



IntraSoft Technologies Limited

Regd. Office : 502A Prathamesh, Raghuvanshi Mills Compound, S.B. Marg, Lower Parel, Mumbai - 400 013
T: +91-22-2491-2123 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

Declaration of Results of the Voting (including e-voting) on the resolutions set out in the Notice of the Annual General Meeting held on September 10, 2019.

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"), member's approval was sought for the resolution set out in the Notice of the Annual General Meeting dated 28th May, 2019 for the Annual General Meeting held on 10th September, 2019. The Notice of the Annual General Meeting containing all the Agenda Items were sent to all the shareholders of the Company on 9th August, 2019 at their email / registered address and the E-voting was available from 7th September, 2019 (9.00 AM) till 9th September, 2019 (5.00 PM).

Mr. Jayesh Shah, Practicing Company Secretary, Partner of M/s. Rathi & Associates, Company Secretaries was appointed as Scrutinizer for conducting the E-voting process and voting through physical Ballot paper process at the venue of the Annual General Meeting. The Scrutinizer has submitted his report and the voting results are as follows:

Resolution No. 1 – Ordinary Resolution

To receive, consider and adopt

- (a) the audited standalone financial statement of the Company for the financial year ended 31 March, 2019, the Reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statement of the Company for the year ended 31 March, 2019.

Resolution No. 2 – Ordinary Resolution

To declare dividend on Equity Shares for the financial year ended on 31 March 2019.

Resolution No. 3 – Ordinary Resolution

To appoint a Director in place of Mr. Sharad Kajaria (DIN 00108036) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution No. 4 – Special Resolution





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Re-appointment of Mrs. Savita Agarwal (DIN: 00062183) as Woman Independent Director of the Company for a 2nd consecutive term of five (5) years with effect from 29 June 2019.

Resolution No. 5 – Special Resolution

Re-appointment of Mr. Rupinder Singh (DIN: 02815733) as Independent Director of the Company for a 2nd consecutive term of five (5) years with effect from 28 August 2019.

Resolution No. 6 – Special Resolution

Re-appointment of Mr. Anil Agarwal (DIN: 00122053) as Independent Director of the Company for a 2nd consecutive term of five (5) years with effect from 28 August 2019.

A summary of Votes Cast through e-Voting and physical Ballot Process is as under:

Resolution 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100.00





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	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
		% of Dissent		0.00

Resolution 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0.00





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Resolution 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100.00
(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0.00

Resolution 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265





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b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0.00

Resolution 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104





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		% of Assent		100.00
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
		% of Dissent		0.00

Resolution 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0.00





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Accordingly, I, Arvind Kajaria, Chairman & Managing Director and authorized Director hereby declare that the 6 (Six) resolutions, as set out in the Notice of the Annual General Meeting dated 28th May, 2019 have been approved by the members of the Company with requisite majority.

For IntraSoft Technologies Limited

Arvind Kajaria

Chairman

DIN: 00106901

Date: September 11, 2019

Place: Mumbai



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

September 11, 2019

The Chairman

INTRASOFT TECHNOLOGIES LIMITED

A-502, Prathamesh

Raghuvanshi Mills Compound

Senapati Bapat Marg, Lower Parel (West)

Mumbai - 400 013

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballot process conducted at the 24th Annual General Meeting of the Members of Intrasoft Technologies Limited held on September 10, 2019:

Intrasoft Technologies Limited ("the Company") has, vide resolution of its Board of Directors dated May 28, 2019, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballot on the resolutions contained in the notice dated May 28, 2019 ("Notice") at the 24th Annual General Meeting held on Tuesday, September 10, 2019 (AGM), as required under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting through physical ballot on the resolutions contained in the aforesaid Notice of the 24th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" and "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide said facilities on the resolutions contained in the Notice.

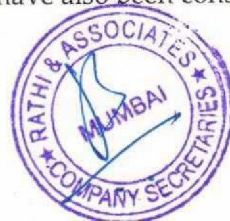


As required under Section 101 of the Act, the Notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means (i.e. by Courier, Speed Post, Registered Post or through e-mail), for seeking approval of members on following resolutions:

1. **Resolution No. 1:** As an Ordinary Resolution
 - a. to consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon and
 - b. the Consolidated Audited Financial Statements for the financial year ended March 31, 2019 and the Reports of the Auditors thereon.
2. **Resolution No. 2:** As an Ordinary Resolution to declare dividend on Equity Shares for the Financial Year ended March 31, 2019.
3. **Resolution No. 3:** As an Ordinary Resolution to appoint a Director in place of Mr. Sharad Kajaria (DIN: 00108036) who retired by rotation and being eligible, offered himself for re-appointment.
4. **Resolution No. 4:** As a Special Resolution for re-appointment of Mrs. Savita Agarwal (DIN: 00062183) as Independent Director of the Company for a second term of five (5) years with effect from 29th June 2019.
5. **Resolution No. 5:** As a Special Resolution for re-appointment of Mr. Rupinder Singh (DIN: 02815733) as Independent Director of the Company for a second term of five (5) years with effect from 28th August 2019.
6. **Resolution No. 6:** As a Special Resolution for re-appointment of Mr. Anil Agarwal (DIN: 00122053) as Independent Director of the Company for a second term of five (5) years with effect from 28th August 2019.

The Company provided the remote e-voting facility offered by NSDL to cast votes on aforesaid resolutions by the members of the Company. The Company also made available the physical ballots at the 24th AGM to members, who did not cast the vote through e-voting facility, to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Saturday, September 07 2019 upto 5.00 p.m. of Monday, September 09, 2019. Accordingly, e-votes casted upto 5.00 p.m. of Monday, September 09, 2019 have been considered for my scrutiny. Further, the votes casted at the 24th Annual General Meeting through physical ballots have also been considered for the scrutiny.



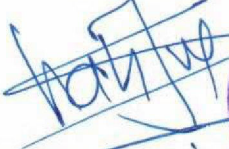
After the conclusion of the Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Ms. Komal Binwani and Ms. Rashi Shah, and thereafter through remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Shimony Jain and Ms. Chaitali Turakhia. A summary of the votes casted by shareholders through remote e-voting and by physical ballots at the 24th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 24th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES


JAYESH SHAH
PARTNER
MEM No. FCS 5637
COP NO. 2535



Countersigned by
FOR INTRASOFT TECHNOLOGIES LIMITED





ARVIND KAJARIA
MANAGING DIRECTOR

ANNEXURE

For Resolution 1: As an Ordinary Resolution to consider and adopt the Audited Financial Statements:

- a. to consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon and
- b. the Consolidated Audited Financial Statements for the financial year ended March 31, 2019 and the Reports of the Auditors thereon

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0



For Resolution 2: As an Ordinary Resolution to declare dividend on Equity Shares for the Financial Year ended March 31, 2019.

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0



For Resolution 3: As an Ordinary Resolution to appoint a Director in place of Mr. Sharad Kajaria (DIN: 00108036) who retired by rotation and being eligible, offered himself for re-appointment.

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100
(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0



For Resolution 4: As a Special Resolution for re-appointment of Mrs. Savita Agarwal (DIN: 00062183) as Independent Director of the Company for a second term of five (5) years with effect from 29th June 2019.

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100
(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0



For Resolution 5: As a Special Resolution for re-appointment of Mr. Rupinder Singh (DIN: 02815733) as Independent Director of the Company for a second term of five (5) years with effect from 28th August 2019.

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
(i)	Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100
(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0



For Resolution 6: As a Special Resolution for re-appointment of Mr. Anil Agarwal (DIN: 00122053) as Independent Director of the Company for a second term of five (5) years with effect from 28th August 2019.

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of votes
a.	Votes casted through physical ballot	14	506,265
b.	Votes through remote e-voting	17	8,119,839
	Total	31	8,626,104
c.	Less: Invalid ballot / remote e-voting confirmations	0	0
d.	Net valid physical ballot / remote e-voting	31	8,626,104
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	31	8,626,104
	% of Assent		100
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0

