



**INDIAN INFOTECH & SOFTWARE LTD.**  
INFORMATION TECHNOLOGY

CIN-L70100MH1982PLC027198

[www.indianinfotechandsoftwareltd.com](http://www.indianinfotechandsoftwareltd.com)

Date: 12<sup>th</sup> September, 2019

To,  
The Bombay Stock Exchange,  
Department of Corporate Services,  
Floor 25, P J Tower, Dalal Street,  
Mumbai- 400 001

Subject: Intimation of 37<sup>th</sup> Annual General Meeting schedule to be held on 30<sup>th</sup> September, 2019.

Script Code: 509051

Dear Sir(s),

We are sending herewith the Intimation of 37<sup>th</sup> Annual General Meeting of our Company which is scheduled to be held on Monday the 30<sup>th</sup> September, 2019 at 09:30 A. M. at Unit No: 518, 5th Floor, Anjani Complex Parera Hill Road, Andheri (East) Mumbai City- 400099.

Please find the Enclosed Document as follows:

- 1) Intimation of Book Closure for the Purpose of 37<sup>th</sup> AGM.
- 2) Notice of AGM.

Please take the same on your record and acknowledge the receipt of the same.

Thanking You.  
Yours Faithfully,

For Indian Infotech & Software Limited

*Nanda Dulal dey*

NANDA DULAL DEY  
DIN: 08390404  
Director

Encl: As above

**UNIT NO: 518, 5TH FLOOR, ANJANI COMPLEX PARERA HILL ROAD,  
ANDHERI (EAST) MUMBAI - 400099**



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INFORMATION TECHNOLOGY

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Date: 12<sup>th</sup> September, 2019

To,  
The Bombay Stock Exchange,  
Department of Corporate Services,  
Floor 25, P J Tower, Dalal Street,  
Mumbai- 400 001

**Subject: Intimation of Book Closure for the purpose of 37<sup>th</sup> Annual General Meeting of the Company under Regulation 42 of SEBI (LODR) Regulations, 2015.**

Script Code: 509051

Dear Sir(s),

We are sending herewith the Intimation of Book Closure for the purpose of 37<sup>th</sup> Annual General Meeting pursuant to the provisions of Section 91 of the Companies Act, 2013 and Rules thereon and under Regulation 42 of SEBI (LODR) Regulations, 2015 regarding **Book Closures from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (Both Days Inclusive)** for the purpose of 37<sup>th</sup> Annual General Meeting of our Company which is scheduled to be held on **Monday, 30<sup>th</sup> September, 2019** at 09:30 A. M at **Unit No: 518, 5<sup>th</sup> Floor, Anjani Complex Parera Hill Road, Andheri (East) Mumbai City- 400099.**

We would like to inform you that the Register of Members & Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive) and cut of date will be 23<sup>rd</sup> September, 2019 for eligibility to Vote in 37<sup>th</sup> Annual General Meeting by members.

Kindly take the Book Closures dates mentioned above in your records.

Thanking You.  
Yours Faithfully,

For Indian Infotech & Software Limited

*Nanda Dulal dey*

NANDA DULAL DEY  
DIN: 08390404  
Director

**UNIT NO: 518, 5TH FLOOR, ANJANI COMPLEX PARERA HILL ROAD,  
ANDHERI (EAST) MUMBAI - 400099**

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of **INDIAN INFOTECH & SOFTWARE LTD.** is scheduled to be held on Monday, 30th September, 2019 at 9:30 a.m. at the registered office of the Company situated at Unit No: 518, 5th Floor, Anjani Complex Parera Hill Road, Andheri (East) Mumbai City MH 400099 to transact the following business:

### ORDINARY BUSINESS:

#### 1. ADOPTION OF FINANCIAL STATEMENT:

To receive, consider and adopt Audited Balance Sheet, Profit and Loss Account and Cash Flow statement for year ended on 31<sup>st</sup> March, 2019, and Report of the Directors and Auditors thereon.

#### 2. APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR BY ROTATION:

To appoint a Director in place of **Mr. Kamal Nayan Sharma (DIN 03405150)**, who is retiring by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

#### 3. RE-APPOINTMENT OF STATUTORY AUDITORS:

To re-appointment of **M/s. Motilal & Associates, Chartered Accountants (FRN: 106584W)**, as Statutory Auditor of the Company, to hold office from the conclusion of 37<sup>th</sup> Annual General Meeting until the conclusion of the 42<sup>nd</sup> Annual General Meeting and to authorize the Board of Directors or Audit Committee thereof to fix their remuneration.

**"RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force **M/s. Motilal & Associates, Chartered Accountants (FRN: 106584W)**, be and are hereby re - appointed as a Statutory Auditors of the Company provided that the appointment M/s. Motilal & Associates, shall be from the conclusion of this 37<sup>th</sup> Annual General Meeting till the conclusion of the 42<sup>nd</sup> Annual General Meeting, for consecutive period of five years be and are hereby reappointed as Auditor of the Company to hold office from the conclusion of this 37<sup>th</sup> Annual General Meeting until the conclusion of 42<sup>nd</sup> Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Joint Statutory Auditors."

### SPECIAL BUSINESS:

#### 4. TO REGULARIZE THE APPOINTMENT OF MR. NANDA DULAL DEY (DIN 08390404) AS A EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION:

**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 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of **Mr. Nanda Dulal Dey (DIN 08390404)**, who was appointed as an Additional Director dated 15/06/2019 pursuant to the provisions of section 161(1) of the companies act, 2013 and who is eligible for appointment and on recommendation of Nomination and Remuneration Committee and Board of Directors, proposing his candidatureship for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution."

#### 5. APPOINTMENT OF MR. NANDA DULAL DEY (DIN 08390404) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS, COMMENCING FROM 30TH SEPTEMBER, 2019 TILL 30TH SEPTEMBER, 2024:

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent and/or approval of the company/shareholders be and is hereby accorded to the appointment of **Mr. Nanda Dulal Dey (DIN 08390404)** as Key Managerial Personnel and designated as Managing Director of the Company for a period of 5 (Five) consecutive years, commencing from 30<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2024, and to approve his remuneration by way of salary, commission, perquisites and/or allowances, as Managing Director of the Company as approved and recommended by the Nomination and Remuneration Committee and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the company of the ONE PART and **Mr. Nanda Dulal Dey (DIN 08390404)** of the OTHER PART and also as set out in the Statement Pursuant to Section 102 of the Companies' Act, 2013, attached to the notice of 37<sup>th</sup> Annual General Meeting of the Company (a draft, where of is placed before the meeting and for the purpose of identification, is subscribed by the Chairman) which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said appointment of **Mr. Nanda Dulal Dey (DIN 08390404)** as, Managing Director of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and **Mr. Nanda Dulal Dey**, provided, however, that the remuneration payable from time to time within the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any re-enactment thereof."

**RESOLVED FURTHER THAT** where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay **Mr. Nanda Dulal Dey (DIN 08390404)** minimum remuneration by way of salary, perquisites and/or allowances, commission subject to the maximum ceiling calculated in accordance with the scale laid down in Schedule V to the said Act, as applicable to the Company at the relevant time depending upon the effective capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to **Mr. Nanda Dulal Dey (DIN 08390404)**, the Managing Director of the Company subject to necessary approval(s) as may be required.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**6. TO APPOINT Mr. SAMIRAN HOWLADER (DIN 08390407) AS A EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION:**

**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 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of **Mr. Samiran Howlader (DIN 08390407)**, who is eligible for appointment and on recommendation of Nomination and Remuneration Committee and Board of Directors, proposing his candidatureship for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution."

**7. TO REGULARIZE THE APPOINTMENT OF MR. PINTU MANNA (DIN - 08392120) AS INDEPENDENT NON-EXECUTIVE DIRECTOR 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Mr. Pintu Manna (DIN - 08392120)** for appointment as Independent Non-Executive Director of the company, who has been appointed as Additional Independent Non-Executive Director of the Company dated 15<sup>th</sup> June, 2019, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and on recommendation of Nomination and Remuneration Committee the Board of Directors proposing his candidatureship for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 30<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**8. TO REGULARIZE THE APPOINTMENT OF MRS. AKSHA BIHANI (DIN - 08102933) AS WOMEN INDEPENDENT NON-EXECUTIVE DIRECTOR 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Aksha Bihani (Din - 08102933) for appointment as Women Independent Non-Executive Director of the company, who has been appointed as Additional women Independent Non-Executive Director of the Company dated 19<sup>th</sup> March, 2019, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and on recommendation of Nomination and Remuneration Committee the Board of Directors proposing her candidature for the office of Director, be and is hereby appointed as an Women Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 30<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**9. TO DETERMINATION OF FEE FOR DELIVERY OF ANY DOCUMENTS THROUGH A PARTICULAR MODE TO A MEMBER:**

**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 20(2) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or reenactment thereof, for the time being in force), consent of the members be and is hereby given to the Board of Directors of the Company (the ‘Board’ which term shall include its Committee(s) constituted to be constituted by it to exercise its powers including the powers conferred by this resolution) to levy amount of Rs. 25/- (Rupees Twenty Five Only) per such document as a fee to member to enable recovery of expenses incurred by the Company towards complying with such request for delivery of any documents through a particular mode;

**RESOLVED FURTHER THAT** the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

**10. AMENDMENT IN THE MEMORANDUM OF ASSOCIATION FOR NAME CHANGE OF THE COMPANY FROM “INDIAN INFOTECH AND SOFTWARE LIMITED” TO “INDIAN LEASERS AND FINANCES LIMITED” OR “INDIAN LEASERS LIMITED” AND CONSEQUENT AMENDMENTS TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:**

**“RESOLVED THAT** pursuant to the provisions of section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the MCA (ROC)/Reserve Bank of India (NBFC Department)/Central Government/Stock Exchange(s) and appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the company from **“Indian Infotech and Software Limited’ to “Indian Leasers and Finances Limited” or Indian Leasers Limited** which is available and approved by MCA/ROC and appropriate authorities as stated above.

**RESOLVED FURTHER THAT** the new name of the company be given effect from the date of issue of fresh certificate of incorporation consequent to change in name by the Registrar of Companies and accordingly the name **“Indian Infotech and Software Limited’** wherever it occurs in the Memorandum of Association and Articles of Association of the Company be substituted by the name **“Indian Leasers and Finances Limited” or Indian Leasers Limited** which is available and approved by MCA/ROC and appropriate authorities as stated above.

**RESOLVED FURTHER THAT** the Board of directors and Secretary of the Company be and are hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental, to file necessary returns/forms to the Registrar of Companies, make necessary in-principal applications with ROC/MCA/RBI NBFC Department/Stock Exchange in relation to the said matter and take such actions and give such directions as it may consider as necessary or desirable to give effect to this resolution.”

**11. ALTER/AMEND EXISTING CLAUSE III, THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company and the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association (“MOA”) of the Company such that the Clause III (A) of the Memorandum of Association, in relation to the main objects, be and is hereby amended and replaced to read as under:

**RESOLVED FURTHER THAT** Existing Clause III (A) (Main Object) & (B) (Ancillary Object) of the Memorandum of Association of the Company be and is hereby deleted and substituted with new Clause III (A) (Main Object) (B) (Ancillary Object) with respect to the NBFC Activity as stated in the Draft attached herewith the notice of the AGM.

**12. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association as submitted to this meeting (duly initialed by the Company Secretary for the purpose of identification), be and are hereby approved and adopted in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Indian Infotech and Software Limited**

**Date: 02.09.2019**

**Reg. Office:  
Unit No: 518, 5th Floor, Anjani Complex,  
Parera Hill Road, Andheri (East) Mumbai City MH 400099**

**Sd/-  
NANDA DULAL DEY  
Director  
(DIN-08390404)**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the notice, forms integral part of the notice.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from Tuesday 24<sup>th</sup> September, 2019 to Sunday 30<sup>th</sup> September, 2019 (Both days inclusive) for the purpose of AGM.
10. Members are requested to notify any correction/change in their name/address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
11. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
12. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
14. All documents referred to in the Notice will be available for inspection at the Company's registered office during 4:00 p.m. to 6:00 pm normal business working days up to the date of the AGM.
15. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
16. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company affairs.
17. The Annual Report 2018-19 of the Company is also available on the website of the Company at [www.indianinfotechandsoftwareltd.com](http://www.indianinfotechandsoftwareltd.com)

18 The route map showing directions to reach the venue of the 37<sup>th</sup> AGM is annexed herewith the Notice.

**VOTING THROUGH ELECTRONIC MODE:**

Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, 2015, the Company has arranged e-voting facility through Central Depository Services (India) Limited for members to exercise their voting rights for all business to be transacted at 37<sup>th</sup> Annual General Meeting of the Company.

Mr. Nitesh Chaudhary, Practicing Company Secretary (Membership No. F10010), Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

(i) The e-voting period begins on Friday, 27<sup>th</sup> September, 2019 at 9:00 a.m. and ends on day, 29<sup>th</sup> September, 2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date for voting (record date) of 23<sup>rd</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iv) Click on Shareholders.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.

(viii) If you are a first time user follow the steps given below:

a. holding shares in physical form

b. holding shares in demat form

<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, member holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



(vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant **INDIAN INFOTECH AND SOFTWARE LIMITED** on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Brief Profile of the Director/s seeking appointment / re-appointment in the forthcoming Annual General Meeting**  
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

<b>Name of Director</b>	<b>Mr. Kamal Nayan Sharma</b>
DIN	03405150
Nationality	Indian
Date of Appointment	25/10/2011
Expertise in Specific Functional Area	Investment, Finance, Expense Management & Accounts
Qualifications	B.com
Listed Companies (Other than Indian Infotech & Software Limited) in which she holds directorship and the Board Committee membership/chairpersonship	NIL
Number of shares held in the company	--
Disclosure of relationships between directors inter-se	--

Save and except Mr. Kamal Nayan Sharma and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the notice.

<b>Name of Director</b>	<b>Mr. Nanda Dulal Dey</b>
DIN	08390404
Nationality	Indian
Date of Appointment	15/06/2019
Expertise in Specific Functional Area	Investment, Finance, Loan
Qualifications	B.com
Listed Companies (Other than Indian Infotech & Software Limited) in which she holds directorship and the Board Committee membership/chairpersonship	NIL
Number of shares held in the company	--
Disclosure of relationships between directors inter-Se	--

Save and except Mr. Nanda Dulal Dey, to the extent of their Directorship interest, if any, in the Company, none of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the notice.

<b>Name of Director</b>	<b>Mr. SAMIRAN HOWLADER</b>
DIN	08390407
Nationality	Indian
Date of Appointment	30/09/2019
Expertise in Specific Functional Area	Accounts and Taxation
Qualifications	B.com
Listed Companies (Other than Indian Infotech & Software Limited) in which she holds directorship and the Board Committee membership/chairpersonship	NIL
Number of shares held in the company	No Shareholding
Disclosure of relationships between directors inter-Se	N. A.

Save and except Mr. SAMIRAN HOWLADER, to the extent of their Directorship interest, if any, in the Company, none of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

<b>Name of Director</b>	<b>Mr. Pintu Manna</b>
DIN	08392120
Nationality	Indian
Date of Appointment	19/03/2019
Expertise in Specific Functional Area	Management & Accounts
Qualifications	B.com
Listed Companies (Other than Indian Infotech & Software Limited) in which she holds directorship and the Board Committee membership/chairpersonship	NIL
Number of shares held in the company	--
Disclosure of relationships between directors inter-se	--

Save and except Mr. Pintu Manna, to the extent of their Directorship interest, if any, in the Company, none of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the notice.

<b>Name of Director</b>	<b>Ms. Aksha Bihani</b>
DIN	08102933
Nationality	Indian
Date of Appointment	19/03/2019
Expertise in Specific Functional Area	HR, Office Management
Qualifications	B.com
Listed Companies (Other than Indian Infotech & Software Limited) in which she holds directorship and the Board Committee membership/chairpersonship	NIL
Number of shares held in the company	--
Disclosure of relationships between directors inter-se	--

Save and except Ms. Aksha Bihani, to the extent of their Directorship interest, if any, in the Company, none of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the notice.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM No. 4**

The Board of Directors, at its meeting held 15/06/2019 appointed Mr. Nanda Dulal Dey 08390404 as an additional director under Section 161(1) of the Act and rules there under, in the Non-executive category. Accordingly, Mr. Nanda Dulal Dey (DIN-08390404) holds office as a director up to the date of the forthcoming Annual General Meeting. It is proposed to appoint him as a Director at AGM of the Company, pursuant to provisions of section 152 of Companies Act, 2013.

The Nomination and Remuneration Committee of the Company has recommended to the board his candidature to appoint him for the office of a director of the Company. In the opinion of the Board, Mr. Nanda Dulal Dey (DIN-08390404) fulfils the conditions specified in the Act and Rules made there under for her appointment as a Director of the Company. The Board of Director is of the opinion that Mr. Nanda Dulal Dey (DIN-08390404), possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have her association with the company as director. Accordingly, the Board recommends the passing of the Ordinary Resolution proposed at item no. 4 of the Notice. Brief profile of Mr. Nanda Dulal Dey (DIN-08390404) and the disclosures required under Regulation 36 (3) of the SEBI (LODR), Regulation 2015 are given as additional information about the directors, which forms part of the Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except Mr. Nanda Dulal Dey (DIN-08390404), are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

**ITEM No. 5**

The Board of Directors in their meeting held on 02<sup>nd</sup> September, 2019 passed the proposal of appointment of Mr. Nanda Dulal Dey as Managing Director of the company on the recommendation of Nomination and Remuneration Committee subject to the shareholder's consent in 37<sup>th</sup> Annual General Meeting. The Board of Directors has recommended the said resolution for shareholders' approval to appoint to Mr. Nanda Dulal Dey as Managing Director for a period of 5 year with effective from 30<sup>th</sup> September, 2019 till 30<sup>th</sup> September, 2024.

The Board of Directors on recommendation of Nominations and Remuneration Committee may decide, alter, vary or modify the remuneration of Mr. Nanda Dulal Dey, subject to limits mentioned in Companies Act, 2013 and any other Acts, regulations, rules, approvals, etc.

The terms of his appointments are as follows:

1. Period: Up to forthcoming AGM/EOGM/Postal Ballot of the company with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
2. Salary: Rs 6,00,000/- per annum with such increments as the Board may decide from time to time, (Inclusive of following perquisites)
  - i. Companies Contribution to Provident Fund;
  - ii. Gratuity as per rules of the Company;
  - iii. Provision for use of Company Car for official duties;
  - iv. Telephone at the residence including payment of Local/STD/ISD Calls for business use;
  - v. Payment of maintenance charges of society where he is residing, as per bills
  - vi. Reimbursement of medical expenses incurred for self and family without any ceiling.
  - vii. Reimbursement of Electricity charges
  - viii. Payment of Club fees/admission fees for two clubs.
3. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.
4. As long as Mr. Nanda Dulal Dey functions as the Managing Director of the Company, his office shall not be subject to retirement by rotation.
5. The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.
6. The Managing Director shall not be paid any sitting fee for attending the Board any other Committee meetings.

The Directors, therefore, recommend the Resolution as set out in item no. 5 for the approval of the Members of the Company.

He (Mr. Nanda Dulal Dey is interested in the resolution as set out at Item No. 5 of this Notice with regard to his appointment as MD) Relatives of Mr. Nanda Dulal Dey may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company, no other director may deemed to be interested in set out resolution, Save and except the above none other Directors / Key Managerial Personnel other Company/ their relatives are, in any way, concerned or interested. Financially or otherwise, in the resolution.

**ITEM No. 6**

The Board of Directors and nomination remuneration committee of the company proposes the candidature ship of Mr. Samiran Howlader to appoint as Executive Director of the Company, Mr. Sumiran Howlader is appointed as Chief Financial Officer of the Company the in the Board Meeting held on 15/06/2019 w.e.f. 12/06/2019 and as on date he is the KMP of the Company and holding the designation as CFO of the company, his appointment will be as executive director of the company accordingly, Mr. Sumiran Howlader (DIN-08390407). It is proposed to appoint him as a Director at AGM of the Company, pursuant to provisions of section 152 of Companies Act, 2013.

The Nomination and Remuneration Committee of the Company has recommended to the board his candidature to appoint him for the office of a director of the Company. In the opinion of the Board, Mr. Sumiran Howlader (DIN-08390407) fulfils the conditions specified in the Act and Rules made there under for her appointment as a Director of the Company. The Board of Director is of the opinion that Mr. Sumiran Howlader (DIN-08390407), possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have his association with the company as director. Accordingly, the Board recommends the passing of the Ordinary Resolution proposed at item no. 6 of the Notice. Brief profile of Mr. Sumiran Howlader (DIN-08390407) and the disclosures required under Regulation 36 (3) of the SEBI (LODR), Regulation 2015 are given as additional information about the directors, which forms part of the Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except Mr. Nanda Dulal Dey (DIN-08390404), are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

#### **ITEM No. 7**

Mr. Pintu Manna (Din: 08392120) was appointed as an Additional Director by the Board with effect from 15th June, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Pintu Manna (Din: 08392120) will hold office up to the date of the ensuing AGM, was appointed as additional Independent Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Pintu Manna (Din: 08392120) as Independent Director under Section 149 of the Companies Act, 2013 and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive year and he shall not be liable to retire by rotation.

In the opinion of the Board Mr. Pintu Manna (Din: 08392120) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for her appointment as Independent Director of the Company. Further Mr. Pintu Manna (Din: 08392120) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Nomination and Remuneration Committee of the Company has recommended his candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that he meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Pintu Manna (Din: 08392120) is interested in the above resolution as appointee as set out in item no. 6 of the Notice of 37<sup>th</sup> Annual General Meeting of the Company with regard to his appointment. Copy of the draft letter for appointment of Mr. Pintu Manna (Din: 08392120) as an Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

The Directors, therefore, recommend the Resolution as set out in item no.6 for the approval of the Members of the Company. Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

#### **ITEM No. 8**

Ms. Aksha Bihani (DIN: 08102933) was appointed as an Additional Director by the Board with effect from 19<sup>th</sup> March, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Aksha Bihani (DIN: 08102933) will hold office up to the date of the ensuing AGM, was appointed as additional women Independent Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Ms. Aksha Bihani (DIN: 08102933) as Women Independent Director under Section 149 of the Companies Act, 2013 and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive year and she shall not be liable to retire by rotation.

In the opinion of the Board Ms. Aksha Bihani (DIN: 08102933) fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for her appointment as Women Independent Director of the Company. Further Ms. Aksha Bihani (DIN: 08102933) is not disqualified from being appointed as Director in

terms of Section 164 of the Act and have given his consent to act as Director. The Nomination and Remuneration Committee of the Company has recommended his candidature for the office of Independent Director of the Company. The Company has also received declaration from the Director that she meets the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Aksha Bihani (DIN: 08102933) is interested in the above resolution as appointee as set out in item no. 7 of the Notice of 37<sup>th</sup> Annual General Meeting of the Company with regard to his appointment. Copy of the draft letter for appointment of Mr. Pintu Manna (Din: 08392120) as an Women Independent Director setting out the terms and conditions is available for inspection by members free of cost at the registered office of the Company at the time specified as above.

The Directors, therefore, recommend the Resolution as set out in item no.7 for the approval of the Members of the Company. Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

#### **ITEM No. 9**

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter-alia to the members of the Company. Further, proviso to sub-section (2) of that Section states that where a member requests for delivery of any document through a particular mode, member shall pay such fees as may be determined by the company in its Annual General Meeting ('AGM').

Accordingly, approval of shareholders is sought, to authorize the Board of Directors to determine the fee to be charged from a member who requests delivery of any documents through a particular mode. The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

#### **ITEM No. 10**

The Company plan to foray into multifarious activities which extend beyond finance. Also the Directors being religious minded, propose this name with religious significance in mind. The Directors belief that the new name would help the company to bring positive energy thereby helping business to grow faster. Hence it is decided to shelve the name of the Company and propose to change the name from "**Indian Infotech and Software Limited**" to "**Indian Leasers and Finances Limited**". The resolution as proposed is recommended for approval.

After giving effect to resolution as proposed in item No.10 of notice it would be necessary to change the Clause I of Memorandum of Association of the Company and Clause 1(a) of Articles of Association of the Company. In any other documents wherever appear the old name be substituted by the new name "**Indian Leasers and Finances Limited**". The resolution as proposed is recommended for approval.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

#### **ITEM No. 11**

The Members are hereby informed that the company is in the business of the Non-Banking Finance Company, accordingly the main object of the company should contain the business activities related to NBFC as permissible in RBI NBFC Guidelines, current main Object Clause of the Memorandum of Association of the Company (MOA) covers some other ancillary activities in addition to the NBFC Activities as amended in the past by the company but in order to comply the NBFC Guidelines and Core business of NBFC, the company's activities into ancillary activities as mentioned in the Clause III Object Clause of MOA.

The alteration in the Objects Clause of the memorandum of association as set out in the draft of MOA Attached herewith the Notice related to change/amendment in the said clause III Object Clause of MOA of the Company. This will enable the Company to carry on its core business and efficiently and the said NBFC activity is the main activity of the Company.

This will also enlarge the area of operations of the Company. Pursuant to section 13 and section 4 of the Act, the above said proposal requires consent of the members by way of special resolution.

The above amendment would be subject to the approval of the Registrar of Companies and any other statutory or Regulatory authority, as may be necessary. The Directors commend the passing of the resolution under item No. 11 of the accompanying Notice for the approval of the members of the company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

**ITEM No. 12**

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 02th November, 2019 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Directors, therefore, recommend the Resolution as set out in item no. 12 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Indian Infotech and Software Limited**

**Date: 02.09.2019**

**Reg. Office:**  
**Unit No: 518, 5th Floor, Anjani Complex,**  
**Parera Hill Road, Andheri (East) Mumbai City MH 400099**

**Sd/-**  
**NANDA DULAL DEY**  
**Director**  
**(DIN-08390404)**

**INDIAN INFOTECH AND SOFTWARE LIMITED**  
**(CIN-L70100MH1982PLC027198)**

**Regd. Office: Unit No: 518, 5th Floor, Anjani Complex, Parera Hill Road, Andheri (E) Mumbai MH 400099,**

**Form No. MGT-11**  
**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered address:	
E-mail Id:	
Folio No. / Client Id DP ID:	

I/We, being the member(s) of..... shares of the above named Company, hereby appoint

1. Name:\_\_\_\_\_ Address:\_\_\_\_\_   
E-mail Id:\_\_\_\_\_ Signature:\_\_\_\_\_ or failing him/her
2. Name:\_\_\_\_\_ Address:\_\_\_\_\_   
E-mail Id:\_\_\_\_\_ Signature:\_\_\_\_\_ or failing him/her
3. Name\_\_\_\_\_ Address:\_\_\_\_\_   
E-mail Id:\_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **37<sup>th</sup> Annual General Meeting** of the Company, to be held on **Monday, the September 30, 2019 at 09.30 a.m.** at the Registered Office of the Company at Unit No: 518, 5th Floor, Anjani Complex, Parera Hill Road, Andheri (East) Mumbai-400099, and at any adjournment thereof in respect of such resolutions as are indicated below:


Signed this ..... day of..... 2019

\_\_\_\_\_  
Signature of Proxy holder(s)

\_\_\_\_\_  
Signature of shareholder

Affix  
Revenue  
Stamp

Note:

- (a) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**INDIAN INFOTECH AND SOFTWARE LIMITED**

**CIN-L70100MH1982PLC027198**

**Regd. Office: Unit No: 518, 5th Floor, Anjani Complex, Parera Hill Road, Andheri (East) Mumbai-400099,**

**ATTENDANCE SLIP**

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING VENUE

Full name of the attending members (in block letters)  -----	Folio No.	
	DP ID	
	Client ID	
Name of proxy (in block letters) (to be filled in if the proxy form has been duly deposited with the Company)  -----	No. of shares held	

I/We hereby record my/our presence at the **Thirty Seven Annual General Meeting** of the Company on **Monday, the September 30, 2019 at 09.30 a.m.** at the Registered Office of the Company at **Unit No: 518, 5th Floor, Anjani Complex, Parera Hill Road, Andheri (East) Mumbai-400099.**

\_\_\_\_\_  
**Share Holders/Proxy's Signature**

(To be signed at the time of handing over the slip)

**Form No. MGT-12 Polling Paper**  
[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]

NAME OF THE COMPANY : INDIAN INFOTECH AND SOFTWARE LIMITED

REGD. OFFICE : Unit No: 518, 5th Floor, Anjani Complex, Parera Hill Road, Andheri (East) Mumbai-400099,

**BALLOT PAPER**

Sr. No.	Particulars	Details
1	Name of the First Named Shareholders (in Block letters)	
2	Postal Address	
3	Registered folio No. /*Client ID No.	
4	Class of Share	

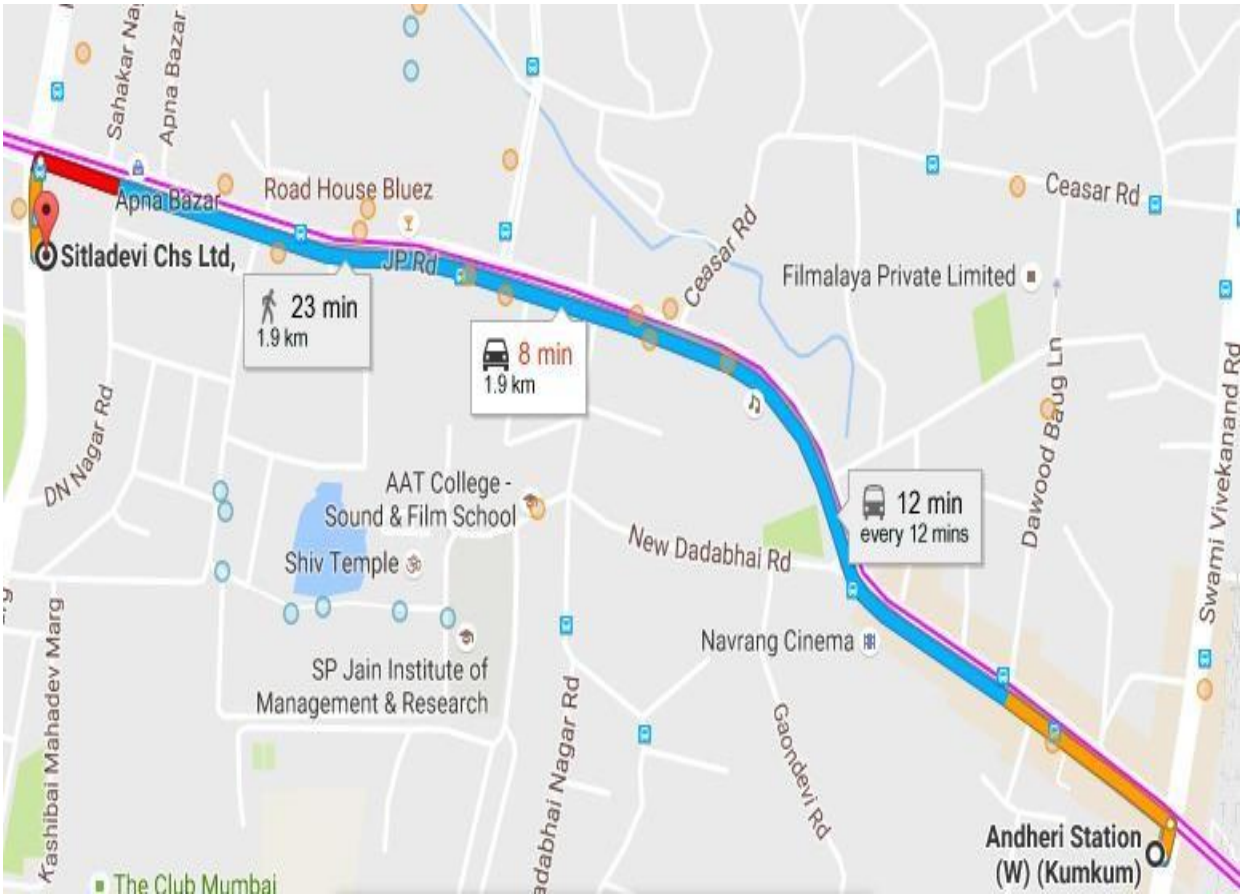
I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Sr. No.	Item	No. of shares held by me	I assent to the resolution	I dissent to the resolution.
1.	To receive, consider and adopt Audited Balance Sheet, Profit and Loss Account and Cash Flow statement for year ended on 31st March, 2019, and Report of the Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Kamal Nayan Sharma (DIN 03405150), who is retiring by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.			
3.	To re-appointment of M/s. Motilal & Associates, Chartered Accountants (FRN: 106584W), as Statutory Auditor of the Company, to hold office from the conclusion of 37th Annual General Meeting until the conclusion of the 42nd Annual General Meeting and to authorize the Board of Directors or Audit Committee thereof to fix their remuneration.			
4.	To regularize the appointment of Mr. Nanda dulal dey (din 08390404) as a Executive Director liable to retire by rotation			
5.	Appointment of Mr. Nanda dulal dey (din 08390404) as the Managing Director of the company for a period of 5 (five) consecutive years, commencing from 30th September, 2019 till 30th September, 2024			
6.	To appoint Mr. Samiran Howlader DIN 08390407 as Executive Director of the company			
7.	To regularize the appointment of Mr. Pintu Manna (DIN - 08392120) as Independent Non-Executive director of the company			
8.	To regularize the appointment of Mrs. Aksha Bihani (Din - 08102933) as women independent non-executive director of the company.			
9.	To determination of fee for delivery of any documents through a particular mode to a member.			
10.	To amendment in the Memorandum of Association for name Change of the company from "Indian Infotech and Software Limited" to "Indian Leasers and Finances Limited" or "Indian Leasers Limited" and consequent amendments to memorandum of association and articles of association of the company			
11.	To Alter/Amend existing Clause III, the object clause of the Memorandum of Association of the company			
12.	To Adoption of new set of Articles of Association of the Company.			

Place: Mumbai  
Date: 30/09/2019

(Signature of the shareholder)

**Route Map to the AGM  
Venue**



**NAME AND COMPLETE POSTAL ADDRESS**

**If undelivered please return to:**

**Indian Infotech and Software Limited**  
**Unit No: 518, 5th Floor, Anjani Complex, Parera Hill Road, Andheri**  
**(East) Mumbai-400099,**  
**Tel. No. 022-42956833**