



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

September 25, 2024

Corporate Relationship Department
BSE Limited
P.J. Towers, Dalal Street,
Fort, Mumbai - 400 001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Mumbai - 400 051

Scrip Code: 533181 / ISFT

Dear Sir,

Sub: Scrutinizer's Report on Voting conducted for 29th Annual General Meeting

Ref.: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, we wish to hereby submit the Scrutinizer's Report issued by Rathi & Associates, Company Secretaries, on the Remote e-voting and the e-voting conducted at the 29th Annual General Meeting of the Company held on 24th September 2024, on the resolutions set out in the Notice of the Annual General Meeting dated 13th August 2024.

This is for your information and records.

Thanking You,
Yours faithfully,

For IntraSoft Technologies Limited

Aakash Kumar Singh
Mem. No. A45345
Company Secretary & Compliance Officer



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

September 25, 2024

The Chairman/Company Secretary
Intrasoft Technologies Limited
A-502, Prathamesh,
Raghuvanshi Mills Ltd. Compound
Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013.

Dear Sir,

Sub: **Scrutinizer's Report on remote e-voting and e-voting conducted at the 29th Annual General Meeting of the Members of Intrasoft Technologies Limited held on September 24, 2024:**

Intrasoft Technologies Limited ("the Company") vide resolution passed by the Board of Directors at their meeting held on May 14, 2024, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and e-voting conducted at the 29th Annual General Meeting (AGM) on the resolutions contained in the Notice dated August 13, 2024 for the AGM, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The AGM was held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue in compliance with General Circular No. 09/2023 dated September 25, 2023 read with 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 read with Circular Nos. 10/ 2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/ POD-2/P/CIR/2023/167 dated October 7, 2023 (collectively "SEBI Circulars"). The Company had provided e-voting facility during the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.



The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting prior to the AGM and e-voting conducted at the AGM on the resolutions contained in the aforesaid Notice of the AGM.

Our responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting prior to the AGM and e-voting conducted at the AGM 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 system related to remote e-voting and e-voting as per the facility provided by Link In time India Private Limited, the agency engaged by the Company to provide remote e-voting facility prior to AGM and e-voting facility at the AGM.

As required under Section 101 of the Act and the above referred circulars issued by MCA and SEBI, a Notice of AGM along with Explanatory Statement under Section 102 of the Act, was sent to the Members by permitted means, i.e. by e-mail. In compliance with the provisions of MCA circulars, the AGM of the Company was held through VC/OAVM. Following resolutions were proposed for approval of the members through remote e-voting and e-voting at the AGM:

1. **Resolution No. 1 as an Ordinary Resolution** for consideration and adoption of:
 - a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon; and
 - b. Audited Consolidated Financial Statements for the year ended March 31, 2024 along with Auditors report thereon.
2. **Resolution No. 2 as an Ordinary Resolution** for appointment of a Director in place of Mr. Arvind Kajaria (DIN:00106901), who retired by rotation and being eligible, has offered himself for re-appointment.
3. **Resolution No. 3 as an Ordinary Resolution** for appointment of M/s. K.N. Gutgutia & Co., Chartered Accountants (Firm Registration No. 304153E) as Statutory Auditors of the Company for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2029.
4. **Resolution No. 4 as a Special Resolution** for appointment of Mr. Aditya Pachisia (DIN: 08153449) as an Independent Director of the Company for the first term of five (5) consecutive years with effect from June 28, 2024 upto June 27, 2029, not liable to retire by rotation.



5. **Resolution No. 5 as a Special Resolution** for appointment of Ms. Roshni Kumari Gupta (DIN: 10680010) as an Independent Woman Director of the Company for the first term of five (5) consecutive years with effect from June 28, 2024 upto June 27, 2029, not liable to retire by rotation.
6. **Resolution No. 6 as a Special Resolution** for appointment of Mr. Auggustus Singhal (DIN: 10734799) as an Independent Director of the Company for the first term of five (5) consecutive years with effect from August 13, 2024 upto August 12, 2029, not liable to retire by rotation.
7. **Resolution No. 7 as an Ordinary Resolution** for approval of appointment of Mr. Amritanshu Kajaria as Manager Operations, being the appointment to place of profit in the Company (Relative of Mr. Arvind Kajaria, Managing Director of the Company) for a period of 3 (Three) years with effect from October 1, 2024 with further liberty to the Board of Directors of the Company to make material modifications by altering and/or varying the said terms and conditions for such arrangements / transactions.

The Company had provided remote e-voting facility to the members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility at the 29th AGM to those members who did not cast their votes through remote e-voting facility prior to the AGM, to enable them to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to the shareholders of the Company during the period from 9.00 a.m. on Saturday, September 21, 2024 upto 5.00 p.m. on Monday, September 23, 2024. Accordingly, votes cast through e-voting platform, upto 5.00 p.m. on Monday, September 23, 2024 have been considered for our scrutiny.

After conclusion of 29th Annual General Meeting, the voting through remote e-voting prior to AGM and e-voting at the AGM were unlocked. In case of shareholders who have cast votes through remote e-voting prior to the AGM as well as through e-voting conducted at the AGM, the voting through remote e-voting of such shareholders was treated as valid.

A summary of the votes cast by shareholders through remote e-voting prior to AGM and e-voting conducted at the AGM with their pattern of voting is as per Annexure attached to this Report.



The results of the voting by members through remote e-voting prior to AGM and e-voting conducted at the AGM in respect of the above-mentioned resolutions may accordingly be declared by the Company Secretary of the Company (who has been so authorized by the Chairman in writing) and who has also counter signed this Report.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**COUNTER SIGNED BY
For INTRASOFT TECHNOLOGIES LIMITED**



**JAYESH SHAH
PARTNER**

MEM. NO. FCS 5637

COP NO. 2535

UDIN: F005637F001307773

PEER REVIEW CER.NO.668/2020



**AAKASH KUMAR SINGH
COMPANY SECRETARY**

MEM. NO. ACS 45345

Resolution No. 1 as an Ordinary Resolution for consideration and adoption of;

- a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, along with the Reports of the Board of Directors and Auditors thereon; and
- b. Audited Consolidated Financial Statements for the year ended March 31, 2024 along with Auditors report thereon.

Sr. No.	Particulars	Resolution No. 1	
		No. of members who voted	No. of shares voted for
a.	Votes cast through e-voting at AGM	0	0
b.	Votes cast through remote e-voting	71	93,74,342
	Total	71	93,74,342
c.	Less: Invalid voting	0	0
d.	Net Valid voting	71	93,74,342
	(i) Voting with assent for the Resolution	66	93,74,077
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	5	265
	% of Dissent		0

*Rounded off to nearest decimal



Resolution No. 2 as an Ordinary Resolution for appointment of a Director in place of Mr. Arvind Kajaria (DIN:00106901), who retired by rotation and being eligible, has offered himself for re-appointment.

Sr. No.	Particulars	Resolution No. 2	
		No. of members who voted	No. of shares voted for
a.	Votes cast through e –voting at AGM	0	0
b.	Votes cast through remote e-voting	71	93,74,342
	Total	71	93,74,342
c.	Less: Invalid voting	0	0
d.	Net Valid voting	71	93,74,342
	(i) Voting with assent for the Resolution	65	93,73,577
	% of Assent		99.99
	(ii) Voting with dissent for the Resolution	6	765
	% of Dissent		0.01



Resolution No. 3 as an Ordinary Resolution for appointment of M/s. K.N. Gutgutia & Co., Chartered Accountants (Firm Registration No. 304153E) as Statutory Auditors of the Company for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2029.

Sr. No.	Particulars	Resolution No. 3	
		No. of members who voted	No. of shares voted for
a.	Votes cast through e -voting at AGM	0	0
b.	Votes cast through remote e-voting	71	93,74,342
	Total	71	93,74,342
c.	Less: Invalid voting	0	0
d.	Net Valid voting	71	93,74,342
	(i) Voting with assent for the Resolution	66	93,74,077
	% of Assent		*100
	(ii) Voting with dissent for the Resolution	5	265
	% of Dissent		0

*Rounded off to nearest decimal



Resolution No. 4 as a Special Resolution for appointment of Mr. Aditya Pachisia (DIN: 08153449) as an Independent Director of the Company for the first term of five (5) consecutive years with effect from June 28, 2024 upto June 27, 2029, not liable to retire by rotation.

Sr. No.	Particulars	Resolution No. 4	
		No. of members who voted	No. of shares voted for
a.	Votes cast through e –voting at AGM	0	0
b.	Votes cast through remote e-voting	71	93,74,342
	Total	71	93,74,342
c.	Less: Invalid voting	0	0
d.	Net Valid voting	71	93,74,342
	(i) Voting with assent for the Resolution	65	93,73,577
	% of Assent		99.99
	(ii) Voting with dissent for the Resolution	6	765
	% of Dissent		0.01



Resolution No. 5 as a Special Resolution for appointment of Ms. Roshni Kumari Gupta (DIN: 10680010) as an Independent Woman Director of the Company for the first term of five (5) consecutive years with effect from June 28, 2024 upto June 27, 2029, not liable to retire by rotation.

Sr. No.	Particulars	Resolution No. 5	
		No. of members who voted	No. of shares voted for
a.	Votes cast through e –voting at AGM	0	0
b.	Votes cast through remote e-voting	71	93,74,342
	Total	71	93,74,342
c.	Less: Invalid voting	0	0
d.	Net Valid voting	71	93,74,342
	(i) Voting with assent for the Resolution	65	93,73,577
	% of Assent		99.99
	(ii) Voting with dissent for the Resolution	6	765
	% of Dissent		0.01



Resolution No. 6 as a Special Resolution for appointment of Mr. Auggustus Singhal (DIN: 10734799) as an Independent Director of the Company for the first term of five (5) consecutive years with effect from August 13, 2024 upto August 12, 2029, not liable to retire by rotation.

Sr. No.	Particulars	Resolution No. 6	
		No. of members who voted	No. of shares voted for
a.	Votes cast through e -voting at AGM	0	0
b.	Votes cast through remote e-voting	71	93,74,342
	Total	71	93,74,342
c.	Less: Invalid voting	0	0
d.	Net Valid voting	71	93,74,342
	(i) Voting with assent for the Resolution	65	93,73,577
	% of Assent		99.99
	(ii) Voting with dissent for the Resolution	6	765
	% of Dissent		0.01



Resolution No. 7 as an Ordinary Resolution for approval of appointment of Mr. Amritanshu Kajaria as Manager Operations, being the appointment to place of profit in the Company (Relative of Mr. Arvind Kajaria, Managing Director of the Company) for a period of 3 (Three) years with effect from October 1, 2024 with further liberty to the Board of Directors of the Company to make material modifications by altering and/or varying the said terms and conditions for such arrangements / transactions.

Sr. No.	Particulars	Resolution No. 7	
		No. of members who voted	No. of shares voted for
a.	Votes cast through e –voting at AGM	0	0
b.	Votes cast through remote e-voting	71	93,74,342
	Total	71	93,74,342
c.	Less: Invalid voting	7	70,24,398
d.	Net Valid voting	64	23,49,944
	(i) Voting with assent for the Resolution	56	23,38,146
	% of Assent		99.50
	(ii) Voting with dissent for the Resolution	8	11,798
	% of Dissent		0.50

