



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

9th September, 2015

Department of Corporate Services

BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400 001.

Listing Department

National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Mumbai – 400 051

Scrip Code: 533181 / ISFT

Subject: Declaration of Results of the voting on resolutions set out in the notice of 20th Annual General Meeting held on 8th September, 2015.

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 20th Annual General Meeting (AGM) of the Company was convened on 8th September, 2015 at 3:00 P.M. at Sunville, Orchid Room, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 to seek the approval of members of the Company on the resolutions contained in notice dated 27th May, 2015.

Further pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, the Company has provided facility to the members to vote electronically and also by physical ballot on aforesaid resolutions and had appointed Mr. Jayesh Shah, Practicing Company Secretary, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

Sr. No. @	Particulars	% of shares voted in favour of the resolution	% of shares against the resolution
1.	To consider and adopt the Audited Balance Sheet as at 31 st March, 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements for the year ended 31 st March, 2015. (Ordinary Resolution)	100.00	0.00
2.	To confirm payment of Interim dividend and declare Final dividend. (Ordinary Resolution)	100.00	0.00
3.	To re-appoint Mr. Sharad Kajaria who retires by rotation. (Ordinary Resolution)	100.00	0.00





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4.	To appoint M/s K. N Gutgutia & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from conclusion of this meeting until the conclusion of next Annual General Meeting. (Ordinary Resolution)	100.00	0.00
5.	Approval to borrow in excess of limit specified under Section 180(1)(c) of the Companies Act, 2013 but not exceeding INR 100 Crores. (Special Resolution)	100.00	0.00
6.	Approval to create charge, mortgage and/or hypothecation on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013. (Special Resolution)	100.00	0.00
7.	Approval to make investment, give loan, guarantee and / or provide security in excess of limit specified under Section 186 of the Companies Act, 2013 but not exceeding INR 100 Crores (Special Resolution)	100.00	0.00

@ as per notice of AGM dated 27th May, 2015.

Accordingly, we declare that all the 7 (Seven) resolutions, as set out in the Notice of the 20th AGM of the Company, have been passed with requisite majority by the Members of the Company.

Thanking you,

Yours Faithfully

For IntraSoft Technologies Limited

Rakesh Dhanuka
Company Secretary



Encl: As above

CC: National Securities Depository Limited

Trade World, 'A' Wing,
4th Floor, Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai-400 013

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

9th September, 2015

To,

The Chairman

Intrasoft Technologies Limited

A-502, Prathamesh, Raghuvanshi Mills Ltd. Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai-400013

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 20th Annual General Meeting of the members of Intrasoft Technologies Limited.

Intrasoft Technologies Limited ("the Company") at their Board meeting held on 27th May, 2015 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots as prescribed 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 and Clause 35B of the Listing Agreement, at the 20th Annual General Meeting ("20th AGM") on the resolutions contained in the Notice dated 27th May, 2015 for 20th AGM, placed for the approval of Members of the Company, 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 thereunder and the applicable provisions of the Listing Agreement, relating to remote e-voting and physical ballots on the resolutions as contained in the aforesaid notice. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited, the agency engaged



by the Company to provide remote e-voting facilities and of voting through ballots as provided by the Company.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 20th AGM was sent to the Members by permitted means, for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. **Resolution No. 2** as an Ordinary Resolution to confirm the payment of interim dividend and to declare final dividend on Equity shares.
3. **Resolution No. 3** as an Ordinary Resolution to appoint a Director in place of Mr. Sharad Kajaria (DIN 00108036), who retires by rotation and being eligible, has offered himself for reappointment.
4. **Resolution No. 4** as an Ordinary Resolution for re-appointment of M/s. K. N. Gutgutia & Co., Chartered Accountants (Firm Registration No. 304153E) as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company and to fix their remuneration.
5. **Resolution No. 5** as a Special Resolution for approval to borrow money that may exceed the aggregate of the paid-up capital of the Company and its free reserves provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 100 Crores.
6. **Resolution No. 6** as an Special Resolution for approval to mortgage / charge and / or also to create liens, 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.



7. **Resolution No. 7** as a Special Resolution for approval for making investments, giving loan or guarantee and provide security upto an aggregate amount not exceeding Rs. 100 Crores.

The Company provided the remote e-Voting facility offered by National Securities Depository Limited to cast votes on aforesaid resolutions by the members of the Company.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Saturday, 5th September, 2015 upto 5.00 p.m. of Monday, 7th September, 2015. Accordingly, e-votes casted upto 5.00 p.m. of Monday, 7th September, 2015 have been considered for my scrutiny.

After the conclusion of the 20th AGM, first the voting conducted through physical ballots at the meeting, and thereafter through remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Ahsanali Agharia and Mr. Manoj Dhamal. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 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 20th 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

FCS NO. 5637

COP NO. 2535



ANNEXURE

The summary of the votes cast through e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution No. 1:

Sr. No.	Particulars		Resolution 1	
			No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot		7	925,214
b.	Remote e-Voting Confirmations received		9	8,200,129
	Total		16	9,125,343
c.	Less: Invalid Ballot / Remote e-Voting confirmations		0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting		16	9,125,343
	(i)	Physical Ballot Forms / Remote e-Voting with assent for the Resolution	16	9,125,343
% of Assent				100%
	(ii)	Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	0	0
% of Dissent				0%



For Resolution No. 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	925,214
b.	Remote e-Voting Confirmations received	9	8,200,129
	Total	16	9,125,343
c.	Less: Invalid Ballot / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	16	9,125,343
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	16	9,125,343
% of Assent			100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	0	0
% of Dissent			0%



For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	925,214
b.	Remote e-Voting Confirmations received	9	8,200,129
	Total	16	9,125,343
c.	Less: Invalid Ballot / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	16	9,125,343
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	16	9,125,343
% of Assent			100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	0	0
% of Dissent			0%



For Resolution No. 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	925,214
b.	Remote e-Voting Confirmations received	9	8,200,129
	Total	16	9,125,343
c.	Less: Invalid Ballot / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	16	9,125,343
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	16	9,125,343
% of Assent			100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	0	0
% of Dissent			0%



For Resolution No. 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	925,214
b.	Remote e-Voting Confirmations received	9	8,200,129
	Total	16	9,125,343
c.	Less: Invalid Ballot / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	16	9,125,343
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	16	9,125,343
% of Assent			100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	0	0
% of Dissent			0%



For Resolution No. 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	925,214
b.	Remote e-Voting Confirmations received	9	8,200,129
	Total	16	9,125,343
c.	Less: Invalid Ballot / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	16	9,125,343
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	16	9,125,343
% of Assent			100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	0	0
% of Dissent			0%



For Resolution No. 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	7	925,214
b.	Remote e-Voting Confirmations received	9	8,200,129
	Total	16	9,125,343
c.	Less: Invalid Ballot / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	16	9,125,343
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	16	9,125,343
% of Assent			100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	0	0
% of Dissent			0%

