



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

May 21, 2024

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 (E Votings only).

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 14, 2024 along with Explanatory Statement and other required details has been sent to the Shareholders on Tuesday, May 21, 2024 whose names appear in the Company's Register of Members / List of Beneficial Owners as on the Cut-off date i.e. Friday, May 17, 2024.

The Notice of Postal Ballot has been published in Newspapers- MINT (All English Editions) and Navshakti (Marathi Edition, Mumbai) on May 21, 2024.

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

Postal Ballot Notice	POSTAL BALLOT Notice dated 14.05.2024
Cut Off Date	17.05.2024
E-Voting Start Date & Time	23.05.2024 (9.00 A.M.)
E-Voting End Date & Time	21.06.2024 (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.	21.05.2024.

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 - 14 May, 2024

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 Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolution 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**”), being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“**Act**”) and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the “**Management Rules**”), and various circulars issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**LODR Regulations**”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to Remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for Remote e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company or Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company (‘**RTA**’) or Depository / Depository 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 May, 2024 (“**cut-off date**”). The details of the procedure to cast the vote forms part of the ‘**Notes**’ to this Notice.

The Notice of the Postal Ballot has been uploaded on the website of the Company at www.itlindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Postal Ballot Notice be also available on the website of

Link Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>

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 compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations and SS-2, the Company has engaged the services of Link Intime India Private Limited as the agency to provide e-voting facility. In accordance with the above provisions, 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, 21 June, 2024 (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, Partner 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 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 on www.itlindia.com and will also be communicated to the Stock Exchanges and Link Intime India Private Limited. The results of the Postal Ballot shall also be displayed at the Registered Office of the Company.

SPECIAL BUSINESS

1. Appointment of M/s. K. N. Gutgutia & Co. Chartered Accountants (Firm Registration No. - 304153E) as Statutory Auditors of the Company to fill the casual vacancy to hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

To consider and if thought fit, to pass, with or without modification(s), 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 and pursuant to the recommendation made by the Audit Committee and Board of Directors, M/s. K. N. Gutgutia & Co., Chartered Accountants (Firm Registration. No 304153E), who have given their consent and eligibility certificate pursuant to the said provisions of the Act, be and are hereby appointed as Statutory Auditors of the Company with effect from 15th May, 2024 to fill the casual vacancy caused by the resignation of M/s.

Singhi & Co., Chartered Accountants (Firm Registration No. 302049E) to hold the office till the conclusion of the ensuing Annual General Meeting of the Company at such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors .

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) and the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and take such steps as may be considered necessary and expedient to give effect to the foregoing resolution.”

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

SD/-

Place: Mumbai

Date: 14 May, 2024

Registered 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

Pranvesh Tripathi

Company Secretary

Notes:

1. The explanatory statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. The 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 **17th May, 2024** (“**Cut-Off-Date**”) received from the Depositories and whose e-mail addresses are registered with the Company / RTA / Depositories.
3. 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. 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.

4. 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.
5. 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 **17th May, 2024 (Cut-Off-Date)**.
6. 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, 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.
7. The e-voting period commences at **9:00 a.m. on Thursday, 23 May, 2024 and ends at 5.00 p.m. on Friday, 21 June, 2024**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
8. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **21 June , 2024** and is deemed to have been passed as if it has been passed at a General Meeting of the shareholders.
9. 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
10. **PROCEDURE FOR EVOTING:**

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

- (i) The Remote e-voting period begins **at 9:00 a.m. on Thursday, 23 May, 2024 and ends at 5.00 p.m. on Friday, 21 June, 2024**. 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 May , 2024** (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
Individual Shareholders	<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

<p>holding securities in demat mode with NSDL</p>	<p>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.</p> <ul style="list-style-type: none"> • 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 . • 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.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. • 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 & 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.

	<ul style="list-style-type: none"> • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • 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 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, 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.
<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.
<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> <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

	<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. **17 May , 2024** 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 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED FROM TIME TO TIME.

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

Item No 1:

The Members of the Company at the 25th Annual General Meeting held on 29 October 2020 had approved the appointment of M/s. Singhi & Co., Chartered Accountants, (Firm Registration No: 302049E) as the Statutory Auditors of the Company for a term of five years to hold office till the conclusion of the 30th Annual General Meeting of the Company. However, they have tendered their Intention of resignation on 28 March 2024 as the Auditors of the Company expressing their intention for inability to continue as Statutory Auditors mentioning the reasons, in Annexure A to their letter tendered for Intention to resign as Statutory Auditors dated 28 March 2024, as “the proposed fees for their Audit Assignment in relation to the financial year ending 31 March 2025 is not commensurate with the time and efforts involved in carrying the Audit. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

In accordance with the provisions of the Companies Act, 2013, the casual vacancy caused by the resignation of the Auditors shall be filled by the Members of the Company within 3 months of the recommendation of the Board. Accordingly, based on the recommendation of the Audit Committee, and the confirmation received from M/s. K.N. Gutgutia & Co. Chartered Accountants (Firm Registration No. - 304153E) on their eligibility, the Board recommends to the Members their appointment as the Statutory Auditors of the Company in Casual Vacancy to hold office with effect from 15 May , 2024 till the conclusion of the ensuing 29th Annual General Meeting of the Company.

The Audit Committee considered various parameters like the years of experience, capability to serve the diverse and unique business landscape as that of the Company, Audit experience in Company’s and its Wholly Owned Subsidiaries’ Operating business segment and found M/s.

K.N. Gutgutia & Co., Chartered Accountants suitable to handle the volume and diverse and complex Audit function of the Company.

The K.N. Gutgutia & Co., Chartered Accountants have given their consent to act as the Auditors of the Company in Casual Vacancy caused by the resignation of the present Auditor until the conclusion of the ensuing 29th Annual General Meeting of the Company.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an Ordinary Resolution.

Information as required as per Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in case of proposed Appointment of the Statutory Auditors of the Company as per Item No 1 above.

Particulars of Disclosure	Details
(a) Proposed Fees payable to the Statutory Auditor (s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	In terms of the Resolution proposed to the Members herewith , the Fees to be paid by the Company to the Statutory Auditors be paid as may be mutually agreed by the Board with M/s. K.N. Gutgutia & Company, Chartered Accountants. There would be no material change in the Fees payable to the K.N. Gutgutia & Co, Chartered Accountants for their proposed appointment as Auditor in the Casual Vacancy until the Conclusion of the ensuing 29 th Annual General meeting and Fee payable would be INR 7.80 Lacs each financial year for Limited Reviews/ Statutory Audit and Tax Audit which is approximately also being paid by generally the peers in the Industry for the comparable business operations as that of the Company.
(b) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	On the Audit Committee’s recommendations, the Board of Directors considered various parameters like the years of experience, capability to serve the diverse and unique business landscape as that of the Company, Audit experience in Company’s and its Wholly Owned Subsidiaries’ Operating segment and found M/s. K.N. Gutgutia & Co., Chartered Accountants, suitable to handle the volume and diverse and complex Audit function of the Company. M/s. K. N. Gutgutia & Co. was founded in the year 1949 having its Head office at Kolkata (West Bengal) The Firm is amongst the largest assurance service providers in India having over 75 Years of experience

	in assurance and audit. They have over 80 years of experience in Assurance & Audit, Internal Audits, Tax Audits, Banking Companies Audits. They are also the empaneled Auditors with Reserve Bank of India (RBI) and Comptroller and Auditor General of India (C.A.G.) for CAG Audits. The Firm's experts comprises of 6 partners over 3 cities and 31 other employees.
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**By Order of the Board of Directors
for IntraSoft Technologies Limited**

SD/-

Place: Mumbai

Date: 14 May, 2024

Regd. Office:

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

CIN: L24133MH1996PLC197857

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

E-mail- intrasoft@itlindia.com

Fax: (+91) (022) 24903123

**Pranvesh Tripathi
Company Secretary**

