



# IntraSoft Technologies Limited

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**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

March 25, 2023

**Corporate Relationship Department**

BSE Limited  
P.J.Towers, Dalal Street,  
Fort, Mumbai

**Listing Department**

National Stock Exchange of India Ltd  
Exchange Plaza, Bandra Kurla Complex  
Mumbai

**Scrip code: 533181 / ISFT**

Dear Sir,

**Sub: Postal Ballot Result & Scrutinizers' Report**

Please find enclosed herewith results of the Postal Ballot on the resolutions set out in the Notice of Postal Ballot dated February 14, 2023 along with the Scrutinizers' Report.

Kindly acknowledge and take the same on records.

Thanking You,

Yours faithfully,  
For **IntraSoft Technologies Limited**

**Pranvesh Tripathi**  
**Company Secretary & Compliance Officer**

Encl: as above



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## **Declaration of Results of the Postal Ballot (including e-voting) on the resolutions set out in the Notice of Postal Ballot dated February 14, 2023.**

In terms of Section 110 of the Companies Act 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), members approval was sought for the resolutions appended to the Postal Ballot Notice dated February 14, 2023. The Postal Ballot Notice containing resolution & the statement to be annexed to the said notice was sent to all the Shareholders through electronic means on February 23, 2023 to vote through the mechanism of remote e-voting on the resolutions proposed as per Postal Ballot Notice in accordance with the provisions of the Act and the Rules made thereunder and in compliance with the various Circulars ,viz, with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, 20/2021 dated December 8 ,2021 , 03/ 2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars"), and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI) along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, if any including any statutory modifications/amendments thereof.

Mr. Jayesh Shah, Practicing Company Secretary, Partner of M/s. Rathi & Associates, Company Secretaries was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report and the postal ballot (including e-voting) results are as follows:

### **Resolution No. 1 – Special Resolution**

- 1. Authority for giving Loan(s), providing Guarantee(s), securities or to make Investment(s) pursuant to Section 186 of the Companies Act, 2013**

**A summary of Votes Cast through e-Voting for Resolution No 1 is as under:**





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Sr. No.	Particulars	Resolution 1	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-Voting Confirmations received	36	56,36,350
	<b>Total</b>	<b>36</b>	<b>56,36,350</b>
b.	Less: Invalid Remote e-Voting confirmations	-	-
c.	<b>Net Valid Remote e-Voting confirmations</b>	<b>36</b>	<b>56,36,350</b>
	(i) Remote e-Voting confirmations with assent for the Resolution	34	56,24,685
	<b>% of Assent*</b>		<b>99.79</b>
	(ii) Remote e-Voting confirmations with dissent for the Resolution	2	11,665
	<b>% of Dissent</b>		<b>0.21</b>

## Resolution No. 2 – Special Resolution

2. Authority to borrow in excess of limit specified under Section 180(1)(c) of the Companies Act, 2013 but not exceeding Rs. 200 Crores

A summary of Votes Cast through e-Voting for Resolution No. 2 is as under:

Sr. No.	Particulars	Resolution 2	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-Voting Confirmations received	36	56,36,350
	<b>Total</b>	<b>36</b>	<b>56,36,350</b>
b.	Less: Invalid Remote e-Voting confirmations	-	-





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c.	<b>Net Valid Remote e-Voting confirmations</b>	<b>36</b>	<b>56,36,350</b>
	(i) Remote e-Voting confirmations with assent for the Resolution	34	56,24,685
	<b>% of Assent*</b>		<b>99.79</b>
	(ii) Remote e-Voting confirmations with dissent for the Resolution	2	11,665
	<b>% of Dissent</b>		<b>0.21</b>

## Resolution No. 3 – Special Resolution

3. Authority to create charge, mortgage and/or hypothecation on the assets of the Company under Section 180(1) (a) of the Companies Act, 2013 up to the limit of Rs. 200 Crores.

A summary of Votes Cast through e-Voting for Resolution No 3 is as under:

Sr. No.	Particulars	Resolution 3	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-Voting Confirmations received	36	56,36,350
	<b>Total</b>	<b>36</b>	<b>56,36,350</b>
b.	Less: Invalid Remote e-Voting confirmations	-	-
c.	<b>Net Valid Remote e-Voting confirmations</b>	<b>36</b>	<b>56,36,350</b>
	(i) Remote e-Voting confirmations with assent for the Resolution	34	56,24,685
	<b>% of Assent*</b>		<b>99.79</b>
	(ii) Remote e-Voting confirmations with dissent for the Resolution	2	11,665
	<b>% of Dissent</b>		<b>0.21</b>





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Accordingly, I, Arvind Kajaria, Managing Director and authorized Director hereby declare that the Three (3) resolutions, as set out in the Postal Ballot Notice dated February 14, 2023, have been approved by the members of the Company with requisite majority.

For IntraSoft Technologies Limited

**Arvind Kajaria**  
**Authorised Signatory**



Date: March 25, 2023  
Place: Kolkata

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

March 24, 2023

The Chairman / Company Secretary  
**Intrasoft Technologies Limited**  
A-502, Prathamesh,  
Raghuvanshi Mills Ltd. Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai – 400 013

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014**

Intrasoft Technologies Limited ('the Company') has vide resolution passed by its Board of Directors at their meeting held on February 14, 2023, appointed the undersigned as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated February 14, 2023 is conducted in the manner prescribed under Section 108 & Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 ('the Rules of Chapter VII') and other applicable provisions of the Act and the Rules made thereunder including General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 10/2021 dated 23 June, 2021, 20/2021 dated 8 December, 2021, 03/2022 dated 5 May, 2022 and 11/2022 dated 28 December, 2022, issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023 issued by the Securities and Exchange Board of India (SEBI).

As required under Section 110 read with Rule 22 of the Rules of Chapter VII of the Act, a Notice of Postal Ballot dated February 14, 2023 along with the Explanatory Statement under Section 102 of the Act was sent to the shareholders through electronic means to vote through the mechanism of remote e-voting in accordance with the provisions of the Act and the Rules made thereunder and in compliance with requirements of the MCA Circulars on the resolutions proposed as per the Postal Ballot Notice:

1. Resolution No.1 as a Special Resolution for authorizing the Board of Directors of the Company to give Loan(s), Guarantee(s), or providing of securities or to make Investment(s) pursuant to Section 186 of the Companies Act, 2013 upto the limits provided under the provisions of the said Section or Rs. 300 crores, whichever is more.



2. Resolution No.2 as a Special Resolution for authorizing the Board of Directors to borrow in excess of limit specified under Section 180(1)(c) of the Companies Act, 2013, but not exceeding Rs. 200 Crores.
3. Resolution No.3 as a Special Resolution for authorizing the Board of Directors to create charge, mortgage and/or hypothecation on the assets of the Company under Section 180(1) (a) of the Companies Act, 2013 upto the limit of Rs. 200 crores.

The Company availed the electronic voting platform of Link Intime India Private Limited for providing remote e-voting facility to the members of the Company to vote on the resolutions proposed vide Postal Ballot Notice dated February 14, 2023, thereto, sent to the Members of the Company whose email addresses were registered with their respective Depository Participant/the Company's Registrar and Transfer Agents namely, Link Intime India Private Limited ("the RTA") or the Company and whose names appeared in the Register of Members as on Friday, February 17, 2023. The Company also made arrangements for shareholders who have not registered their email addresses, to register/ update their email addresses with the Company in the manner specified in the Postal Ballot Notice.

The Shareholders were required to vote electronically during the voting period commencing from 09:00 a.m. (IST) on Thursday, February 23, 2023 upto 5.00 P.M. (IST) on Friday, March 24, 2023. Accordingly, the members who casted their votes upto 5.00 P.M. (IST) on Friday, March 24, 2023, have been considered for my scrutiny.

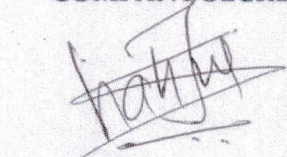
A summary of voting through remote e-voting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by shareholders through remote e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairman or Company Secretary, who is authorized by the Chairman in this behalf.

Thanking you,

Yours sincerely,

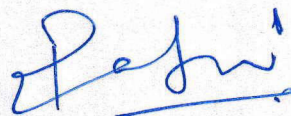
For RATHI & ASSOCIATES  
COMPANY SECRETARIES



JAYESH M. SHAH  
PARTNER  
MEM. NO. FCS 5637  
COP No. 2535  
P.REVIEW CERT. No. 668/2020  
UDIN: F005637D003318188



COUNTERSIGNED BY  
For INTRASOFT TECHNOLOGIES LIMITED



PRANVESH TRIPATHI  
COMPANY SECRETARY  
MEMBERSHIP NUMBER ACS 16724



Annexure

1. Special Resolution for authorizing the Board of Directors of the Company to give Loan(s), Guarantee(s), or provide securities or to make Investment(s) pursuant to Section 186 of the Companies Act, 2013 upto the limits provided under the provisions of the said Section or Rs. 300 crores, whichever is more.

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c.	<b>Net Valid Remote e-voting confirmations</b>	<b>36</b>	<b>56,36,350</b>
(i)	Remote e-voting confirmations with assent for the Resolution	34	56,24,685
	<b>% of Assent</b>		<b>99.79</b>
(ii)	Remote e-voting confirmations with dissent for the Resolution	2	11,665
	<b>% of Dissent</b>		<b>0.21</b>





2. Special Resolution for authorizing the Board of Directors to borrow in excess of limit specified under Section 180(1)(c) of the Companies Act, 2013, but not exceeding Rs. 200 Crores.

Sr. No.	Particulars	Resolution 2	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	36	56,36,350
	<b>Total</b>	<b>36</b>	<b>56,36,350</b>
b.	Less: Invalid Remote e-voting confirmations	-	-
c.	<b>Net Valid Remote e-voting confirmations</b>	<b>36</b>	<b>56,36,350</b>
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	<b>% of Dissent</b>		<b>0.21</b>



3. Special Resolution for authorizing the Board of Directors to create charge, mortgage and/or hypothecation on the assets of the Company under Section 180(1) (a) of the Companies Act, 2013 upto the limit of Rs. 200 crores.

Sr. No.	Particulars	Resolution 3	
		No. of Remote e-voting confirmations	No. of Shares voted
a.	Remote e-voting confirmations received	36	56,36,350
	<b>Total</b>	<b>36</b>	<b>56,36,350</b>
b.	Less: Invalid Remote e-voting confirmations	-	-
c.	<b>Net Valid Remote e-voting confirmations</b>	<b>36</b>	<b>56,36,350</b>
(i)	Remote e-voting confirmations with assent for the Resolution	34	56,24,685
	<b>% of Assent</b>		<b>99.79</b>
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	<b>% of Dissent</b>		<b>0.21</b>

