



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF INDIAN INFOTECH & SOFTWARE LIMITED WILL BE HELD ON MONDAY, THE 24TH DAY OF FEBRUARY, 2025, AT 12:30 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIOVISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.:1

ISSUE OF UPTO 40,10,00,000 (FORTY CRORE TEN LAKH) WARRANTS EACH CONVERTIBLE INTO ONE EQUITY SHARE OF THE COMPANY, TO SPECIFIED PERSON(S) UNDER PROMOTER / PROMOTER GROUP OF THE COMPANY AND CERTAIN IDENTIFIED NON-PROMOTER PERSONS/ENTITIES.

“To consider and, if thought fit, to pass the following Resolution with or without modifications, if any as a SPECIAL RESOLUTION”:

“RESOLVED THAT pursuant to the provisions of Section 23, 42, Section 62(1)(c) of the Companies Act, 2013 as amended (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable provisions, if any of the Act and rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and pursuant to Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), and applicable and enabling provisions of the Memorandum and Articles of Association of the Company, the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), the Government of India (“GOI”) and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as maybe applicable or necessary including the Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and/or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be agreed and decided by the Board of Directors/ Committee of Board of the Company which terms shall be deemed to include any committee duly constituted by the “Board of Directors” in future in this regards, to exercise one or more of its powers (including the powers conferred hereunder) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the “Board”/“Committee” in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board/Committee of Board to create, offer, issue and allot, from time to time in one or more tranches, upto 40,10,00,000 (Forty Crore Ten Lakh) “WARRANTS”, of face value Re. 1/- each, on Preferential allotment basis, to Promoter, Promoter Group and Non-Promoters entities, at an issue price of Re. 1.40/- (including premium of Re. 0.40/- Paisa) per warrant, as determined in accordance with the pricing guidelines prescribed under Regulation 164 and 166A of the Chapter V of SEBI ICDR Regulations 2018, valuation report issued in this respect issued by Bhavesh M Rathod, Chartered Accountant, Registered Valuer - Securities or Financial Assets, (Reg. No: IBBI/RV/06/2019/10708) duly approved and took on records by the “Board of Directors” in its meeting, the said warrants convertible within a period of 18 (Eighteen) months from the date of allotment into, 1 (one) fully paid-up equity share of the Company having face value of Re. 1/- each against 1 warrants, from time to time in one or more tranches, aggregating upto Rs. 56,14,00,000/- (Rupees Fifty-Six Crore Fourteen Lakh Only), for cash consideration on a preferential basis



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(“Preferential Issue”), and on such terms and conditions, as are stipulated in the explanatory statement attached and as may be determined by the “Board”/ “Committee” in accordance with the SEBI ICDR Regulations and other applicable laws, provided however, that the price arrived as stated above is not less than the price arrived as per the provisions of Chapter V of SEBI ICDR Regulations to the following specified Promoter(s) / Promoter Group and Non-Promoter Persons / Entities (Public), in such manner and on such terms and conditions as the Board may deem fit:

Sr. No	Name of the proposed Allottee	Status of Allottee Individual/ Body Corporate/ Trust /HUF	Nature of persons who are the ultimate beneficial Owner	No. of Warrants proposed to be allotted	Category Promoter / Non-Promoter	Allottee is QIB/ MF/ FI/ Trust/ Banks
1	Wessel Consultancy Pvt Ltd	Body Corporate	1.Gaurav Tomar 2.Nitin Batri	2,98,00,000	Non-Promoter	NA
2	Mala	Individual	Individual	2,98,00,000	Non-Promoter	NA
3	Prafful Agarwal	Individual	Individual	2,68,00,000	Non-Promoter	NA
4	Ashok Kumar Agarwal	Individual	Individual	1,38,00,000	Non-Promoter	NA
5	Mahir Sarju Desai	Individual	Individual	1,30,00,000	Non-Promoter	NA
6	Archana Agarwal	Individual	Individual	98,00,000	Non-Promoter	NA
7	Aakash Kapil	Individual	Individual	98,00,000	Non-Promoter	NA
8	Amit Verma	Individual	Individual	98,00,000	Non-Promoter	NA
9	Garima Verma	Individual	Individual	98,00,000	Non-Promoter	NA
10	Sandeep Kumar Jain	Individual	Individual	60,00,000	Non-Promoter	NA
11	Gracy Negi	Individual	Individual	48,00,000	Non-Promoter	NA
12	Reeta Datta	Individual	Individual	48,00,000	Non-Promoter	NA
13	Rahul Kumar Kacchal Huf	HUF	Rahul Kumar Kacchal (Karta)	40,00,000	Non-Promoter	NA
14	Divya Kacchal	Individual	Individual	40,00,000	Non-Promoter	NA
15	Tasavar	Individual	Individual	35,00,000	Non-Promoter	NA
16	Aabad	Individual	Individual	35,00,000	Non-Promoter	NA
17	Sonali Agarwal	Individual	Individual	30,00,000	Non-Promoter	NA
18	Kavita Monga	Individual	Individual	30,00,000	Non-Promoter	NA
19	Amisha Amit Doshi	Individual	Individual	30,00,000	Non-Promoter	NA
20	Rohini Agarwal	Individual	Individual	20,00,000	Non-Promoter	NA
21	Muskan Aggarwal	Individual	Individual	15,00,000	Non-Promoter	NA
22	Ritik Aggarwal	Individual	Individual	15,00,000	Non-Promoter	NA
23	Girish Kumar Aggarwal	Individual	Individual	10,00,000	Non-Promoter	NA
24	Suruchi	Individual	Individual	10,00,000	Non-Promoter	NA
25	Parul Jain	Individual	Individual	10,00,000	Non-Promoter	NA
26	Suman Gholap	Individual	Individual	5,00,000	Non-Promoter	NA
27	Abhilasha Chaudhary	Individual	Individual	5,00,000	Non-Promoter	NA
28	Sappers Infra Realtors Pvt. Ltd.	Body Corporate	Pranish Kumar Keshari	2,00,00,000	Non-Promoter	NA
29	Comely Electrical Pvt. Ltd.	Body Corporate	Sandeep Pandey	2,00,00,000	Non-Promoter	NA
30	Balaji Forex India Pvt. Ltd.	Body Corporate	Amar Singh	2,00,00,000	Non-Promoter	NA
31	Widespread Media Pvt. Ltd.	Body Corporate	Sunny Shaw	2,00,00,000	Non-Promoter	NA
32	Disseminate Multimedia Pvt. Ltd.	Body Corporate	Ashis Das	2,00,00,000	Non-Promoter	NA
33	Generosity Share Trading Private Limited	Body Corporate	Sagar Shee	10,00,00,000	Promoter	NA
	TOTAL			40,10,00,000		

(hereinafter individually or collectively referred to as “Investors” or “Identified Persons”).

RESOLVED FURTHER THAT the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of Chapter V of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the Issue Price of the Warrants be and is hereby fixed as 24th day of January, 2025, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra-Ordinary General Meeting on which this special resolution shall deemed passed, i.e. 24th February, 2025.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

- a) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) i.e. Re. 0.35/- (Thirty-Five Paise Only) of the Issue Price i.e. R. 1.40/- per warrant, shall be paid by the Investors to the Company on or before allotment of the Warrants (“Warrants Subscription Price”) and the balance consideration i.e. 75% (Seventy-Five Per Cent) i.e. Rs. 1.05/- (Rupee One and Five Paise Only) of the Issue Price shall be paid at the time of exercise of option to apply for fully paid –up Equity shares of Re. 1/- each of the Company (“Warrants Exercise Price”), against each such Warrants held by the Investor.
- b) The Investors shall be entitled to exercise his/her/their option to convert any or all of the Warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Issue Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion and the Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Investors.
- c) The respective Investor shall make payment of Issue Price from their own bank account into the designated bank account of the Company.
- d) In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Investor.
- e) Upon exercise of the option by Investor(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Investor.
- f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Investors within the aforesaid period of 18 (eighteen) months from the date of allotment, the entitlement of the conversion with Investors to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Investors on such Warrants shall stand forfeited.
- g) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
- h) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Investors thereof any rights with respect to that of an Equity shareholder of the Company.
- i) The pre-preferential Equity shareholding of the Proposed Warrant Allottee along with Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.



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- j) Warrants (Equity Convertible Warrants) so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- k) The Warrants (Equity Convertible Warrants) shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government.
- l) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- m) The Warrants by themselves until converted into Equity Shares, do not give to the Proposed Warrant Allottee any voting rights in the Company in respect of such Warrants.
- n) No partly paid-up Warrants (Equity Convertible Warrants) or Equity Shares upon conversion of Equity Warrants shall be issued and allotted; and

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Investors, if any, in the Company shall also be subject to lock-in as per the provisions Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the Investors through Private Placement Offer cum Application letter in Form No. PAS-4 or any other form/ document etc. as prescribed under the Act.

RESOLVED FURTHER THAT the members hereby takes note of the certificate received from M/s. Brajesh Gupta & Co. (Practicing Company Secretary, holding Associate Membership No. 33070 and Certificate of Practice No. 21306 of ICSI) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations, Further the members hereby takes note of the Valuation Report of Equity Share of the Company, issued by M/s Bhavesh M Rathod, Chartered Accountants, Registered Valuer – SFA Registered Valuer - Securities or Financial Assets (Reg. No: IBBI/RV/06/2019/10708) in which issue price has been determined in accordance with applicable Regulations of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of warrants, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of warrants and allotment of equity shares upon conversion of warrants in to equity shares by warrant holders and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the conversion option in the Warrants held by the Warrant Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Warrants and upon exercise of warrant conversion equity shares of the Company, Managing Director and/or any other Director, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the warrants/Equity Shares, as may be required, issuing clarifications on the issue and allotment of the warrants/Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the warrants/Equity Shares and as the Board/Committee may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”



RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications BSE Limited for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Mumbai ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Investors, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board/Committee, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ON BEHALF OF THE BOARD OF DIRECTORS
Indian Infotech and Software Limited
Sd/-

Anant Chourasia
Managing Director
(DIN- 09305661)

Date: 30/01/2025
Place: Mumbai
Registered Office:
Office No. 110, 1st Floor, Golden Chamber
Pre Co-Op. Soc. Ltd, New Link Road,
Andheri West, Mumbai-400053
E-mail Id: -indianinfotechsoftware@yahoo.com
Website:- www.Indianinfotechandsoftwareltd.in

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EOGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM/AGM through VC/OAVM.



2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EOGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.Indianinfotechandsoftwareltd.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 1 of this notice of EOGM.
 1. The deemed venue for 1st EOGM of F.Y. 2024-25 scheduled to be held on 24th February, 2025 shall be the Registered Office of the Company at Office No.110, 1st Floor, Golden Chamber Pre Co-Op Soc. Ltd, New Link Road Andheri West Mumbai 400053.
 2. A Proxy is allowed to be appointed under section 105 of the Companies Act, 2013 to attend and vote at the general Meeting on the behalf of the Members who is not able to attend personally. Since Extra-Ordinary General Meeting under this framework will be held through VC or OAVM, where physical attendance of the Members in any case is dispensed with, there is no requirements of appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for such meeting. However, in pursuance of section 112 and section 113 of the Act, representative of the members or for participation and voting in the meeting held through VC or OAVM. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to brajesh.cs19@gmail.com with a copy marked to evoting@nsdl.co.in.



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3. 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.
4. 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.
5. Pursuant to the provisions of Sections 101 and 136 of the Act read with ‘The Companies (Accounts) Rules, 2014 electronic copy of the Notice of Extra-Ordinary General Meeting of the company is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s). Members may note that the Notice of EOGM along with other related documents, certificates, reports with respect to the Preferential issue will also be available on the Company’s website at www.Indianinfotechandsoftwareltd.in, website of the stock exchanges i.e., BSE Limited at www.bseindia.com , Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com .
6. To receive communications through electronic means, including Notice of EOGM along with other related documents, certificates, reports, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA. Members may also note that the Notice of EOGM along with other related documents, certificates, reports with respect to the Preferential issue, will also be available on the Company’s website www.indianinfotechandsoftwareltd.in , website of the stock exchanges i.e., BSE Limited at www.bseindia.com .It is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com which can be downloaded from the site.
7. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form, Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
8. 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.
9. 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 Notice of Extra Ordinary General Meeting 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.
10. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
11. In case a person becomes a member of the Company after dispatch of Extra-Ordinary General Meeting Notice, and is a member as on the cut-off date for e-voting, i.e., Monday, **17th February, 2025**, such person may obtain the user id and password from RTA by email request on mumbai@linkintime.co.in.
12. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.



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13. Members are requested to send all communications relating to change of address etc. to the 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. if the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants.
14. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so. In the context of General Meeting through VC/OAVM, availability of email id of shareholders will play key role for sending notice or other important communication to shareholders. Hence, .is offering the facility for all shareholders (physical as well as demat) to update their email id with it for sending the notice of AGM and annual report. The facility for updating of e-mail id of the shareholders shall be available on their website www.linkintime.com and the same can be updated by shareholders any time during the year.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period **begins on Friday February 21, 2025 at 09:00 A.M. and ends on Sunday February 23, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 17th February, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 17th February, 2025.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode


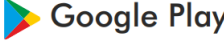


In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 .

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	<p>Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. 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. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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.



Individual Shareholders (holding securities in demat mode) login through their depository participants	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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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 abovementioned 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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.
4. 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 101456 then user ID is 101456001***
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5. 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.**

6. 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.

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

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

9. 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 and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN"- 132872 of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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 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 brajesh.cs19@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 022 - 4886 7000 or send a request 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER: -



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1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM/AGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (indianinfotechsoftware@yahoo.com). The same will be replied by the company suitably.
6. Speaker shall registered name by 21st February, 2025 by sending their request on the company email id: (indianinfotechsoftware@yahoo.com)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 the accompanying Notice dated January 30, 2025:

ITEM No. 1

The Board of Directors of the Company (“Board”) at their meeting held on January 30, 2025, approved a proposal to raise funds aggregating up to Rs. 56,14,00,000/- (Rupees Fifty-Six Crores Fourteen lakhs only) through the allotment of 40,10,00,000 (Forty Crore Ten Lakhs) “WARRANTS” on a preferential basis.

The above stated securities will be issued and allot to the proposed allottees, by way of a preferential issue through private placement offer (the “Preferential Issue”). In this regard, the Board, has noted and accepted to issue and allot above stated Eq. Shares and Warrants to the Proposed Allottees, subject to customary closing conditions.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Eq. Shares & Warrants to be issued pursuant to the Preferential Issue.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued;

The Board of Directors at its meeting held on 29th January 2025 and subsequent meeting held on January 30, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of:

- Issuance and allotment of 40,10,00,000 (Forty Crore Ten Lakh) Warrants (equity convertible warrants) on preferential basis to entities belonging to the Promoter and Non-promoter category an issue price of Re. 1.40/- each including a premium of Re. 0.40/- each.

The Special Resolutions contained in Item No. 1 of the Notice, have been proposed pursuant to the provisions of Sections 23, 42 and 6(1)(c) of the Companies Act, 2013, for preferential issue of upto **40,10,00,000 (Forty Crore Ten Lakh) “WARRANTS”, of face value Re. 1/- each, on Preferential allotment basis, to Promoter, Promoter Group and Non-Promoters, at an issue price of Re. 1.40/- (including premium of Re. 0.40/- Paise) per warrant**, convertible into one Equity Share of face value of Re. 1/- each per warrant, convertible within a period of 18 (Eighteen) months from the date of allotment of Warrants, from time to time in one or more tranches, aggregating to Rs. 56,14,00,000/- (Rupees Fifty-Six Crore Fourteen Lakh only/-).

The Preferential Issue is proposed to be issued to the Promoter(s) / Promoter Group and Non Promoter Persons / Public, as specified in the resolutions above, in terms of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and given final approved by the Board in their meeting held on 30.01.2025.

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The approval of the members is accordingly being sought by way of a 'Special Resolution' under Sections 23, 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made there under, and Regulation 160 of the SEBI (ICDR) Regulations, 2018.

The Valuation report as required under Reg. 166A of SEBI ICDR Regulations 2018 has been issued by Bhavesh M Rathod Chartered Accountants, M. No: 119158, Registered Valuer - Securities or Financial Assets (Reg. No: IBBI/RV/06/2019/10708) dated 29.01.2025 and Pricing Certificate also obtained from Practicing Chartered Accountant in this regards dated 29.01.2025 has been placed on the website of the Company at www.Indianinfotechandsoftwareltd.in. This report is considered for determining the Issue price for the proposed Preferential Issue.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and applicable Regulation for pricing guidelines under Chapter V of the SEBI (ICDR) Regulations, 2018, are set forth below:

1. Objects of the Preferential Issue:

The proceeds of the preferential issue shall be utilized to meet the working Capital requirements of the Company.

The detailed Description of objects is as follows:

Sr. No	Object of the Issue	Description of object of issue
1.	<p>The purpose for which fund is proposed to be raised is as follows:</p> <p>The Company, being a Listed Non-Banking Financial Company (NBFC), primarily engages in the business of financing and investments in securities. As part of its strategic business expansion, the Company seeks to raise funds through the Preferential Issue to meet its working capital requirements, which are essential for scaling its business activities in alignment with its core business operations in compliance with the regulatory guidelines.</p>	<p>The funds raised from the Preferential Issue shall be utilized for the following objectives:</p> <p>1. Enhancing Working Capital for Financing and Investment Activities:s</p> <p>The Company intends to utilize the significant portion of the issue proceed i.e. up to Rs. 55,00,00,000/- (Rupees Fifty-Five Crores Only) for meeting its working capital needs will be allocated to expanding the Company's investment portfolio in securities, including but not limited to equities, through primary & secondary market, quoted and un-quoted securities, fixed income instruments, and other financial securities. This is in line with the Company's core activity of investing in securities as part of its business model, thereby enhancing the asset base and income generation potential of the Company.</p> <p>Further the company will utilize the funds to provide financing to a broader customer base, thereby increasing its lending portfolio. This will help the Company capitalize on emerging growth opportunities within the finance sector, as well as expanding its offerings in line with market and customer demand.</p> <p>Strengthening Capital Adequacy and Regulatory Compliance:</p> <p>As per the regulatory guidelines under the Reserve Bank of India (RBI) and other applicable laws governing NBFCs, the Company is committed to maintaining robust capital adequacy ratios. The funds raised will help strengthen the Company's capital structure, thereby ensuring compliance</p>



		<p>with the required financial thresholds and promoting business sustainability.</p> <p>2. General Corporate Purposes:</p> <p>The remaining portion of Rs. 1,14,00,000/- (Rupees One Crore Fourteen Lakh Only) out of issue proceeds will be used for other corporate purposes, including business provisions, working capital adjustments, sundry creditors, general expenses or any other business-related needs that align with the Company's objectives, which also includes, expenses related to expanding the Company's operations in new geographies and market segments. This includes investment in marketing, branch infrastructure, and technology upgrades to streamline operations and improve customer engagement. This strategic expansion is expected to enhance the Company's market presence and drive long-term growth in its finance and investment business.</p>
2.	Each object of the issue, for which funds are proposed to be raised shall be stated clearly and same shall not be open ended/ vague.	<p>The amount proposed to be raised by this Preferential issue is to meet the Working Capital requirements of the Company.</p> <p>The Objects of the issue is clearly mentioned with specific amount of utilization which includes 1). Up to Rs. 55,00,00,000/- to meet the working capital requirements of the Company and 2). Up to Rs. 1,14,00,000/- General Corporate Purposes as detailed description given in above point no. 1.</p>
3.	The amount of funds proposed to be utilised against each of the object shall be stated clearly.	<p>The amount of funds to be raised from the Issue is proposed to be utilised 1). Up to Rs. 55,00,00,000/- to meet the working capital requirements of the Company and 2). Up to Rs. 1,14,00,000/- General Corporate Purposes as detailed description given in above point no. 1.</p>
4.	Total amount of issue size allocated for different objects of the issue shall together be used only for the object of the issue as specified in the placement document/ notice to shareholders	<p>The total amount of the Issue will only be used for objects of the Issue i.e, to meeting the Up to Rs. 55,00,00,000/- working capital requirements of the Company and remaining issue proceeds of Rs. 1,14,00,000/- will be used to GCP (General Corporate Purpose).</p>
5.	The tentative timeline for utilisation of issue proceeds for each of the object shall be clearly stated. Till such time the issue proceeds are fully utilised, the issuer shall also disclose the mode in which such funds will be kept.	<p>The total amount is to be utilized for meeting working capital requirements of the Company.</p> <p>Total issue Size is Rs. 56,14,00,000/- (Rupees Fifty-Six Crore Fourteen Lakh Only) the breakup of utilization of issue proceed is as follows with estimated timeline:</p> <p>1). Up to Rs. 55,00,00,000/- to meet the working capital requirements of the Company and 2). Up to Rs. 1,14,00,000/- General Corporate Purpose, this issue proceeds will be utilized by company before 12 months from the date of allotment of warrants and subsequent conversion of warrants in to Equity Shares (the issue proceeds will be used in the said object within 12 months from the issue and allotment of respective securities i.e. Warrants and equity shares upon exercise of conversion of warrants by warrant holders).</p>



6.	The fund to be used for General Corporate Purposes (GCP), if any, shall not exceed 25% of the funds to be raised through the preferential issue.	The company is under compliance of guidelines of 25% of issue size for General Corporate Purpose, as the funds proposed to be used in General Corporate Purpose is estimated up to Rs. 1,14,00,000/- out of total funds of Rs. 56,14,00,000/- , therefore the fund will be utilized for General Corporate Purpose is below 25% of total Issue Proceeds through this preferential issue.
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Utilization of Issue Proceeds:

This preferential issue is for “WARRANTS” (Convertible Warrants). The issue proceeds for warrants shall be received by the Company in 18 months’ period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulation and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company’s business requirements and availability of issue proceeds as follows:

Sr. N.	Particulars	Total estimated amount to be utilized for each of the Objects* (Rs. In Crores)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	The Company, being a Listed Non-Banking Financial Company (NBFC), primarily engages in the business of financing and investments in securities . As part of its strategic business expansion, the Company seeks to raise funds through the Preferential Issue to meet its working capital requirements , which are essential for scaling its business activities in alignment with its core business operations in compliance with the regulatory guidelines.	55	* Within 12 months from receipt of funds for the Warrants (as set out herein) and subsequent allotment of Equity Shares pursuant to the conversion of Warrants in to Eq. Shares
2.	General Corporate Purpose	1.14	
Total		56.14	

*considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for 40,10,00,000 convertible Warrants @ Rs. 1.40/- each including Re. 0.40/- premium, the Issue Proceeds (warrant subscription money and exercise money on conversion of warrants in to Equity Shares) on 40,10,00,000 warrants shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company’s business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Equity Shares and Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is



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dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

2. Monitoring of utilisation of funds:

Given that the issue size is not exceeding Rs. 100 Crore (Indian Rupees One Hundred Crore), and therefore the compliance in terms of Regulation 162A of the SEBI ICDR Regulations, for appointment of monitoring agency is not applicable for this issue.

3. Maximum number of specified securities to be issued:

Upto 40,10,00,000 (Forty Crore Ten Lakh) “WARRANTS”, of face value Re. 1/- each, on Preferential allotment basis, to Promoter, Promoter Group and Non-Promoters, at an issue price of Re. 1.40/- (including premium of Re. 0.40/- Paisa) per warrant, convertible in to Equity shares of the company within a period of 18 (Eighteen) months from the date of allotment of Warrants, from time to time in one or more tranches, at a price (including the “WARRANT” SUBSCRIPTION PRICE i.e. Re. 0.35/- and the “WARRANT” EXERCISE PRICE of Re. 1.05/-) aggregating to Rs. 56,14,00,000/- (Rupees Fifty-Six Crore Fourteen Lakhs Only).

4. Amount which the company intends to raise by way of such securities:

Aggregating up to Rs. 56,14,00,000/- (Rupees Fifty-Six Crore Fourteen Lakhs Only).

5. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are Promoter and Non-promoter.

6. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

The Company has not made any allotment during the financial year 2024-25 on preferential basis to any person/entity.

7. The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Category	*Pre-preferential equity holding before issue		#Post preferential equity holding after issue	
	No. of Shares	%	No. of Shares	%



Promoters and Promoter Group (A)	4,05,25,257	3.20	14,05,25,257	8.42
Public (B)	1,22,65,17,513	96.80	1,52,75,17,513	91.58
Total (A) + (B)	1,26,70,42,770	100.00	1,66,80,42,770	100
Custodian (C)	-	-	-	-
Grand Total (A) + (B) + (C)	1,26,70,42,770	100.00	1,66,80,42,770	100

Notes:

* The Pre-Issue Shareholding pattern & % of Holding is determined as on the basis of shareholding pattern of the company as on 31st December 2024.

The Post-Issue Shareholding pattern & % of shareholding is determined after considering full conversion of 40,10,00,000 Warrants to be issued in this Resolution no. 1 of this notice, hence the post preferential issue, paid-up no of equity shares will be 1,34,20,319.

8. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of:

- (i) date of the approval of this Special Resolution; or
- (ii) Receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

9. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

Warrants Allottees on preferential issue basis under Resolution no. 1 are as follows:

Sr. No.	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	Category (Promoter /Non-Promoter)	* Pre-Issue holding & % of Holding of Proposed Allottees		Number of Eq. Shares proposed to be allotted	# Post-Issue holding & % of Holding of Proposed Allottees	
				No. of Eq. Shares	Percentage holding (%)		No. of Eq. Shares	Percentage holding (%)
1	Wessel Consultancy Pvt Ltd	1.Gaurav Tomar 2.Nitin Batri	Non-Promoter	-	-	2,98,00,000	2,98,00,000	1.79
2	Mala	Individual	Non-Promoter	-	-	2,98,00,000	2,98,00,000	1.79
3	Prafful Agarwal	Individual	Non-Promoter	-	-	2,68,00,000	2,68,00,000	1.61
4	Ashok Kumar Agarwal	Individual	Non-Promoter	-	-	1,38,00,000	1,38,00,000	0.83
5	Mahir Sarju Desai	Individual	Non-Promoter	-	-	1,30,00,000	1,30,00,000	0.78
6	Archana Agarwal	Individual	Non-Promoter	-	-	98,00,000	98,00,000	0.59
7	Aakash Kapil	Individual	Non-Promoter	-	-	98,00,000	98,00,000	0.59
8	Amit Verma	Individual	Non-Promoter	-	-	98,00,000	98,00,000	0.59
9	Garima Verma	Individual	Non-Promoter	-	-	98,00,000	98,00,000	0.59
10	Sandeep Kumar Jain	Individual	Non-Promoter	-	-	60,00,000	60,00,000	0.36



11	Gracy Negi	Individual	Non-Promoter	-	-	48,00,000	48,00,000	0.29
12	Reeta Datta	Individual	Non-Promoter	-	-	48,00,000	48,00,000	0.29
13	Rahul Kumar Kacchal HUF	Rahul Kumar Kacchal	Non-Promoter	-	-	40,00,000	40,00,000	0.24
14	Divya Kacchal	Individual	Non-Promoter	-	-	40,00,000	40,00,000	0.24
15	Tasavar	Individual	Non-Promoter	-	-	35,00,000	35,00,000	0.21
16	Aabad	Individual	Non-Promoter	-	-	35,00,000	35,00,000	0.21
17	Sonali Agarwal	Individual	Non-Promoter	-	-	30,00,000	30,00,000	0.18
18	Kavita Monga	Individual	Non-Promoter	-	-	30,00,000	30,00,000	0.18
19	Amisha Amit Doshi	Individual	Non-Promoter	-	-	30,00,000	30,00,000	0.18
20	Rohini Agarwal	Individual	Non-Promoter	-	-	20,00,000	20,00,000	0.12
21	Muskan Aggarwal	Individual	Non-Promoter	-	-	15,00,000	15,00,000	0.09
22	Ritik Aggarwal	Individual	Non-Promoter	-	-	15,00,000	15,00,000	0.09
23	Girish Kumar Aggarwal	Individual	Non-Promoter	-	-	10,00,000	10,00,000	0.06
24	Suruchi	Individual	Non-Promoter	-	-	10,00,000	10,00,000	0.06
25	Parul Jain	Individual	Non-Promoter	-	-	10,00,000	10,00,000	0.06
26	Suman Gholap	Individual	Non-Promoter	-	-	5,00,000	5,00,000	0.03
27	Abhilasha Chaudhary	Individual	Non-Promoter	20,000	0.00	5,00,000	5,20,000	0.03
28	SAPPERS INFRA REATORS PVT LTD	Pranish Kumar Keshari	Non-Promoter	0	-	2,00,00,000	2,00,00,000	1.20
29	COMELY ELECTRICAL PVT LTD	Sandeep Pandey	Non-Promoter	0	-	2,00,00,000	2,00,00,000	1.20
30	BALAJI FOREX INDIA PVT LTD	Amar Singh	Non-Promoter	0	-	2,00,00,000	2,00,00,000	1.20
31	WIDESPREAD MEDIA PVT LTD	Sunny Shaw	Non-Promoter	0	-	2,00,00,000	2,00,00,000	1.20
32	DISSEMINATE MULTIMEDIA PVT LTD	Ashis Ddas	Non-Promoter	0	-	2,00,00,000	2,00,00,000	1.20
33	GENEROSITY SHARE TRADING PRIVATE LIMITED	SAGAR SHEE	Promoter	1,49,07,037	1.18	10,00,00,000	11,49,07,037	6.89
Total						40,10,00,000		

10. Relevant Date and Issue Price:

In accordance with the provisions of Regulation 161 of Chapter V of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the Issue Price of the Warrants be and is hereby fixed as 24th day of January, 2025, which is the working day immediate preceding 30 days prior to the date on which this special resolution shall deemed passed, i.e. Monday, 24th day of February, 2025. The minimum issue price or Floor Price for issue of Warrants and Equity Shares as determined in accordance with applicable Regulations and pricing guidelines of Chapter V of the ICDR Regulations is ₹1.40/- (Rupee One and Forty Paise only). In

terms of applicable Regulations of SEBI (ICDR) Regulations, 2018 the relevant date for the purpose of Issue of Warrants Convertible into Equity Shares shall be as defined in Regulation 161(a) of SEBI (ICDR) Regulation, 2018.

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11. Basis on which the floor price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed BSE limited and are frequently traded and hence the floor price has been considered in accordance with the SEBI ICDR Regulations which are as follows:

Higher of the following two prices in compliance with pricing guidelines of Regulation 164(l) of SEBI (ICDR) Regulations:

- a. Volume weighted average price of 90 trading days preceding the relevant date
- b. Volume weighted average prices of 10 trading days preceding the relevant date

The pricing of the Warrant (convertible in to Equity Shares) to be allotted on preferential basis has been decided as Rs. 1.40/- per warrant, which is not lower than the floor price i.e. Rs. 1.36/- per share determined in accordance with the applicable provisions of SEBI ICDR Regulations.

Further The Valuation report as required under Regulation 164 & 166A of SEBI ICDR Regulations, 2018 has been Issued by Bhavesh M Rathod Chartered Accountants, M. No: 119158, Registered Valuer - Securities or Financial Assets (Reg. No: IBBI/RV/06/2019/10708) dated 29.01.2025 and company also have obtained the pricing certificate from Practicing Chartered Accountant dated 29.01.2025, This report is considered for determining the Issue price for the proposed Preferential Issue.

12. The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

a) Tenure: The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

b) Conversion and other related matters:

i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 1 (Indian Rupee One only) each, in one or more tranches, by delivering a notice of conversion (“Conversion Notice”) to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice (“Conversion Date”).

ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

iv) The Company shall file the certificate with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder’s demat account.

vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended whereas applicable, in relation to the Preferential Issue and conversion of the Warrants.

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vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B (i) above.

c) **Rights:** The Warrants shall not carry any voting rights until they are converted into equity shares.

13. Undertaking as to re-computation of price and lock-in of specified securities:

Since the Company's Equity shares are frequently traded and have been listed on a recognized Stock Exchanges for more than 90 Trading Days as on the Relevant Date, there is no need for the Company to re-compute the price of the Warrants to be allotted pursuant to the entitlement attached to Warrants in compliance to applicable Regulations of Chapter V of SEBI ICDR Regulations. Therefore, the Company is not required to submit the undertakings specified under the Regulations 163(1)(g) & 163(1)(h) of the ICDR Regulations for the purpose of re-computation of price and the amount payable on re-computation of price.

14. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:

Generosity Share Trading Private Limited belongs to promoter group and intend to participate/subscribe to the Preferential issue of Warrants convertible into Equity Shares as proposed in the above resolutions.

15. Change in control if any, in the company would occur consequent to the preferential issue:

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares upon conversion of Warrants on preferential allotment basis, the existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, hence guidance on control premium is not considered under Regulation 166A of SEBI (ICDR) Regulations.

16. Status of Allottee (promoter/Non-promoter):

The proposed preferential issue allottees, current status is non-promoters (public shareholders) except and promoter allottee i.e. **Generosity Share Trading Private Limited which is already promoter and promoter group of the company.** There will be no change in the promoter status of the company as a result of this preferential issue, the present promoter and promoter group of the company will continue as promoter of the company post preferential issue.

Status of the preferential allottees pre & post preferential issue are classified as follows:

Sr. No.	Name of the proposed Allottee	The natural persons who are ultimate beneficial owner	Status of proposed allottees Pre-Preferential Issue Promoter /Non-Promoter	Status of proposed allottees Post-Preferential Issue Promoter /Non-Promoter
1	Wessel Consultancy Pvt Ltd	1.Gaurav Tomar 2.Nitin Batri	Non-Promoter	Non-Promoter
2	Mala	Individual	Non-Promoter	Non-Promoter
3	Prafful Agarwal	Individual	Non-Promoter	Non-Promoter
4	Ashok Kumar Agarwal	Individual	Non-Promoter	Non-Promoter
5	Mahir Sarju Desai	Individual	Non-Promoter	Non-Promoter
6	Archana Agarwal	Individual	Non-Promoter	Non-Promoter
7	Aakash Kapil	Individual	Non-Promoter	Non-Promoter
8	Amit Verma	Individual	Non-Promoter	Non-Promoter
9	Garima Verma	Individual	Non-Promoter	Non-Promoter
10	Sandeep Kumar Jain	Individual	Non-Promoter	Non-Promoter
11	Gracy Negi	Individual	Non-Promoter	Non-Promoter
12	Reeta Datta	Individual	Non-Promoter	Non-Promoter
13	Rahul Kumar Kacchal HUF	Rahul Kumar Kacchal	Non-Promoter	Non-Promoter



14	Divya Kacchal	Individual	Non-Promoter	Non-Promoter
15	Tasavar	Individual	Non-Promoter	Non-Promoter
16	Aabad	Individual	Non-Promoter	Non-Promoter
17	Sonali Agarwal	Individual	Non-Promoter	Non-Promoter
18	Kavita Monga	Individual	Non-Promoter	Non-Promoter
19	Amisha Amit Doshi	Individual	Non-Promoter	Non-Promoter
20	Rohini Agarwal	Individual	Non-Promoter	Non-Promoter
21	Muskan Aggarwal	Individual	Non-Promoter	Non-Promoter
22	Ritik Aggarwal	Individual	Non-Promoter	Non-Promoter
23	Girish Kumar Aggarwal	Individual	Non-Promoter	Non-Promoter
24	Suruchi	Individual	Non-Promoter	Non-Promoter
25	Parul Jain	Individual	Non-Promoter	Non-Promoter
26	Suman Gholap	Individual	Non-Promoter	Non-Promoter
27	Abhilasha Chaudhary	Individual	Non-Promoter	Non-Promoter
28	Sappers Infra Reators Pvt Ltd	Pranish Kumar Keshari	Non-Promoter	Non-Promoter
29	Comely Electrical Pvt Ltd	Sandeep Pandey	Non-Promoter	Non-Promoter
30	Balaji Forex India Pvt Ltd	Amar Singh	Non-Promoter	Non-Promoter
31	Widespread Media Pvt Ltd	Sunny Shaw	Non-Promoter	Non-Promoter
32	Disseminate Multimedia Pvt Ltd	Ashis Ddas	Non-Promoter	Non-Promoter
33	Generosity Share Trading Private Limited	SAGAR SHEE	Promoter	Promoter

17. Lock in period:

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked in as prescribed under the Regulation 167 of SEBI (ICDR) Regulations from time to time. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

18. Listing:

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company, including voting rights and dividend.

19. Practicing Company Secretary's Certificate:

CS Brajesh Gupta & Co., Practicing Company Secretary, certifying that the proposed preferential issue of Warrants and Equity Shares is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, will be available for inspection by the members on the website of the Company i.e. www.indianinfotechandsoftwareltd.in

20. Disclosure pertaining to willful defaulters/ fraudulent borrower:

The details pertaining to willful defaulters/ fraudulent borrower are not applicable as none of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same.

21. Other Disclosures/Undertaking:

- The Investors have not sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- The Warrants by itself does not give to the Warrant holder(s) any rights of the members of the Company.
- The Company is in compliance with the conditions of continuous listing of Equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity shares of the Company are listed.
- The Company is eligible to make a preferential issue under ICDR Regulations as it has no outstanding dues to the SEBI, the stock exchanges or the depositories.
- This Preferential Issue is in compliance with the Act, Chapter V of the ICDR Regulations and any other rules/regulations/ guideline, if any, prescribed by any other regulatory authorities.



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f. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Allottees.

Promoters of the company are interested in this resolution as the M/s Generosity Share Trading Private Limited belongs to promoter group and intend to participate/subscribe to this Preferential issue of Warrants as proposed in the above resolutions.

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

Sd/-

Anant Chourasia
Managing Director
(DIN- 09305661)

Date: 30/01/2025

Place: Mumbai

Registered Office:

Office No. 110, 1st Floor, Golden Chamber

Pre Co-Op. Soc. Ltd, New Link Road,

Andheri West, Mumbai-400053

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Website:- www.Indianinfotechandsoftwareltd.in