



# IntraSoft Technologies Limited

**Regd. Office :** 502A, Prathamesh, Raghuvanshi Mills Compound. S.B. Marg, Lower Parel, Mumbai - 400 013

Tel: +91-22-2491-2123 Fax: +91-22-2490-3123 E-mail: intrasoft@itlindia.com Website: www.itlindia.com

**Corp. Office :** Suite 301. 145, Rash Behari Avenue, Kolkata - 700 029 Tel: +91-33-4023-1234 Fax: +91-33-2464-6584

CIN : L24133MH1996PLC197857

## **Declaration of Results of the Postal Ballot (including e-voting) on the resolutions set out in the Notice of Postal Ballot dated November 14, 2015.**

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 resolution appended to the Postal Ballot Notice dated November 14, 2015. The Postal Ballot Notice containing resolutions together with Postal Ballot Form & the statement to be annexed to the said notice was sent to all the Shareholders on November 27, 2015 at their email / registered address and the last date of e-voting & receipt of postal ballot forms duly completed, from the shareholders was December 27, 2015.

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 – Ordinary Resolution**

Appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N / N500013) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s K. N. Gutgutia & Co., Chartered Accountants, to hold the office until the conclusion of the next Annual General Meeting on terms and condition as set out in the said resolution.

### **Resolution No. 2 – Special Resolution**

To grant authority to the Board of Directors to give Loan, Guarantee or provide Security or make Investments upto an aggregate amount not exceeding ₹ 200 crores (Rupees Two Hundred Crores) as set out in the resolution proposed for seeking approval of shareholders.





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A summary of Postal Ballot Form (PBF) received / Votes Cast through e-Voting is as under:

## For Resolution No. 1:

Sr. No.	Particulars	Resolution 1	
		No. of PBF / E-Voting	No. of Shares voted
a.	Postal Ballot Forms received	23	903908
b.	e-Voting Confirmations	22	8232009
	<b>Total</b>	<b>45</b>	<b>9135917</b>
c.	Less: Invalid Postal Ballot Forms / e-Voting confirmations	1	1
d.	<b>Net Valid Postal Ballot Forms / e-Voting for the Resolution</b>	<b>44</b>	<b>9135916</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	43	9135915
	<b>% of Assent*</b>	<b>100%</b>	
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	1	1
	<b>% of Dissent*</b>	<b>0%</b>	

\*Rounded off to nearest figure





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## For Resolution No. 2:

Sr. No.	Particulars	Resolution 2	
		No. of PBF / E-Voting	No. of Shares voted
a.	Postal Ballot Forms received	23	903908
b.	e-Voting Confirmations	22	8232009
	<b>Total</b>	<b>45</b>	<b>9135917</b>
c.	Less: Invalid Postal Ballot Forms / e-Voting confirmations	1	1
d.	<b>Net Valid Postal Ballot Forms / e-Voting for the Resolution</b>	<b>44</b>	<b>9135916</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	43	9135716
	<b>% of Assent</b>	<b>99.998%</b>	
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	1	200
	<b>% of Dissent</b>	<b>0.002%</b>	

Accordingly, I, Arvind Kajaria, Managing Director and authorized Director hereby declare that the 2 (Two) resolutions, as set out in the Postal Ballot Notice dated November 14, 2015, have been approved by the members of the Company with requisite majority.

For IntraSoft Technologies Limited

Arvind Kajaria  
DIN : 00106901  
Authorised Signatory



Date: December 29, 2015  
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

29<sup>th</sup> December, 2015

The Chairman

**Intrasoft Technologies Limited**

A-502, Prathamesh,

Raghuvanshi Mills Compound,

Senapati Bapat Marg, Lower Parel (W),

Mumbai – 400 013

Dear Sir,

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

Intrasoft Technologies Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on 14<sup>th</sup> November, 2015, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Postal Ballot Notice and explanatory statement under Section 102 of the Companies Act, 2013, along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer were sent to the shareholders by courier and through electronic means, for passing of the following resolutions:

1. **Ordinary Resolution** for appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N / N500013) as the statutory auditors of the Company to fill the casual vacancy caused by resignation of M/s K.N. Gutgutia & Co. Chartered Accountants to hold the office until the conclusion of the next Annual General Meeting.



2. **Special Resolution** for granting authority to the Board of Directors for making investment(s) by way of subscription, purchase or otherwise the securities of any other body corporate, giving loan or guarantee and providing security upto an aggregate amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores) at any time.

The Company availed the e-Voting facility offered by National Securities Depository Limited (NSDL) for providing e-Voting facility to the shareholders of the Company as required under Rule 20 of the Rules of Chapter VII.

The dispatch of Notice of the Postal Ballot was duly completed on 27<sup>th</sup> November, 2015. The cut-off date for the purpose of identifying the Members who were entitled to vote through Postal Ballot / e-voting facility on the resolution for approval of Members was 13<sup>th</sup> November, 2015

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer so as to reach not later than 5.00 p.m. on Sunday, 27<sup>th</sup> December, 2015 or cast their votes through e-voting on the basis of password provided to them by NSDL by 5.00 p.m. on Sunday, 27<sup>th</sup> December, 2015. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 p.m. on Sunday, 27<sup>th</sup> December, 2015 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register was maintained and particulars of all postal ballot forms received from the shareholders have been recorded therein.

A summary of the ballot papers received and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by shareholders through Postal Ballots and E-Voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman.

Thanking you,

Yours sincerely,

For **RATHI & ASSOCIATES**  
**COMPANY SECRETARIES**

  
**JAYESH SHAH**

**PARTNER**

**FCS No. 5637**

**COP No. 2535**



Annexure

The summary of the Postal Ballot Forms (PBF) and e-Voting confirmations received is given below:

**ORDINARY RESOLUTION**

**Resolution No. 1:**

Sr. No.	Particulars	Resolution 1	
		No. of PBF / E-Voting	No. of Shares voted
a.	Postal Ballot Forms received	23	903,908
b.	e-Voting Confirmations	22	8,232,009
	<b>Total</b>	<b>45</b>	<b>9,135,917</b>
c.	Less: Invalid Postal Ballot Forms / e-Voting confirmations	1	1
d.	<b>Net Valid Postal Ballot Forms / e-Voting for the Resolution</b>	<b>44</b>	<b>9,135,916</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	43	9,135,915
	<b>% of Assent*</b>		<b>100%</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	1	1
	<b>% of Dissent*</b>		<b>0%</b>

\* Rounded off to nearest figure



## SPECIAL RESOLUTION

### Resolution No. 2:

Sr. No.	Particulars	Resolution 2	
		No. of PBF / E-Voting	No. of Shares voted
a.	Postal Ballot Forms received	23	903,908
b.	e-Voting Confirmations	22	8,232,009
	<b>Total</b>	<b>45</b>	<b>9,135,917</b>
c.	Less: Invalid Postal Ballot Forms / e-Voting confirmations	1	1
d.	<b>Net Valid Postal Ballot Forms / e-Voting for the Resolution</b>	<b>44</b>	<b>9,135,916</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	43	9,135,716
	<b>% of Assent*</b>		<b>99.998%</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	1	200
	<b>% of Dissent*</b>		<b>0.002%</b>

\* Rounded off to nearest figure

