



# IntraSoft Technologies Limited

**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

February 21, 2023

**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 February 14, 2023 along with Explanatory Statement and other required details has been sent to the Shareholders on Tuesday, February 21, 2023 whose names appear in the Company's Register of Members / List of Beneficial Owners as on the Cut-off date i.e. Friday, February 17, 2023.

The Notice of Postal Ballot has been published in Newspapers- MINT (All English Editions) and Navshakti (Marathi Edition, Mumbai) on February 21, 2023.

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

<b>Postal Ballot Notice</b>	POSTAL BALLOT Notice dated 14.02.2023
<b>Cut Off Date</b>	17.02.2023
<b>E-Voting Start Date &amp; Time</b>	23.02.2023 (9.00 A.M.)
<b>E-Voting End Date &amp; Time</b>	24.03.2023 (5.00 P.M.)
<b>Completion of sending of Notice to the Shareholders whose Emails are registered and the publication of the Notice in the Newspapers.</b>	21.02.2023.

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](http://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 - 14 February, 2023

**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](http://www.itlindia.com)**

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**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 resolutions set out below are 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 8 April, 2020 and 17/2020 dated 13 April, 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). The Ministry of Corporate Affairs and SEBI vide their respective above referred circulars, have dispensed with the requirement for dispatching of the hard copies of documents to members for passing of Ordinary and Special Resolutions by the Members.

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 resolutions 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 Friday, 17 February, 2023 (“cut-off date”). The communication of assent / dissent of the Members on the resolutions shall be only 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 process. 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 Friday, 24 March, 2023 (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, and he has communicated his willingness for his appointment.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and/or Managing Director 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](http://www.itlindia.com) and will also be communicated to the Stock Exchanges and Link Intime India Private Limited. The results of the Postal Ballot will also be displayed at its Registered Office and Corporate Office.

## **SPECIAL BUSINESS**

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

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, (including any modification or re-enactment thereof for the time being in force), Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to (i) give loan to any person or other body corporate; (ii) give guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may

in their absolute discretion deem beneficial and in the interest of the Company, and the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed

- a. An aggregate amount of ₹ 300 Crores (Rupees Three Hundred Crores only); or
- b. 60% of the paid-up share capital, free reserves and securities premium account of the Company or
- c. 100% of free reserves and securities premium account of the Company, whichever is more.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary or incidental thereto to give effect to the resolution as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard including filing of all the necessary e-forms with the office of the Registrar of Companies, Maharashtra, Mumbai.”

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

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Board of Directors of the Company be and is hereby authorized to borrow from time to time, any sum or sums of monies as they may deem necessary for the purpose of business of the Company, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium account provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 200 crore (Rupees Two Hundred Crores only); notwithstanding that the aggregate of money borrowed or to be borrowed exceeds the limit laid down by the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary or incidental thereto to give effect to the resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Maharashtra, Mumbai.

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.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (Act) (including any statutory modifications or re-enactments thereof) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “The Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to mortgage / hypothecate/ charge and / or also to create liens, pledges, charges and all other encumbrances of whatsoever nature on all or any of the Company’s immovable and movable properties, tangible and intangible, and the whole or substantially the whole of all or any of the undertakings of the Company, where-so-ever situate, present and future, in favour of Banks/Institutions/other lenders/trustees of the holders of securities, issued/to be issued from time to time in one or more tranches, to secure the principal amount of moneys borrowed/to be borrowed pursuant to borrowing power of the Board not exceeding ₹ 200 Crores (Rupees Two Hundred Crores only), together with interest, compound interest, premium on redemption and all costs, charges and expenses and all other moneys as may become due and payable by the Company, in that behalf and to vary or modify existing mortgages, charges, hypothecation, encumbrances and lien as the case may be, from time to time, in such manner and in such form on all or any of the properties or part of any of the property and the undertakings of the Company, both present and future, as may be decided by the Board and as agreed to by the said banks/institutions/other lenders/trustees of the holders of securities issued/to be issued by the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary or incidental thereto to give effect to the resolution including to digitally sign and upload the necessary e-forms on the portal of the website of the Ministry of Corporate Affairs.”

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

*SD/-*

**Place: Mumbai  
Date: 14 February, 2023**

**Pranvesh Tripathi  
Company Secretary**

**Registered Office:**

502A, Prathamesh, Raghuvarshi Mills Compound,

S. B. Marg, Lower Parel,

Mumbai- 400013,.

CIN: L24133MH1996PLC197857

Website: [www.itlindia.com](http://www.itlindia.com)

E-mail:

[intrasoft@itlindia.com](mailto:intrasoft@itlindia.com)

Tel.: (+91) (022) 40040008

Fax: (+91) (022) 24903123

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**Notes:**

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, in respect of the proposed special resolutions 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 **17 February, 2023** (“**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 <https://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 Linkintime India Private Limited at <https://instavote.linkintime.co.in/>

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](mailto: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](mailto: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 **17 February, 2023 (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 9 December, 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 Thursday, 23 February, 2023 and ends at 5.00 p.m. on Friday, 24 March, 2023**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
7. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **24 March, 2023** and 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](mailto: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 Thursday, 23 February, 2023 and ends at 5.00 p.m. on Friday, 24 March, 2023**. 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. 17 February, 2023** (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 9 December 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 9 December, 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 9 December, 2020 are as under:**

**A. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>• 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 .</li> </ul>

	<ul style="list-style-type: none"> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>• Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>• After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>• If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>• Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>

<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• 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.</li> </ul>
<p><b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is Linkintime.</b></p>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL:  <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>▶ Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: - <ul style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>B. PAN:</b> 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.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ul> </li> <li>• Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click “confirm” (Your password is now generated).</li> <ol style="list-style-type: none"> <li>2. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> </ol> </ol>

	<p>4. After successful login, you will be able to see the notification for e-voting. Select <b>‘View’</b> 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 <b>‘Favour / Against’</b> (If you wish to view the entire Resolution details, click on the <b>‘View Resolution’</b> file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on <b>‘Submit’</b>. A confirmation box will be displayed. If you wish to confirm your vote, click on <b>‘Yes’</b>, else to change your vote, click on <b>‘No’</b> 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:

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](mailto: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. **17 February, 2023** may obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or [investors@itlindia.com](mailto:investors@itlindia.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED FROM TIME TO TIME.**

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The following Statement sets out all material facts relating to the Special Businesses mentioned in the Notice of Postal Ballot:

**For Resolution set as Item No 1:**

The Company in furtherance of its Main Object, has been making investments, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Companies Act, 2013.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company, with the approval of the shareholders of the Company accorded by way of special resolution, can make investments, give loans, guarantee and provide security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital, free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more.

The Company's current outstanding position of aggregate of investments made, loans given and guarantees provided is as under:

(₹ in lacs)

1.	Investments	8113.68
2.	Loans extended	250.00
3.	Securities / guarantees provided	11094.54
	Total	<b>19458.22</b>

The Company's net worth position as on 31 March, 2022 is as under:

(₹ in lacs)

1.	Equity Share Capital	1473.17
2.	Free reserve	4445.94
3.	Securities Premium amount	5527.11
	Total	<b>11446.22</b>

The shareholders of the Company vide resolution passed on 29 December, 2015 had authorized the Board of Directors to make investments, give loans, guarantee and provide security up to ₹ 200 Crores. The present outstanding of Investments, loans and guarantee aggregating to ₹ 194.58 Crores .

With a view of achieving greater financial flexibility and to enable optimal financing structure, and considering the limits already utilised by the Company as per the previous approval given by the Shareholders, it is proposed to authorize the Board of Directors for making investments, giving of loans or guarantee or providing security subject to aggregate of the said amount at any point of time shall not exceeding ₹ 300 Crores (Rupees Three Hundred Crores only).

None of the promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the resolution set out at item no. 1 of the Notice.

Your Directors recommend the resolution at item no. 1 for approval of the members of the Company to be passed as a special resolution by way of postal ballot.

### **For Resolutions set as Item No 2 and 3**

Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013, provide that the Board of Directors of the Company shall not, without the consent of members in general meeting by way of special resolution, borrow money in excess of the Company's paid up share capital, free reserves and securities premium account, apart from temporary loans obtained from the Company's bankers in the ordinary course of business; and/ or sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, respectively.

The shareholders of the Company vide resolution passed on 8 September, 2015 had authorized the Board of Directors to avail loans and to create charge on the assets of the Company up to ₹ 100 Crores. The present outstanding of loans is ₹ 112.65 Crores.

The Company's outstanding position of loan and guarantees provided by the Company is as under:

(₹ in lacs)		
1.	Secured loan availed	11094.54
2.	Unsecured loan availed	170.00
3.	Securities / guarantees	0.00
	Total	<b>11264.54</b>

Considering the business operations and requirement of funds thereof, it is considered necessary to authorize the Board of Directors for increasing the borrowing limits which were earlier approved by the Shareholders and to create security on the assets of the Company on such borrowings to a sum not exceeding ₹ 200 crore (Rupees Two Hundred crores only) over and above the aggregate of the paid up capital of the Company, free reserves and securities premium account at any time.

None of the promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the resolution set out at item nos. 2 & 3 of the Notice.



Your Directors recommend the resolution at Item nos. 2 and 3 for approval of the members of the Company to be passed as a special resolution by way of postal ballot.

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

*SD/-*

**Place: Mumbai**

**Date: 14 February, 2023**

**Regd. Office:**

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

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**CIN:** L24133MH1996PLC197857

**Website:** [www.itlindia.com](http://www.itlindia.com) **Tel.:** (+91) (022) 40040008

**E-mail-** intrasoft@itlindia.com

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**Pranvesh Tripathi  
Company Secretary**

