

Date: 7th December, 2020

To,  
The Bombay Stock Exchange,  
Department of Corporate Services,  
Floor 25, P J Tower, Dalal Street, Mumbai- 400 00

**SUB Intimation of 38<sup>th</sup> Annual General Meeting schedule to be held on 29<sup>th</sup> December, 2020..**


We are sending herewith the Intimation of 38<sup>th</sup> Annual General Meeting of our Company which is scheduled to be held on Tuesday, 29th December, 2020 at 4:00 P.M. at the 203, Wellington Business Park II, Off Andheri -Kurla Road, Near Mittal Industrial Estate, Marol Andheri (East) Mumbai-400059.

Kindly take the above information on record and acknowledge receipt.

**Thanking You,  
Yours Faithfully,**

**For Indian Infotech & Software Limited**

Indian Infotech and Software Ltd.



**Shyama Charan Kumar**  
**Managing Director**  
**DIN: 00494297**

**COMPANY INFORMATION**

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

<b>Board of Directors</b>	:	<b>MR. SHYAMA CHARAN KUMAR,</b> Managing Director Appointed as Managing Director w.e.f. 01.04.2020  <b>MS. AKSHA BIHANI</b> Independent Director  <b>MR. VISHAL VIJAY PHONDAKE</b> Add. Non-Executive Director Appointed as Add. Non-Executive Non-independent Director w.e.f. 01.04.2020  <b>MR. SAGAR SHEE</b> Appointed as Add. Executive Director w.e.f. 31.07.2020  <b>MR. ANIKET SAMBHAJI BHOSALE</b> Appointed as Add.Non-Executive Non-independent Director w.e.f 31.07.2020
<b>Chief Financial Officer</b>	:	<b>MR. SAGAR SHEE</b> Appointed as CFO w.e.f. 01.08.2020
<b>Bankers</b>	:	<b>YES BANK LTD.</b> Andheri, Mumbai
<b>Auditors</b>	:	<b>M/s. MOTILAL &amp; ASSOCIATES</b> <b>(FRN:106584W) Chartered Accountants</b> Mumbai
<b>Registered off.</b>	:	<b>Unit No: 518, 5th Floor, Anjani Complex Parera Hill Road, Andheri (E) Mumbai 400099.</b> Tel. No. 091-9007289942 E-mail Id: - <a href="mailto:indianinfotechsoftware@yahoo.com">indianinfotechsoftware@yahoo.com</a> Website:- <a href="http://www.Indianinfotechandsoftwareltd.com">www.Indianinfotechandsoftwareltd.com</a>
<b>ShareTransfer Agent</b>	:	<b>SHAREX DYNAMIC (INDIA) PVT. LTD.</b> Unit -1, Luthra Ind. Premises, 1 <sup>st</sup> floor, 4E, M Vasanti Marg, Andheri kurla Road, Safed Pool, Andheri (E), Mumbai – 400 072 Tel. no. 022 – 22641376/28528087 Email id- <a href="mailto:investor@sharexindia.com">investor@sharexindia.com</a> , <a href="mailto:sharexindia@gmail.com">sharexindia@gmail.com</a>

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 38<sup>th</sup>Annual General Meeting of the Members of **INDIAN INFOTECH & SOFTWARE LTD.** is scheduled to be held on Tuesday, 29<sup>th</sup> December, 2020 at 4:00 P.M. at the **203, Wellington Business Park II, Off Andheri - Kurla Road, Near Mittal Industrial Estate, Marol Andheri (East) Mumbai-400059** 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, 2020, and Report of the Directors and Auditors thereon.

**SPECIAL BUSINESS:**

**2. TO REGULARIZE THE APPOINTMENT OF MR. SHYAMA CHARAN KUMAR (DIN 00494297) AS A EXECUTIVE DIRECTOR:**

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. Shyama Charan Kumar (DIN 00494297), who was appointed as an Additional Director dated 01/04/2020 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 candidature ship 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."

**3. APPOINTMENT OF MR. SHYAMA CHARAN KUMAR (DIN 00494297) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS, COMMENCING FROM 30TH SEPTEMBER, 2020 TILL 30TH SEPTEMBER, 2025:**

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 Personal) 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. Shyama Charan Kumar (DIN 00494297)** 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, 2020 to 30<sup>th</sup> September, 2025, 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. Shyama Charan Kumar (DIN 00494297)** 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 38<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. Shyama Charan Kumar (DIN 00494297)** 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. Shyama Charan Kumar (DIN 00494297)**, 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. Shyama Charan Kumar (DIN 00494297)** 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. Shyama Charan Kumar (DIN 00494297)**, 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.”

**4. TO REGULARIZE MR. VISHAL VIJAY PHONDAKE (DIN 08267452) AS A NON-EXECUTIVE DIRECTOR:**

**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. Vishal Vijay Phondake (DIN 08267452) who is eligible for appointment and on recommendation of Nomination and Remuneration Committee and Board of Directors, proposing his candidature ship 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. TO REGULARIZE THE APPOINTMENT OF MR. SAGAR SHEE (DIN 08213387) AS A EXECUTIVE DIRECTOR:**

**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. SagarShee (DIN 08213387), who was appointed as an Additional Director dated 31/07/2020 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 candidature ship 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.”

**6. TO REGULARIZE MR. ANIKET SAMBHAJI BHOSALE (DIN: 08679756) AS A INDEPENDENT DIRECTOR:**

**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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made there under, for the time being in force) and Regulation 16(1)(b) of the Listing Regulation and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, Mr. Aniket Sambhaji Bhosale (DIN: 08679756) who was appointed as an Additional Director (Independent Director) of the Company by the Board in its meeting held on 31<sup>st</sup> July, 2020 in terms of Section 161(1) of the Act and whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director to appoint as Independent Director for a term of 5 years in this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years i.e. up to 43<sup>rd</sup> Annual General Meeting of the Company. It may be noted Mr. Aniket Sambhaji Bhosale (DIN: 08679756) has given a declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in the opinion of the Board also, he fulfils the conditions specified in the Companies Act, 2013 for such an appointment.

**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 CONSOLIDATE FACE VALUE OF EQUITY SHARES OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 61(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification, amendment or re-enactment thereof for the time being in force), read with the Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and sanction(s) as may be necessary or, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred as "the Board" which term shall be deemed to include any Committee thereof or any such officer of the Company as the Board may deem fit), consent of the members of the Company be and is hereby accorded to **consolidate 1 (One) equity share of the Company having face value of Rs. 1/-(Rupees One only) each fully paid-up into 1 (One) equity share of face value of Rs. 10/-(Rupees Ten only) each fully paid-up** and consequently, the Authorized Equity Share Capital of the Company of 1,01,00,00,000 Equity Shares of Rs. 1/-(Rupees One only) each shall be consolidated to 10,10,00,00,000 Equity Shares of Rs. 10/-(Rupees Ten only) each amounting to Rs. 1,01,00,00,000 /-(Rupees One Hundred One Crores only) with effect from the "Record Date" to be determined by the Board for this purpose;

**RESOLVED FURTHER THAT** upon consolidation of the Equity shares of the Company as aforesaid, every 1 (One) equity share of the face value of Rs. 1/-(Rupees One only) each fully paid-up held by a shareholder as on the Record Date shall stand consolidated into 1 (one) equity share of the face value of Rs. 10/-(Rupees Ten only) each fully paid-up with effect from the Record Date;

**RESOLVED FURTHER THAT** on consolidation, 1 (One) Equity Share of the face value of Rs. 10/-(Rupees Ten Only) each fully paid-up be issued in lieu of 10 (Ten) Equity Share of Rs. 1/-(Rupees One Only) each fully paid-up, subject to the terms of Memorandum and Articles of Association of the Company and such shares shall rank pari-passu in all respects and carry the same rights as the existing fully paid Equity Shares of the Company and shall be entitled to dividend(s) after consolidation of equity shares, if declared/recommended by the Board and subsequently approved by the shareholders;

**RESOLVED FURTHER THAT** upon consolidation of the Equity shares of the Company as aforesaid, the existing share certificates in relation to the existing Equity shares of the face value of Rs. 1/-(Rupees One only) each fully paid-up held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 10/-(Rupees Ten only) each fully paid-up on consolidation and the Company may without requiring the surrender of the existing equity share certificates directly issue and dispatch the new share certificates of the Company, in lieu of such existing share certificates and in the case of the Equity shares held in the dematerialized form, the number of consolidated Equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity shares of the Company before consolidation;

**RESOLVED FURTHER THAT** no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by a Trustee appointed by the Board who shall dispose off the said shares in the market at the best available price in one or more lots and the decision of the Trustee in this regard shall be final and binding to all concerned. The Trustee shall hold the net sale proceeds of all such shares after deducting there from all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate any of its power to any committee thereof or to such officer of the Company as the Board may think fit and proper for the purpose of giving effect to this resolution."

**8. TO ALTER MEMORANDUM OF ASSOCIATION 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** subject to the approval of the members for consolidation of face value of equity shares as proposed under item no. 7 above and pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s), amendment(s) or reenactment (s) thereof for the time being in force), and subject to consents, approvals, permissions and sanctions, if any, required from any authority, consent of the members of the Company be and is hereby accorded that the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted thereof by the following Clause No. V as reproduced herewith: 10,10,00,00,000 Equity Shares of Rs. 10/-(Rupees Ten only) each amounting to Rs. 1,01,00,00,000 /-(Rupees One Hundred One Crores only)

**V. The Authorised Share Capital of the company is Rs. 1,01,00,00,000 /- (Rupees One Hundred One Crores only) divided into 10,10,00,000 (Ten Crores Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten only)**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (which expression shall include a Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any one of its Directors, Company Secretary or any other officers.”

**ON BEHALF OF THE BOARD OF DIRECTORS  
Indian Infotech and Software Limited**

**Sd/-  
Shyama Charan Kumar  
Managing Director  
(DIN-00494297)**

**Date: 02.09.2020  
Place: Mumbai**

**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, 3,4,5,6, 7, 8 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 day so f 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 26<sup>th</sup> December, 2020 to 29<sup>th</sup> December, 2020(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 2019-20 is being sent through electronic mode only to the members email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a copy of the report. For members who have not registered their email addresses, kindly contact to RTA or Company for copies of the Annual Report 2019-20 are being sent by the permit te dmode.
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 2019-20 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 38<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 38<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, 26<sup>th</sup> December, 2020 at 9:00 a.m. and ends on day, 28<sup>th</sup> December, 2020 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 22<sup>nd</sup> December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting the re-after.

(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. ShyamaCharan Kumar</b>
DIN	00494297
Nationality	Indian
Date of Appointment	01/04/2020
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 Committeemembership/chairpersonship	NIL
Number of shares held in the company	--
Disclosure of relationships between directors inter-se	--

Save and except Mr. ShyamaCharan Kumar 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 thenotice.

<b>Name of Director</b>	<b>Mr. Vishal vijayphondake</b>
DIN	08267452
Nationality	Indian
Date of Appointment	01/04/2020
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. Vishal Vijay Phondake, 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 thenotice.

<b>Name of Director</b>	<b>Mr. SagarShee</b>
DIN	08213387
Nationality	Indian
Date of Appointment	31/07/2020
Expertise in Specific Functional Area	Marketing
Qualifications	M.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. SagarShee, 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. 5 of

thenotice.

<b>Name of Director</b>	<b>Mr. AniketSambhajiBhosale</b>
DIN	08679756
Nationality	Indian
Date of Appointment	31/07/2020
Expertise in Specific Functional Area	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	No Shareholding
Disclosure of relationships between directors inter-Se	N. A.

Save and except **Mr. Aniket Sambhaji Bhosale**, 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 thenotice.

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

##### **ITEM No. 2**

The Board of Directors, at its meeting held 21/03/2020 appointed **Mr. Shyama Charan Kumar** 00494297 as an additional director under Section 161(1) of the Act and rules there under, in the executive category. Accordingly, **Mr. Shyama Charan Kumar** DIN 00494297 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. Shyama Charan Kumar** DIN 00494297 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. Shyama Charan Kumar** DIN 00494297 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. 3 of the Notice. Brief profile of Mr. **Mr. Shyama Charan Kumar** DIN 00494297 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, **Mr. Shyama Charan Kumar** DIN 00494297 are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of the Notice.

##### **ITEM No. 3**

The Board of Directors in their meeting held on 21<sup>st</sup> March 2020 passed the proposal of appointment of Mr. Shyama Charan Kumar DIN 00494297 as Managing Director of the company on the recommendation of Nomination and Remuneration Committee subject to the shareholder's consent in 38<sup>th</sup> Annual General Meeting. The Board of Directors has recommended the said resolution for shareholders' approval to appoint to Mr. Shyama Charan Kumar DIN 00494297 as Managing Director for a period of 5 year with effective from 30<sup>th</sup> September, 2020 till 30<sup>th</sup> September, 2025.

The Board of Directors on recommendation of Nominations and Remuneration Committee may decide, alter, vary or modify the remuneration of Mr. Shyama Charan Kumar, 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. Shyama Charan Kumar DIN 00494297) is interested in the resolution as set out at Item No. 3 of this Notice with regard to his appointment as MD) Relatives of Mr. Shyama Charan Kumar 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 be 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. 4**

Mr. Vishal Vijay Phondake was appointed as an Additional Director by the Board with effect from 1<sup>st</sup> April 2020 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. Vishal Vijay Phondake will hold office up to the date of the ensuing AGM, was appointed as additional non-Executive 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. Vishal Vijay Phondake as Non-Executive Director under the Companies Act, 2013 and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of five consecutive years and he shall not be liable to retire by rotation.

In the opinion of the Board Mr. Vishal Vijay Phondake fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for her appointment as Non Executive Director of the Company. Further Mr. Vishal Vijay Phondake 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 Non Executive Director of the Company.

Mr. Vishal Vijay Phondake is interested in the above resolution as appointee as set out in item no. 4 of the Notice of 38<sup>th</sup> Annual General Meeting of the Company with regard to his appointment. Copy of the draft letter for appointment of Mr. Vishal Vijay Phondake as a Non Executive 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. 4 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. 5**

**Mr. Sagar Shee** was appointed as an Additional Director by the Board with effect from 31<sup>st</sup> July 2020 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. Sagar Shee** will hold office up to the date of the ensuing AGM, was appointed as additional Executive 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. Sagar Shee as Executive Director under the Companies Act, 2013 and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he shall be liable to retire by rotation.

In the opinion of the Board Mr. Sagar Shee fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for her appointment as Executive Director of the Company. Further Mr. Sagar Shee 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 Executive Director of the Company.

Mr. Sagar Shee is interested in the above resolution as appointee as set out in item no.5 of the Notice of 38<sup>th</sup> Annual General Meeting of the Company with regard to his appointment. Copy of the draft letter for appointment of Mr. Sagar Shee as an Executive 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.

#### **ITEM No. 6**

Mr. Aniket Sambhaji Bhosale was appointed as an Additional Director by the Board with effect from 31<sup>st</sup> July 2020 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. Aniket Sambhaji Bhosale 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. Aniket Sambhaji Bhosale as Independent Director under 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. Aniket Sambhaji Bhosale fulfils the conditions specified in the Act and rules made there under as also under the Listing Regulation for her appointment as Non-Executive Director of the Company. Further Mr. Aniket Sambhaji Bhosale is not disqualified from being appointed as Independent 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 Non Executive Director of the Company.

Mr. AniketSambhaji Bhosale is interested in the above resolution as appointee as set out in item no. 6 of the Notice of 38<sup>th</sup> Annual General Meeting of the Company with regard to his appointment. Copy of the draft letter for appointment of Mr. AniketSambhajiBhosaleas an Non Executive 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.

#### **ITEM No. 7 & 8**

The Board of Directors of the Company proposes to consolidate the Equity Shares of the Company by which the face value of each equity share would be Rs. 10/- (Rupees Ten only). Accordingly, 1 (One) equity share of face value of Rs. 1/- (Rupees One only) each fully paid-up, of the Company existing on the Record Date shall stand consolidated into 1 (One) equity share of face value of Rs. 10/- (Rupee Ten only) each fully paid-up.

The Board considers that the proposed consolidation would benefit shareholders as follows:

**Greater Investor Interest:** The proposed share consolidation will result in a trading price that better reflects its maturity and also increase the profile of the Company amongst the institutional investors and the coverage of the Company amongst research houses and fund managers as the trading price per share is expected to be higher than the trading price per existing share.

**No effect of Consolidation on the Shareholders' Funds:** The proposed share consolidation will not involve payment to any shareholder of any paid-up capital of the Company, and has no effect on the shareholders' funds of the Company. Shareholders will not be required to make any payment to the Company in respect of the proposed share consolidation. Each consolidated share will rank pari-passu in all respects with each other. Stable market cap in the interest of shareholders: The proposed share consolidation will generally be beneficial to its Shareholders as it may serve to reduce the fluctuation in magnitude of the Company's market capitalization. This may, in turn, increase market interest in the shares and generally make the shares more attractive to investors.

**Rationalization of the share capital of the Company:** The proposed share consolidation will also rationalize the share capital of the Company by reducing the number of shares outstanding. As a result of the proposed share consolidation, there would be an immediate reduction in the number of shares. Hence, the Company shall benefit from easier management of a smaller number of shares. Further, it believes that overhead costs incurred on servicing the fragmented minority shareholding will be reduced significantly post consolidation.

The proposed consolidation of equity shares of the Company from Rs. 1/- (Rupees One only) per equity share to Rs. 10/- (Rupee Ten only) per equity share, requires consequential amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in the Resolution at Item No. 5, to reflect the alteration in the authorized equity share capital of the Company.

The Board is of the opinion that the aforesaid resolutions for consolidation of 1 (One) equity share of face value of Rs. 1/- (Rupees One only) each fully paid-up of the Company into 1 (One) Equity Share of Rs. 10/- (Rupee Ten only) each fully paid-up and the consequent amendments to Clause V of the Memorandum of Association of the Company are in the best interest of the members and hence recommends the special resolution as set out at Item No. 7 & 8 of the Notice for your

approval.

A copy of Memorandum of Association of the Company along with the proposed amendments is available for inspection for the members of the Company at the Registered Office of the Company on all working days between 11.00 a.m. to 02.00 p.m.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**Indian Infotech and Software Limited**

**Sd/-**  
**Shyama Charan Kumar**  
**Managing Director**  
**(DIN-00494297)**

**Date: 02.09.2020**  
**Place: Mumbai**



INDIAN INFOTECH AND SOFTWARE  
LIMITED (CIN-L70100MH1982PLC027198)

Regd. Office: Unit No: 518, 5th Floor, Anjani Complex Parera Hill Road, Andheri (E) Mumbai 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 **38<sup>th</sup> Annual General Meeting** of the Company, to be held on, **December 29, 2020 at 04.00 p.m.** at the Registered Office of the Company at 203, Wellington Business Park II, Off Andheri -Kurla Road, Near Mittal Industrial Estate, Marol Andheri (East) Mumbai-400059, and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this ..... day of.....2020

\_\_\_\_\_  
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 (E) 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 Eight Annual General Meeting** of the Company Tuesday, 29<sup>th</sup> December, 2020 at 4:00 P.M. at the Registered Office of the Company at **203, Wellington Business Park II, Off Andheri - Kurla Road, Near Mittal Industrial Estate, Marol Andheri (East) Mumbai-400059.**

\_\_\_\_\_  
**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 (E) 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, 2020, and Report of the Directors and Auditors thereon.			
2.	To regularize the appointment of Mr. Shyama Charan Kumar (DIN 00494297) as a Executive Director			
3.	To Appointment of Mr. Shyama Charan Kumar (DIN 00494297) as the Managing Director of the company for a period of 5 (Five) Consecutive Years, commencing from 30TH September, 2020 TILL 30TH September, 2025:			
4.	To appoint Mr. Vishal Vijay Phondake (DIN 08267452) as a non-Executive Director			
5.	To Regularize the appointment of Mr. Sagar Shee (DIN 08213387) as a Executive Director			
6.	To regularize Mr. Aniket Sambhaji Bhosale (DIN: 08679756) as a Independent Director			
7.	To Consolidate Face Value Of Equity Shares Of The Company.			
8.	TO Alter Memorandum Of Association Of The Company			

Place: Mumbai  
Date: / /2020

(Signature of the shareholder)

### Route Map to the AGM Venue

203, Wellington Business Park II, Off Andheri -Kurla Road, Near Mittal Industrial Estate, Marol Andheri (East) Mumbai-400059





**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 (E)  
Mumbai 400099,**

**Tel. No. 091-9007289942**