equity Shares for the financial year ended on 31 March 2018.
3.	Re-appointment of Mr. Arvind Kajaria as director, who retires by rotation.
4.	To Authorise the Board of Directors of the Company to determine the Fees to be charged from Members for Delivery of the documents under Section 20 of the Companies Act, 2013

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder(s) : \_\_\_\_\_

Signature of Proxy(s) : \_\_\_\_\_

Affix  
Revenue  
Stamp