

ADDENDUM TO THE NOTICE OF 42ND ANNUAL GENERAL MEETING

Infotech and Software Limited had issued a Notice (Original Notice), dated 04TH September , 2024 of the 42nd Annual General Meeting (AGM) to be held on Monday, 30th September, 2024 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact Nine business items (1 Ordinary Business) and (8 Special Business) as specified in the said notice.

Further this Addendum to the said Notice is hereby given for amendment in ITEM NO. 5 of special business for **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

ITEM NO. 5

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF 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, in supersession of all previous resolutions passed by the Company and pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the rules framed thereunder, and considering the earlier approval by the Members of the Company for increase in authorised capital of company, the consent of the Members be and is hereby accorded for the increase in the Authorised Share Capital of the Company from the existing Rs. 1,27,00,00,000/- (Rupees One Hundred Twenty-Seven Crores only), divided into 1,27,00,00,000 (One Hundred Twenty-Seven Crore) Equity Shares of Re. 1/- (Rupee One only) each, to Rs. 2,07,00,00,000/- (Rupees Two Hundred and Seven Crores only), divided into 2,07,00,00,000 (Two Hundred and Seven Crores) Equity Shares of Re. 1/- (Rupee One only) each, ranking pari passu in all respects with the existing Equity Shares of the Company as per the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

V. "The Authorized Share Capital of the Company is Rs. 2,07,00,00,000/- (Rupees Two Hundred and Seven Crores only) divided into 2,07,00,00,000 (Two Hundred and Seven Crores) equity shares of Re. 1/- (One only)."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard"

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

ITEM No. 5

The present Authorised Share Capital of the Company is Rs. 1,27,00,00,000 (Rupees One Hundred Twenty Seven Crore) divided into 1,27,00,00,000 (One Hundred Twenty Seven Crore) Equity Shares of Re.1/- each and Paid up Share Capital of the Company is Rs. 1,26,70,42,770/- (Rupees One Twenty Six Crores Seventy Lakhs Forty Two Thousand Seven Hundred and Seventy only) comprising of 1,26,70,42,770 (One Twenty Six Crores Seventy Lakhs Forty Two Thousand Seven Hundred and Seventy) Equity Shares of Re. 1/- each.

Further Board of Directors accorded its approval at its meeting held on 04th September, 2024 that the previous resolution passed by the shareholders for increase in Authorised Capital by Rs. 100 crores from Rs. 1,27,00,00,000 (Rupees One Hundred Twenty Seven Crore) divided into 1,27,00,00,000 (One Hundred Twenty Seven Crore) Equity Shares of Re.1/- each to Rs. 2,27,00,00,000 (Rupees Two Hundred Twenty-Seven Crore) divided into 2,27,00,00,000 (Two Hundred Seventy-Seven Crore) Equity Shares of Re.1/-, could not be effected as the necessary formalities and payment of stamp duty and roc fees was not paid, therefore this resolution has been invoked/canceled and in supersession of all previous resolution this resolution no. 5 of this notice to be passed by members for increase in Authorised Capital by addition of Rs. 50/- (Fifty Crore only) crore, the authorised share capital structure will be as follows:

Further Board of Directors accorded its approval at its meeting held on 04th September, 2024 for increase in Authorised Share Capital of the Company from Rs. 1,27,00,00,000 (Rupees One Hundred Twenty Seven Crore) divided into 1,27,00,00,000 (One Hundred Twenty Seven Crore) Equity Shares of Re.1/- each to Rs. 1,77,00,00,000 (Rupees One Hundred Seventy Seven Crore) divided into 1,77,00,00,000 (One Hundred Seventy Seven Crore) Equity Shares of Re.1/-

Further Board of Directors accorded its approval at its meeting held on 14th September, 2024 to further increase the Authorised Share Capital of the Company from Rs. 1,27,00,00,000 (Rupees One Hundred Twenty Seven Crore) divided into 1,27,00,00,000 (One Hundred Twenty Seven Crore) Equity Shares of Re.1/- each to 2,07,00,00,000/- (Rupees Two Hundred and Seven Crores only) divided into 2,07,00,00,000/- (Two Hundred and Seven Crores only)Equity Shares of Re.1/-

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association and Articles of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No.5 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company.

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 resolutions.

Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 42nd AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company at www.indianinfotechandsoftwareltd.in and website of NSDL at www.evoting.nsdl.com.
4. All the processes, notes and instructions relating to attending AGM through VC / OAVM and evoting set out for and applicable for the ensuing 42nd AGM shall mutatis-mutandis apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 42nd AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 42nd AGM M.

For Indian Infotech and Software Limited

Sd/-

Anant Chourasia

Managing Director