



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:** +91-33-2464-3306 **Fax:** +91-33-2464-6584
CIN No.: L24133MH1996PLC197857

November 27, 2015

Corporate Relationship Department

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

The Listing Department

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

Scrip code: 533181 / ISFT

Dear Sir / Madam,

Subject: Notice of Postal Ballot

Please find enclosed herewith copy of Notice of Postal Ballot sent to the shareholders of the Company.

This is for your information and records

Thanking you,

Yours faithfully,
For IntraSoft Technologies Limited

Rakesh Dhanuka
Company Secretary & Compliance Officer



Encl.: as above



Intrasoft Technologies Ltd

CIN: L24133MH1996PLC197857

A-502, Prathamesh, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013
Tel: 022 2491 2123 Fax: 022 2490 3123 Email: intrasoft@itlindia.com Website: www.itlindia.com

Notice of Postal Ballot

[Notice pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) that the resolutions appended below are proposed to be passed by the Members through postal ballot. The explanatory statement pertaining to the resolutions alongwith the material facts concerning each resolution is annexed hereto for your consideration.

In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with related rules, as amended from time to time and Clause 35B of the Listing Agreement, the Company has also provided e-voting facilities as an alternate for its members to exercise their vote through electronic means (e-voting) on resolution proposed to be passed through postal ballot. Members desiring to opt for e-voting are requested to read the instructions in the Notes forming part of this Notice under the section 'Voting through electronic means'.

The Board of Directors of the Company has appointed Mr. Jayesh Shah, Partner of M/s. Rathi & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the process of postal ballot / e-voting in a fair and transparent manner.

Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer on or before 27th December, 2015 (till 5:00 PM). The postage will be borne by the Company. However, envelopes containing postal ballot, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted. If any postal ballot form is received after 5:00 PM on 27th December, 2015, it will be considered that no reply from the member has been received.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on 29th December, 2015 at 11:30 AM and will be communicated to the Stock Exchanges and would also be displayed on the Company's website at www.itlindia.com.

SPECIAL BUSINESS

Item No. 1

Appointment of Statutory Auditors to fill the casual vacancy

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as amended from time to time or any other law for the time being in force, M/s Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration. No 001076N / N500013), who have given their consent and certificate pursuant to the said provisions of the Act, be and are hereby appointed as 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 such remuneration as may be mutually agreed by the Board of Directors with them.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and matters as may be necessary to give effect to this resolution.”

Item No. 2

To give authority to the Board of Directors to give Loan, Guarantee or provide Security or make Investments

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

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, and in supersession of resolution passed by the members at the Annual General Meeting held on 8th September, 2015, consent of the Company be and is hereby accorded to the Board of Directors of the Company 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 ₹ 200 crores (Rupees Two Hundred Crores) at any time notwithstanding that the aggregate of the loans or guarantees or securities given or to be given and / or investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and matters as may be necessary to give effect to this resolution.”

By Order of the Board
For IntraSoft Technologies Ltd

Place: Kolkata
Date: 14th November, 2015

Rakesh Dhanuka
Company Secretary

Notes:

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members / List of Beneficial Owner as on 13th November, 2015 on their email ID / address through permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear in the Register of Members / List of Beneficial Owners as on 13th November, 2015 will be considered for the purpose of voting.
4. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
5. The members can opt for only one mode of voting i.e., either by physical postal ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to investors@itlindia.com. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
7. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 13th November, 2015.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot will be declared by any Director of the Company duly authorized by the Board at 11:30 AM on 29th December, 2015 at the Corporate Office at Suite 301, 145, Rash Behari Avenue, Kolkata – 700 029. The said result will also be displayed on the website of the Company (www.itlindia.com), besides being communicated to the Stock Exchanges on the said date.
10. The date of declaration of results of the postal ballot i.e. on 29th December, 2015, shall be the date on which the resolution would be deemed to have been passed at the General Meeting, if approved by the requisite majority.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 29th December, 2015.

Voting through electronic means:

- i. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with related rules, as amended from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members to exercise their right to vote on resolutions proposed in this notice instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

- ii. The e-voting period commences on 28th November, 2015 (9:00 AM) and ends on 27th December, 2015 (5:00 PM). During this period members of the Company holding shares either in physical form or in dematerialized form as on cut-off date i.e. 13th November, 2015, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL:
 - (i) Open email and open PDF file viz., "IntraSoft e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Enter user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Intrasoft Technologies Ltd".
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to js@rathindassociates.com with a copy marked to evoting@nsdl.co.in or deposited at the registered office of the company
 - B. In case a Member receives physical copy of the Notice:
 - (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- iv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- v. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- vi. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 13th November, 2015.
- vii. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013

Item No. 1

M/s K. N. Gutgutia & Co., Chartered Accountants (Firm Registration. No. 304153E) have tendered their resignation from the position of Statutory Auditors of the Company due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company. As per provisions of Section 139(8) of the Companies Act, 2013, casual vacancy caused due to resignation of the statutory auditors can only be filled by the Company in the general meeting. As per the recommendation of the Audit Committee, the Board of Directors of the Company proposed the name of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, 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.

M/s. Walker Chandiok & Co. LLP, Chartered Accountants have given their consent to act as Statutory Auditors of the Company, if appointed along with certificate pursuant to the provisions of Section 139 of the Act confirming their eligibility

to hold the said office.

The Board recommends the resolution for the approval of the Members.

None of the persons specified under Section 102 of the Companies Act, 2013 viz. Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution.

Item No. 2

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 any investment, give loan, guarantee and provide security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, it is proposed to authorize the Board of Directors for making investment, giving loan or guarantee or providing security subject to aggregate of the said amount at any point of time shall not exceed ₹ 200 crore (Rupees Two Hundred Crores) .

The Board recommends the resolution for the approval of the Shareholders.

None of the persons specified under Section 102 of the Companies Act, 2013 viz. Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

By Order of the Board
For IntraSoft Technologies Ltd

Rakesh Dhanuka
Company Secretary

Place: Kolkata
Date: 14th November, 2015



Intrasoft Technologies Ltd

CIN: L24133MH1996PLC197857

A-502, Prathamesh, Raghuvanshi Mills Compound, SenapatiBapat Marg, Lower Parel (W), Mumbai – 400 013

Tel: 022 2491 2123 Fax: 022 2490 3123 Email: intrasoft@itlindia.com Website: www.itlindia.com

POSTAL BALLOT FORM

Sr.No.:

1. Name & Registered Address of Sole / :

First Named Shareholder

2. Name(s) of Joint Holder, if any :

3. Registered Folio No. / :

DP ID & Client ID no.

4. Number of Shares held :

I / We hereby exercise my / our vote in respect of the resolutions to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution by placing a tick (V) mark in the appropriate box below:

Item No.	Resolution Summary	No. of Shares held	I assent to the resolution (For)	I dissent to the resolution (Against)
1	Appointment of Statutory Auditors in casual vacancy.			
2	Authority to Board of Directors of the Company to make investment, give loan, guarantee and / or provide security in excess of limit specified under Section 186 of the Companies Act, 2013 upto maximum limit of ₹ 200 Crores (Rupees Two Hundred Crores)			

Signature of the Shareholder

Place:

Date:

Electronic Voting Particulars

EVEN (E-voting Event Number)	User ID	Password
103599		

Instructions

1. A Member desiring to exercise vote by postal ballot shall read the instructions printed below carefully and complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode (e-voting) as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
4. Consent must be accorded by placing a tick mark (✓) in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I dissent to the resolution'.
5. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot Forms are unsigned, incomplete or incorrectly filled;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes or whether the votes are for 'Assent' or 'Dissent' or it is difficult to verify the signature or one or more of the above grounds.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 27th December, 2015 (till 5:00 PM). If any postal ballot form is received after 5:00 PM on 27th December, 2015, it will be considered that no reply from the member has been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in point (6) above.
8. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at js@rathiandassociates.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage-prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member as on 13th November, 2015.
11. The Scrutinizer's decision on the validity of the postal ballot shall be final.
12. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.