

Date: 05/08/2022

To,
Bombay Stock Exchange Ltd.
Department of Corporate Services,
Listing Compliance, Floor 25, P J Towers,
Dalal Street, Mumbai-400 001

Sub: Postal Ballot Notice – Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Script ID: 539469

Dear Sir,

The Board of Directors at their meeting held on 17th June, 2022 had inter alia approved the Postal Ballot Notice ("Notice") for seeking approval of shareholders of the Company for businesses as specified therein. In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed copy of Postal Ballot Notice together with the Explanatory Statement of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 08th July, 2022. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to members.

Further, kindly note the schedule of events for Postal Ballot and/or E-voting as under:

Sr. no.	Activity	Date
1.	Cut-off date (Benpos) Date for Sending Notice to shareholders	On or before 8 th July, 2022
2.	Voting start date and time	6 th August, 2022 (Saturday) 9:00 A.M.
3.	Voting end date and time	4 th September, 2022 (Sunday) 5:00 P.M.
4.	Scrutinizer Report & Declaration of Results	On or before 6 th September, 2022

The said Postal Ballot Notice along and further details may also be accessed on the Company's website, viz., www.indianinfotechandsoftwareltd.in

The above is for your information and records.

Thanking You,
Yours Faithfully

For, Indian Infotech and Software Limited



Manish Badola
Managing Director
DIN:05016172

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, it is proposed to seek the consent of the members ("Members") of **M/s. Indian Infotech And Software Limited** ("Company"), for the resolutions appended below, through Remote Electronic Voting ("e-voting") mode only.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof. The Board of Directors ("Board") in its meeting held on 17th June, 2022 has appointed M/s. Brajesh Gupta and Co, Practicing Company Secretaries (M. No. ACS-33070), as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars") in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot (e-voting) in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and therefore to transact the items as set out in this Postal Ballot Notice and seek approval of Members by way of Ordinary Resolution(s), through voting by electronic means (remote e-voting) only.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to December 31, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote e-voting is being initiated to transact business(es) as set out in this Notice. The Company has engaged National Securities Depository Limited (NSDL) for facilitating the remote e-voting system. The remote e-voting period commences on 6th August, 2022 (9.00 a.m. IST) Saturday, and ends on 4th September, 2022 (5.00 p.m. IST) Sunday. The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday 8th July, 2022 ("cut-off date"). In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice will be sent to the Members through email as per the exemptions granted by ministry in its circulars from time to time. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on the cut-off date i.e. Friday 8th July, 2022 and whose email addresses are registered with the Company/ Depositories and in the records of RTA. Members may note that the Notice of the Postal Ballot will also be available on the Company's website

www.indianinfotechandsoftwareltd.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of National Securities Depository Limited (NSDL) i.e. at www.evoting.nsdl.com members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on Saturday, 6th August (9.00 a.m. IST) and will end on Sunday, 4th September, 2022 (5.00 p.m. IST). The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before 5th September, 2022 and, the results of the voting shall be declared by the Chairman of the Company on or before 6th September, 2022, at Company's Registered Office. The results along with the Scrutinizer's Report will be placed on the Company's website i.e. www.indianinfotechandsoftwareltd.in and on the e-voting system link of National Securities Depository Limited (NSDL) i.e. at www.evoting.nsdl.com. The same shall simultaneously be communicated to the BSE Ltd., on which the shares of the Company are listed.

The last day of E-voting for postal ballot through electronic voting i.e. 4th September, 2022 will be considered to be the date of passing of the resolution stated and transacted through Postal Ballot process (Electronic Voting mode).

RESOLUTION

ITEM NO.: 1

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an **Ordinary resolution**.

"RESOLVED THAT pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased from Rs. 101,00,00,000/- (One Hundred and One Crores only) divided into 101,00,00,000 (One Hundred and One Crores only) Equity Shares of Re. 1 /-(One) each to Rs. 151,00,00,000- (One hundred Fifty-One Crores only) divided into 151,00,00,000 (One hundred Fifty-one Crore) equity shares of Re. 1/- (One only) by addition of Rs. 50,00,00,000 (Rupees Fifty Crores) divided in to 50,00,00,000 (Five Crores) Equity Shares of Face Value of Re. 1/- (One only) each.

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized to sign all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution including filling of all the necessary e-forms with the office of Registrar of Companies Mumbai.

ITEM NO.: 2

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. "The Authorized Share Capital of the Company is Rs. 151,00,00,000/- (One hundred Fifty-One Crores only) divided into 151,00,00,000 (One hundred Fifty-one Crore) equity shares of Re. 1/- (One only)."

"RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the

necessary forms with the registrar of companies in order to give effect to the above resolution including filling of all the necessary e-forms with the office of Registrar of Companies Mumbai.”

ITEM No.:3

TO ADOPT A NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY AS PER THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to provision of Section 13 or other Applicable Laws of the Companies Act, 2013 (the ‘Act’) read with Companies (Incorporation) rules, 2014 and any other applicable provisions, if any of the Companies act, 2013 (including any amendment thereon or any re-enactment thereof), the consent of the Members of the Company be and is hereby accorded to Substitute the existing Memorandum of Association of Company with a new Set of Memorandum of Association as per the provisions of Companies Act, 2013.

RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution, including filling of all the necessary e-forms with the office of Registrar of Companies Mumbai.”

ITEM No.:4

To ADOPT A NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY AS PER THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to provision of Section 14 or any other Applicable provisions of the Companies Act, 2013 (‘the Act’), read with the companies (Incorporation) Rules, 2014, Including any modification(s) thereto or re-enactment(S) thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded to Substitute the existing article of Association of Company with a new Set of Article of Association as per the provisions of Companies Act, 2013.

RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution including filling of all the necessary e-forms with the office of Registrar of Companies Mumbai.”

ITEM NO.: 5

ALTERATION OF ARTICLE OF ASSOCIATION OF THE COMPANY FOR PURPOSE OF ASSIGNING OF SPECIAL POWERS TO MR. SHYAMA CHARAN KUMAR:

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

“**RESOLVED THAT** pursuant to provision of Section 14 of the Companies Act, 2013 read with rules applicable there under and other applicable provisions, if any of the Companies act, 2013 (including any amendment thereon or any re-enactment thereof), and the below resolution is passed to this effect and Pursuant to which the article No. 136 of the Article of Association of the Company be and are hereby amended to delegate the authority and delegation of power by board of Directors in the name of Mr. Shyama Charan Kumar having PAN No. AIRPK8626K to maintain and operate the bank account maintained by the company in its name with ICICI Bank Ltd., having Current Bank Account Number 000605034428 as below in the Article of Association.

Article 136: DELEGATION OF POWER

i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

ii) The Board shall have power of complete management of the company affairs, inter alia regarding shares, loans, investment, to open bank accounts, closer of bank account, operations of bank account and to exercise all such powers and to do all things and acts as the company is authorized to do by its memorandum of association or required to be exercised under statute or articles for the benefits of the company's business but subject to the provisions of the act, these articles or any directions given by the members in General Meetings.

Provided that in supersession to all other resolutions passes earlier by the board of directors, the current bank account maintained in the name of company with ICICI Bank Ltd., having Current Bank Account Number 000605034428 of the company shall be operated with the signature of Mr. Shyama Charan Kumar having PAN No. AIRPK8626K. Any board/or shareholder resolution regulating the operation of the bank account maintained in the name of company with ICICI Bank Ltd., having Current Bank Account Number 000605034428 of the company shall have not any effect unless written consent of Mr. Shyama Charan Kumar obtained for operating the above stated bank account, the authority and delegation of power to operate the said bank account shall never be withdrawn under any circumstances unless consented by Mr. Shyama Charan Kumar (or his legal heirs) in writing. Provided further, that all rights and authorities as assigned to Mr. Shyama Charan Kumar.

The Board of Director and Members of the company be and hereby accorded its consent to delegate the Special Power and Rights to operate / manage bank maintained with ICICI Bank Ltd., having Current Bank Account Number 000605034428 maintained in the name of the Company as follows:

Mr. Shyama Charan Kumar having PAN No. AIRPK8626K the authorized Representative of the Company be and is hereby authorized to act on behalf of the Company in the following matters:

(a) to operate / maintain / execute/ sign all the documents executed or enter the proposed to be executed between the Company and the existing Bank i.e. ICICI Bank Ltd., having Current Bank Account Number 000605034428 in relation to any matter related to this Bank Account as aforementioned including signing of Bills of Exchange, promissory Notes, Cheques, letter of Credit, applications for change in this bank account, agreements, undertakings, statements, affidavits in connection with the matters of administrative, operational, legal significance to the Company which, inter alia, includes the works related to the aforesaid bank account.

The above stated special powers and rights delegated to Mr. Shyama Charan Kumar shall remain in force until notice in writing of its withdrawal or cancellation is forwarded to the authorities by Mr. Shyama Charan Kumar himself, further there shall no change in this article 136 unit notice in writing by himself".

RESOLVED FURTHER THAT this Special Resolution shall remain in force until notice in writing of its withdrawal or cancellation is forwarded to the authorities by Mr. Shyama Charan Kumar Himself".

RESOLVED FURTHER THAT all the acts done and duties discharged by Mr. Shyama Charan Kumar having PAN No. AIRPK8626K authorized Representative of the Company will be deemed to be done and discharged by Indian Infotech and Software Limited and shall hold good in all respect and there will be no dispute or objections of what so ever raised by the Company in future.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies, and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution, including filling of all the necessary e-forms if any with the office of Registrar of Companies Mumbai.

ITEM NO.:6

TO REGULARIZE MR. VINAYKUMAR KADEDEEN YADAV (DIN: 09630182) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a **Special 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. Vinaykumar Kadedeen Yadav (DIN: 09630182) for appointment as Independent Non-Executive Director of the company, who has been appointed as Additional Independent Non-Executive Director of the Company dated 8th June, 2022 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 in respect of whom the Company has received a notice in writing from a member proposing his candidature 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 8th June, 2022 to 7th June, 2027 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies, and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution, including filling of all the necessary e-forms if any with the office of Registrar of Companies Mumbai.”

ITEM NO. 7

TO REGULARIZE MR. HARI SINGH RAO (DIN: 05132581) AS A NON EXECUTIVE INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a **Special 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, Hari Singh Rao (DIN: 05132581) for appointment as Independent Non-Executive Director of the company, who has been appointed as Additional Independent Non-Executive Director of the Company 8th June, 2022 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 in respect of whom the Company has received a notice in writing from a member proposing his candidature 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 8th June, 2022 to 7th June, 2027 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, including filling of all the necessary e-forms if any with the office of Registrar of Companies Mumbai.”

ITEM NO. 8

TO REGULARIZE MR. HEMANT VADILAL MODI (DIN: 09630204) AS A NON EXECUTIVE NON-INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a **Special 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. Hemant Vadilal Modi (DIN: 09630204) for appointment as Independent Non-Executive Director of the company, who has been appointed as Additional Independent Non-Executive Director of the Company dated 8th June, 2022 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 in respect of whom the Company has received a notice in writing from a member proposing his candidature 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 8th June, 2022 to 7th June, 2022 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, including filling of all the necessary e-forms if any with the office of Registrar of Companies Mumbai.”

ITEM NO. 9

TO APPOINT MR. MANISH BADOLA (DIN: 05016172) AS A MANAGING 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 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 consent and/or approval of the company be and is hereby accorded to the appointment of Mr. Manish Badola_(DIN:05016172) as Key Managerial Personnel and designated as Managing Director of the Company for a further period of 5 (Five) consecutive years, commencing from 17th June, 2022 to 16th June, 2027, and to 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. Manish Badola_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 convening the Postal ballot 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. Manish Badola_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. Manish Badola, 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. Manish Badola_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. Manish Badola, 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, including filling of all the necessary e-forms if any with the office of Registrar of Companies Mumbai.”

**By Order of the Board of Directors
For Indian Infotech and Software Limited**



**Manish Badola
Managing Director
DIN: 05016172**

**Date: 17/06/2022
Place: Mumbai**

Notes:

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted by way of Postal Ballot process (Through Electronic E-voting System Only) is annexed and forms part of this Notice.
2. In compliance with the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on Friday, 8th July, 2022 (“cut-off date”) and whose email addresses are registered with the Company/ Depositories viz. National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”). Members who have not registered their email id may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and no. of equity shares held, to the company @ indianinfotechsoftware@yahoo.com; **Tel. No. 022-49601435 or** Registrar and Share Transfer Agent of the Company i.e., **M/s Link in time India Pvt. Ltd, at their address: C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400083, Email Id mumbai@linkintime.co.in ;Tel. no. 022 - 4918 6060.**
3. Each Member’s voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date i.e. 08th July, 2022, which will only be considered for voting.
4. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his/her vote through remote e-voting facility only and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
5. The E-voting will remain open for the Members for exercising their voting from Saturday 6th August, 2022 (9.00 a.m.) (IST) and will end on Sunday, 4th September, 2022 (5.00 p.m.) (IST) both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 8th July, 2022 may cast their vote electronically. The e-voting module shall be disabled by 5:00 P.M. on Sunday, 4th September, 2022 for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
6. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company’s website on or before 5th August, 2022 to facilitate online inspection up to the last date for exercising the voting.
7. M/s Brajesh Gupta & Co., Practicing Company Secretary, has been appointed by Board of Directors in its meeting held on 17th June, 2022 as the scrutinizer to scrutinize the E-voting process of postal ballot, in a fair and transparent manner.
8. The Notice shall also be uploaded on the Company’s website at - www.Indianinfotechandsoftwareltd.com, on the website of BSE limited at www.bseindia.com , and on NSDL E-

Voting link at www.evoting.nsdl.com .

9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot events and information shall be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

12. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 12:00 P.M. on all working days from the date of dispatch till the last day of E-voting. However, last day of E-voting will be Sunday, 4th September, 2022 hence inspection will be allowing till Saturday, 3rd September, 2022.

13. The scrutinizer will submit his Report to Chairman after completion of the Scrutiny on or before 5:00 P.M. on Monday, 5th September, 2022 and the results of the voting will be announced by the Chairman on or before 5:00 P.M. on Tuesday, 6th September, 2022 and will also be displayed on the Company website www.Indianinfotechandsoftwareltd.in and communicated to the Stock Exchanges (BSE Ltd.), Depository, the Registrar and Share Transfer Agent.

14. The Scrutinizer's decision on the validity of the Votes (through E-voting mode only) on Postal Ballot process shall be final.

15. The results of the postal ballot will be declared not later than two working days i.e. Tuesday, 6th September, 2022 of conclusion of remote e-voting i.e. Sunday, 4th September, 2022. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., www.Indianinfotechandsoftwareltd.in and on the e-voting system link of National Securities Depository Limited (NSDL) i.e. at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange where the Company's shares are listed.

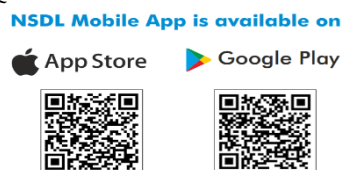
16. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. Sunday, 4th September, 2022. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.

17. Any query/grievance with respect to voting on above Postal Ballot may please be addressed to Mr. Mushahid Khan, Company Secretary & Compliance Officer at: Email id: indianinfotechsoftware@yahoo.com , phone no. 022-49601435 or to the Registrar and Transfer Agent, **M/s Link in time India Pvt. Ltd, at their address:** C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai - 400083; Email Id mumbai@linkintime.co.in ;Tel. no. 022 - 4918 6060.

Instructions for E-Voting:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select " Register Online for IDeAS Portal " or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as

shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



The e-voting period commences on Saturday 6th August, 2022 9:00 a.m. (IST) and will end on Sunday, 4th September, 2022 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, it will not be allowed to change it.

E-voting Instructions:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be</p>

their depository participants	redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 119848 then user ID is 119848001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csprof.services@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote (Assistant Manager) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to indianinfotechsoftware@yahoo.com;
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to indianinfotechsoftware@yahoo.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERE TO:

ITEM NO.: 1 & 2

INCREASE IN AUTHORIZED SHARE CAPITAL & ALTERATION IN CAPITAL CLAUSE OF MOA OF THE COMPANY:

The present Authorised share Capital of the Company is Rs. 101,00,00,000(One Hundred One Crores only) comprising of 101,00,00,000 Equity Shares of Re. 1/- (One)each.

Considering the increase in Requirement of Funds, the Board at its Meeting held on 17th June, 2022, had accorded its approval for increasing the Authorised Share Capital from Rs. Rs. 101,00,00,000(One Hundred One Crores only) to Rs. 151,00,00,000 (Rupees One Hundred and Fifty- Five Crore) by creation of 51,00,00,000 (Rupees Fifty One Crores only) equity share of Rs.1/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to Shareholders approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

ITEM No.: 3

TO ADOPT A NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY AS PER THE COMPANIES ACT, 2013:

The Existing Memorandum of Association is based on the Erstwhile Companies act, 1956. The alteration in Memorandum of Association is necessary to bring the Existing Memorandum in line with the new Companies Act, 2013.

According to the New Act, the Companies now have only Main Business and ancillary and incidental Businesses to the Attainment of Main Business, therefore it is important to alter and adopt the new set of Memorandum of Association as per Companies Act, 2013.The New Set of Memorandum of Association is based on 'Table A' of Companies Act, 2013.

A Copy of proposed set of MOA will be Available for Inspection at the registered office of the Company during the Business Hours on any working Day between 10:00 A.M to 12:00 P.M up-to the 3rd September, 2022.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

The Board recommend passing of the Resolution set out in item No. 3 for the approval of Members of the company by Ordinary Resolution.

ITEM No.:4

TO ADOPT A NEW SET OF ARTICLE OF ASSOCIATION (MOA) OF THE COMPANY AS PER THE COMPANIES ACT, 2013:

The Existing Articles of Association (AOA) is based on the Companies act, 1956(the "Erstwhile Act") and several regulations in the existing AOA contained reference to specific section of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the 'new Act').

With the coming into force of the new Act, several regulations of the existing AOA of the company required alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new articles.

The new AOA to be substituted in place of existing AOA are based on Table-F of Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

A Copy of proposed set of new Article of Associations of the company would be available for inspection at the registered office of the Company during the Business hours on any working Day between 12:00 A.M to 12:00 P.M up-to the 3rd September, 2022.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

The Board recommend passing of the Resolution set out in item No. 4 for the approval of Members of the company by special resolution.

ITEM NO.: 5:

ALTERATION OF ARTICLE OF ASSOCIATION OF THE COMPANY FOR PURPOSE OF ASSIGNING OF SPECIAL POWERS TO MR. SHYAMA CHARAN KUMAR:

Pursuant to proposal of Board of directors in its meeting to give special power of maintaining the Bank Account of the Company maintained with ICICI Bank Ltd., having Current Bank Account Number 000605034428 by Mr. Shyama Charan Kumar having PAN No. AIRPK8626K and therefore it is necessary to make alteration in article No. 136 of the Article of Association of the Company be and are hereby amended and give the authority and delegation of power by board of Directors in the name of Mr. Shyama Charan Kumar to maintain and be signatory in the current bank account of the company maintained with ICICI Bank Ltd., having Current Bank Account Number 000605034428, the powers delegate to Mr. Shyama Charan Kumar is stated in detailed in the resolution no. 5 of this notice and draft of altered AOA article no. 136. It is proposed to delegate the authority for operation and be signatory of said bank account of the company as an authorized signatory as a specific powers as mentioned in the resolution no. 5 of this notice.

As per the section 14 of the Companies Act, 2013 approval of members of the company by Special Resolution is required for alteration and modification of Article 136 of the Article of Association.

A Copy of proposed change in article 136 of Article of Associations of the company would be available for inspection at the registered office of the Company during the Business hours on any working Day between 12:00 A.M to 12:00 P.M up-to the 3rd September, 2022.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

The Board recommend passing of the Resolution set out in item No. 5 for the approval of Members of the company by special resolution.

ITEM NO. 6

TO REGULARIZE MR. VINAYKUMAR KADEDEEN YADAV (DIN: 09630182) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 8th June, 2022, had appointed Mr. Vinay Kumar K Yadav (DIN:09630182), as an Additional Director, designated as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 8th June, 2022 to 7th June, 2027 subject to the approval of the Members of the Company as Independent Director of the company. During the tenure of his appointment, Mr. Vinay Kumar K Yadav shall not be liable to retire by rotation.

The Company has received declarations from Mr. Vinay Kumar K Yadav, confirming that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is eligible to be appointed as an Independent Director of the Company and a declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act. Mr. Vinay Kumar K Yadav does not hold any shares of the Company.

Mr. Vinay Kumar K Yadav, will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors for attending Board and Committee(s) meetings, as applicable, and commission of such sum as the Board of Directors on the recommendation of the Nomination and Remuneration Committee may determine from time to time.

In the opinion of the Board, Mr. Vinay Kumar K Yadav, fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management and possess appropriate skills, experience and knowledge.

The letter of appointment of Mr. Vinay Kumar K Yadav, setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. Members who wish to inspect the same are requested to send a request on indianinfotechsoftware@yahoo.com.

The appointment of an Independent Director requires the approval of the Members by means of a Special Resolution pursuant to Regulation 25(2A) of the SEBI Listing Regulations.

The Board recommend passing of the Resolution set out in item No. 6 for the approval of Members of the company by special resolution.

ITEM NO. 7

TO REGULARIZE MR. HARI SINGH RAO (DIN: 05132581) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 8th June, 2022, had appointed Mr. Hari Singh Rao (Din: 05132581), as an Additional Director, designated as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 8th June, 2022 to 7th June, 2027 subject to the approval of the Members of the Company as Independent Director of the company. During the tenure of his appointment, Mr. Hari Singh Rao shall not be liable to retire by rotation.

The Company has received declarations from Mr. Mr. Hari Singh Rao, confirming that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is eligible to be appointed as an Independent Director of the Company and a declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act. Mr. Hari Singh Rao does not hold any shares of the Company.

Mr. Hari Singh Rao, will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors for attending Board and Committee(s) meetings, as applicable, and commission of such sum as the Board of Directors on the recommendation of the Nomination and Remuneration Committee may determine from time to time.

In the opinion of the Board, Mr. Hari Singh Rao, fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management and possess appropriate skills, experience and knowledge.

The letter of appointment of Mr. Hari Singh Rao, setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. Members who wish to inspect the same are requested to send a request on indianinfotechsoftware@yahoo.com.

The appointment of an Independent Director requires the approval of the Members by means of a Special Resolution pursuant to Regulation 25(2A) of the SEBI Listing Regulations.

The Board recommend passing of the Resolution set out in item No. 7 for the approval of Members of the company by special resolution.

ITEM NO. 8

TO REGULARIZE MR. HEMANT VADILAL MODI (DIN: 09630204) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 8th June, 2022, had appointed Mr. Hemant Vadilal Modi (DIN:09630204), as an Additional Director, designated as Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 8th June, 2022 to 7th June, 2027 subject to the approval of the Members of the Company as Independent Director of the company. During the tenure of his appointment, Mr. Hemant Vadilal Modi shall not be liable to retire by rotation.

The Company has received declarations from Mr. Hemant Vadilal Modi, confirming that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is eligible to be appointed as an Independent Director of the Company and a declaration that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act. Mr. Hemant Vadilal Modi does not hold any shares of the Company.

Mr. Hemant Vadilal Modi, will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors for attending Board and Committee(s) meetings, as applicable, and commission of such sum as the Board of Directors on the recommendation of the Nomination and Remuneration Committee may determine from time to time.

In the opinion of the Board, Mr. Hemant Vadilal Modi, fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management and possess appropriate skills, experience and knowledge.

The letter of appointment of Mr. Hemant Vadilal Modi, setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. Members who wish to inspect the same are requested to send a request on indianinfotechsoftware@yahoo.com.

The appointment of an Independent Director requires the approval of the Members by means of a Special Resolution pursuant to Regulation 25(2A) of the SEBI Listing Regulations.

The Board recommend passing of the Resolution set out in item No. 8 for the approval of Members of the company by special Resolution.

ITEM NO.:9

TO APPOINT MR. MANISH BADOLA (DIN: 05016172) AS A MANAGING DIRECTOR:

The Board of Directors have fixed the following remuneration as per the recommendations of the Nomination and Remuneration Committee to be paid to Mr. Manish Badola, Managing Director of the Company during their respective periods of appointment with power to make such variation or increase therein as may be thought fit from time to time, but within the ceiling laid down under Schedule V to the said Act, or any statutory amendment or relaxation thereof;

a) Term: The term of Managing Director is for a term of 5 years period which commencing from **17th June, 2022 to 16th June, 2027**.

b) Salary: Up to 6,00,000/- per annum or any other higher amount up to the limit prescribed in Schedule V as discussed & approved by Nomination & Remuneration committee and board of directors and Shall be inclusive of:

Companies' contribution to Provident:-

1. Provision of use of Company car for official Duties.
2. Telephone at the residence including payment of Local / STD/ISD Calls for Business Use.
3. Reimbursement of Medical Expenses incurred for himself.
4. Payment of Club fees/ admission fees for 2 clubs.

c) **Perquisites:** The perquisites shall be valued as per Income Tax Rules, 1962. However, the amount of perquisites shall be restricted to annual salary.

Overall Remuneration

Subject to an overall limit of 5% of the net profit individually and 10% of the net profit collectively payable to the Managing Director and Whole-time Director of the Company, as calculated in accordance with Section 197 and other applicable provisions read with Schedule V to the said Act, as may be for the time being in force.

Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of office of the appointees, the Company may pay them remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Section II of Part II of Schedule V to the said Act, as may be applicable at the relevant time, subject to necessary approval(s) as may be required.

The perquisites specified in Section II of Part II of Schedule V to the Act, however shall not be included in the computation of the ceiling on remuneration specified under Section II of Part II of Schedule V to the Act. The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable otherwise at actuals.

Sitting Fee

The appointees shall not so long as they act as Managing Director of the Company, be paid any sitting fees for attending any meeting of the Board or Committee thereof.

Termination

Notwithstanding anything contained in this Agreement, either party shall be entitled to determine this Agreement by giving the notice in writing in that behalf to the other party and on the expiry of the period of such notice, this Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to the appointees notice in writing.

Service of Notice

Any notice to be given hereunder shall be sufficiently given or served in case of the appointees by being delivered either personally to them or left for them at their addresses last known to the Company or sent by registered post addressed to them at such address and in the case of the Company by being delivered at or sent by registered post addressed to its Registered Office; any such notice if so posted shall be deemed served on the day following that on which it was posted. In terms of requirements under Schedule V to the Companies Act 2013, the Company requires to seek members' approval by a special resolution for minimum remuneration payable to the respective appointees in the scale laid down in Section II of Part II of Schedule V to the Act. In the event of loss or inadequate profits, the Company will obtain approval of Central Government for continuing the payment of Remuneration to the aforesaid appointees.

Memorandum of Interest

None of the Directors, Key managerial personnel and relatives of such persons except **Mr. Manish Badola** is, in any way, concerned or interested, financial or otherwise, in the aforesaid Resolution. The Board accordingly recommends the Resolutions set out in item No. 9 of the accompanying Notice for members' approval by way of Ordinary Resolution.

**By Order of the Board of Directors
For Indian Infotech and Software Limited**



Manish Badola
Director
DIN: 05016172

Date: 17/06/2022
Place: Mumbai