



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
May 09, 2022

Corporate Relationship Department

BSE Limited

P.J. Towers, Dalal Street,
Fort, Mumbai- 400 001

Listing Department

National Stock Exchange of India Ltd

Exchange Plaza, Bandra Kurla Complex
Mumbai 400051

Scrip code: 533181 / ISFT

Dear Sir,

Sub: Notice of Postal Ballot

Ref: Intimation regarding completion of dispatch of Postal Ballot Notices to Shareholders and publication of the Postal Ballot Notice in Newspapers.

We wish to inform you that the Notice of Postal Ballot dated May 07, 2022 along with Explanatory Statement and other required details has been sent to the Shareholders on Monday, May 09, 2022 whose names appear in the Company's Register of Members / List of Beneficial Owners as on the Cut-off date i.e. Saturday May 07, 2022.

The Notice of Postal Ballot has been published in Newspapers- MINT (All English Editions) and Navshakti (Marathi Edition, Mumbai) on May 09, 2022.

The particulars regarding the Postal Ballot, Cut-off Date and, Remote E-Voting are set out below:

Postal Ballot Notice	POSTAL BALLOT Notice dated 07.05.2022
Cut Off Date	07.05.2022
E-Voting Start Date & Time	11.05.2022 (9.00 A.M.)
E-Voting End Date & Time	09.06.2022 (5.00 P.M.)
Completion of sending of Notice to the Shareholders whose Emails are registered and the publication of the Notice in the Newspapers.	09.05.2022.

Notice of the Postal Ballot and the Newspaper Advertisements is annexed 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

Pranvesh Tripathi
Company Secretary & Compliance Officer
Encl: As referred above





INTRASOFT TECHNOLOGIES LIMITED

POSTAL BALLOT NOTICE

Dated May 7, 2022

INTRASOFT TECHNOLOGIES LIMITED

(CIN: L24133MH1996PLC197857)

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

Phone: 022 – 4004-0008 Email: intrasoft@itlindia.com | Website: www.itlindia.com

POSTAL BALLOT NOTICE

**(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with
Rule 20 and Rule 22 of the Companies (Management and Administration)
Rules, 2014)**

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of Intrasoft Technologies Limited (“**the Company**”) by means of Postal Ballot, only by way of remote e-voting process (“**e-voting**”), pursuant to Section 108 and 110 of the Companies Act, 2013 (“**the Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable provisions, if any, of the Act and the Rules made thereunder read 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 and 03/ 2022 dated May 5, 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 issued by the Securities and Exchange Board of India (SEBI). The Ministry of Corporate Affairs and SEBI vide their respective circulars mentioned above have dispensed with the requirement for issuing the hard copies of documents for passing of Ordinary and Special Resolutions by the Members on account of the threat posed by Covid-19 Pandemic.

The Explanatory Statement pursuant to Section 102(1) and all other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

In accordance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by email to the Members who have registered their email addresses with the Company or Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company (‘RTA’) or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Saturday, May 7, 2022 (“cut-off date”). The communication of assent / dissent of the Members will only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Company has engaged the services of Link Intime India Private Limited as the agency to provide e-voting facility. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their votes electronically not later than 5:00

p.m. on Thursday, **June 9, 2022** (the last day to cast vote electronically) to be eligible for being considered.

The Board of Directors of the Company have appointed Mr. Jayesh M. Shah, Partners of M/s. Rathi & Associates, Practicing Company Secretaries, (Membership No. FCS - 5637 & Certificate of Practice No. 2535) as Scrutinizer for conducting the remote e-voting process, in a true, fair and transparent manner and he has communicated his willingness for his appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and/or Managing Directors of the Company or any person authorized by him. The results of the Postal Ballot/E- voting shall be declared within two working days from the conclusion of remote e- voting and the same, along with the Scrutinizers' Report, will be placed on the website of the Company and will be displayed on the Company's website www.itlindia.com and will also be communicated to the Stock Exchanges and Link Intime India Private Limited. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office as well.

SPECIAL BUSINESS

1. Appointment of Mr. Ashish Arun as an Independent Director (Non-Executive) of the Company

To consider and pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashish Arun (DIN : 064317917) was appointed as an Additional Director of the Company in the category of Independent Director with effect from March 17, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office from March 14, 2022 to March 13, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For IntraSoft Technologies Limited**

SD/-

**Place: Mumbai
Date: 7th May, 2022**

**Pranvesh Tripathi
Company Secretary**

Registered Office:

502A, Prathamesh, Raghuvarshi Mills Compound,

S. B. Marg, Lower Parel,

Mumbai- 400013,.

CIN: L24133MH1996PLC197857

Website: www.itlindia.com

E-mail:

intrasoft@itlindia.com

Tel.: (+91) (022) 40040008

Fax: (+91) (022) 24903123

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, in respect of the proposed special resolution to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on **May 7, 2022** (“**Cut-Off-Date**”) received from the Depositories and whose e-mail addresses are registered with the Company / RTA / Depositories. In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this postal ballot and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
2. A copy of the Postal Ballot Notice is also available on the Company’s website at www.itlindia.com and websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited (CDSL) at <https://www.evotingindia.com>.

In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address, Mobile No., PAN and Bank Details are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form and/ or by sending the details at E-mail-rnt.helpdesk@linkintime.co.in. Alternatively, Shareholders / Members can register their email address, by sending an Email, containing self-attested copy of PAN, at investors@itlindia.com by quoting their Folio No. / DP ID – Client ID in order to facilitate the Company to serve the documents through the electronic mode.

3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off-Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off-Date should treat this notice for information purpose only.

4. Voting rights of Members/Beneficial Owners shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on **May 7, 2022 (Cut-Off-Date)**.
5. Pursuant to Sections 108, 110 and all other applicable provisions, if any, of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Link Intime India Private Limited, as an Agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice, which the members are requested to read carefully before casting their vote.
6. The e-voting period commences at **9:00 a.m. on May 11, 2022 and ends at 5.00 p.m. on June 9, 2022**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
7. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **June 9, 2022**. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investors@itlindia.com
9. **PROCEDURE FOR EVOTING:**

THE INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins at **9:00 a.m. on May 11, 2022 and ends at 5.00 p.m. on June 9, 2022**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off-date i.e. May 7, 2022** (record date) may cast their vote electronically. The e-voting module shall be disabled by LinkIntime for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to

register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (iv) **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:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is Linkintime.</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p>

	<p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above <p>► 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).</p> <p>► Click "confirm" (Your password is now generated).</p> <p>2. Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</p> <p>5. E-voting page will appear.</p> <p>6. 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).</p> <p>7. 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.</p>
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B. Log in Method for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

C. Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME and Institutional Shareholders aswell , have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

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

• Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

E. Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22-23058542-43.

F. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

G. Any person, who acquires shares of the Company and become member of the Company after sending of the notice through E-mail and holding shares as on the Record Date i.e. **May 7, 2022** may obtain the login ID and password by sending a request at enotices@linkintime.co.in or investors@itlindia.com

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

Item No 1:

In accordance with the provisions of Section 149 read with Schedule IV to the Act and as per amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") effective from January 1, 2022, appointment of Independent Directors requires approval of the members of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination and Compensation-cum-Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 and 161(1) of the Companies Act, 2013 ("**the Act**") and all the applicable Rules made thereunder read with the Articles of Association of the Company, had approved the appointment of Mr. Ashish Arun (DIN : 06431791) as an Additional Director, designated as Independent Director (Non-Executive) of the Company for a term of up to 5 (Five) consecutive years with effect from March 14 , 2022 to March 13,2027.

Mr. Ashish Arun has given declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act and the provisions of the Listing Regulations. Further, the Company has also received consent from Mr. Ashish Arun to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Also, in terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Ashish Arun to be appointed as an Independent Director.

In the opinion of the Board, Mr. Ashish Arun fulfils the conditions for appointment as an Independent Director (Non-Executive) as specified in the Act and rules made thereunder as also in the Listing Regulations. Mr. Ashish Arun is independent of the management and possesses appropriate skills, expertise, experience and knowledge. Considering the extensive knowledge and experience of Mr. Ashish Arun as well as his educational background, appointment of Mr. Ashish Arun as an Independent Director (Non-Executive) is in the interest of the Company.

Brief resume of Mr. Ashish Arun is provided in the "**Annexure**" to this Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("**SS- 2**"), issued by the ICSI. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. The terms and conditions of appointment of the above Director viz, The Letter of Appointment, for inspection for the Members shall be made available at the Registered Office of the Company during normal business hours on any working day during 09:00 a.m. to 06:00 p.m. The same shall also be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@itlindia.com with a prior notice for inspection.

Save and except Mr. Ashish Arun, being the appointee, or his relatives, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel

are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board accordingly, recommends the special resolution set out in the Notice for approval by the members.

**By Order of the Board of Directors
for IntraSoft Technologies Limited**

SD/-

Place: Mumbai

Date: 7th May, 2022

Regd. Office:

502A, Prathamesh, Raghuvanshi Mills Compound,
S.B. Marg, Lower Parel,
Mumbai- 400013

**Pranvesh Tripathi
Company Secretary**

CIN: L24133MH1996PLC197857

Website: www.itlindia.com **Tel.:** (+91) (022) 40040008

E-mail- intrasoft@itlindia.com

Fax: (+91) (022) 24903123

**BRIEF PROFILE OF THE DIRECTOR PROPOSED TO BE APPOINTED IN ACCORDANCE
WITH THE REGULATION 36(3) OF THE LISTING REGULATIONS**

Details of Mr. Ashish Arun (DIN: 06431791)

1.	Date of Birth & Age	:	21 September, 1985 (36 years)
2.	Education & Qualifications	:	Bachelor of Art and Bachelor of Law (B.A. LL.B.) from West Bengal National University of Juridical Sciences, Kolkata in 2010
3.	Experience (including expertise in specific functional area) / Brief Resume	:	<p>Mr. Ashish Arun is an award-winning entrepreneur with more than 12 years of experience in building and managing businesses in the field of legal research and technology, both in India and the United States.</p> <p>Currently, he serves as the Managing Partner at Offshore Research Partner (a legal research firm headquartered in Kolkata) and the Principal and CEO at Expert Witness Profiler, LLC (a legal intelligence company based in Evanston, Illinois, USA).</p> <p>He graduated from the prestigious National University of Juridical Sciences, Kolkata in the year 2010 with a bachelor's degree in Law.</p>
4.	Terms and Conditions of Appointment	:	As per the resolution set out in this Notice read with the Explanatory Statement attached hereto.
5.	Remuneration last drawn (including sitting fees, if any)	:	NIL
6.	Remuneration proposed to be paid	:	He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
7.	Date of first appointment on the Board	:	Effective March 14, 2022.
8.	Skills and capabilities required for the role as an Independent Director	:	<p>Mr. Ashish Arun meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:</p> <p>a. Legal Background/ Advisor b. General Management</p>

9.	Shareholding in the Company as on date of notice, including share- holding as a beneficial owner.	:	Nil
10.	Relationship with other Directors/ Key Managerial Personnel of APAR Industries Limited	:	Not related to any other Director / Key Managerial Personnel of the Company
11.	Number of meetings of the Board / Committee attended during the financial year (FY 2021-22)	:	One
12.	Directorships of other Boards as on date of notice. (along with listed entities from which the person has resigned in the past three years)	:	One Two Three Greetings (India) Private Limited.
13.	Membership / Chairmanship of Committees of other Boards as on the date of notice. (along with listed entities from which the person has resigned in the past three years)	:	Nil

**By Order of the Board of Directors
for IntraSoft Technologies Limited**

SD/-

Place: Mumbai

**Pranvesh Tripathi
Company Secretary**

Date: 7th May, 2022

Regd. Office:

502A, Prathamesh, Raghuvanshi Mills Compound,
S.B. Marg, Lower Parel,
Mumbai- 400013.

CIN: L24133MH1996PLC197857

Website: www.itlindia.com

E-mail- intrasoft@itlindia.com

Tel.: (+91) (022) 40040008

Fax: (+91) (022) 24903123