

NOTICE OF THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **INDIAN INFOTECH & SOFTWARE LTD.** Is scheduled to be held on Tuesday, 30th September, 2014 at 11:30 a.m. at the registered office at D-207, Crystal Plaza, Opposite Infinity Mall, New Link Road, Andheri (W), Mumbai - 400053 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (i) Audited Standalone Balance Sheet, Profit and Loss Account and Cash Flow statement for year ended on 31st March, 2014, and Report of the Directors and Auditors thereon.
 - (ii) Audited Consolidated Balance Sheet, Profit and Loss Account and Cash Flow statement for year ended on 31st March, 2014.
2. To appoint M/s. Sanjay N. Shah & Co., Chartered Accountants (FRN: 124897W), as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors or Audit Committee thereof to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force Sanjay N. Shah & Co., Chartered Accountants, Mumbai (FRN: 124897W), be and are hereby appointed as Auditor of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. KAMAL NAYAN SHARMA AS MANAGING DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT approval of the shareholder of the Company be and is hereby accorded by the Board in respect of Appointment of Mr. Kamal Nayan Sharma (DIN 03405150), Director of the Company as a Managing Director of the Company vide resolution passed in Board Meeting on 14th February, 2014.

RESOLVED FURTHER THAT pursuant to provisions of Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and subject to provisions of other applicable provisions, if any of the Companies Act, 2013 and subject to provisions of article of association of the Company, Mr. Kamal Nayan Sharma, be and is here by appointed as Managing Director of the **Company** from 14th February, 2014 up to 30th September, 2017.

RESOLVED FURTHER THAT terms and conditions of appointment of Mr. Kamal Nayan Sharma, as a Managing Director and remuneration are as follows:

Salary: Nil

HRA: Nil

Perquisite: Reimbursement of telephones bills, transportation, fuel expense, on actually basis for business uses or on behalf of the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

4. **APPOINTMENT OF MR. MUKUND BHARDWAJ AS DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mukund Bhardwaj (DIN 05204125), who was appointed as an additional director with effect from October 10, 2013 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 a non-executive director liable to retire by rotation.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

5. **APPOINTMENT OF Ms. VARSHA MURARKA AS INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Varsha Murarka (DIN 05207959), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of director, be and is hereby appointed as a non-executive independent director of the Company to hold office for 5 years (five) consecutive years for a term upto the conclusion of the 37th Annual General Meeting of the company in the calendar year 2019.

6. **APPOINTMENT OF Ms. DEEPA DALMIA AS INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, read with the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Deepa Dalmia (DIN 05153873), in respect of whom the



Company has received a notice in writing from a member proposing her candidature for the office of director, be and is hereby appointed as a non-executive independent director of the Company to hold office for 5 years (five) consecutive years for a term upto the conclusion of the 37th Annual General Meeting of the company in the calendar year 2019.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

Date: 28th July, 2014

**Registered Office:
D-207, Crystal Plaza,
Opposite Infinity Mall,
New Link Road,
Andheri (W), Mumbai - 400053**

**Kamal Nayan Sharma
Managing Director
(DIN 03405150)**

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not later 48 hours before the meeting.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of board resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
4. Members are requested to immediately notify changes if any in their addresses, to the Registrar and Share Transfer Agent. In case of mailing address mentioned on this Annual Report is without PIN Code, members are requested to kindly inform their PIN Code immediately.
5. Members / Proxies should bring duly filled attendance slips along with Annual Report to the meeting, as the same will not be circulated at the meeting.
6. Members holding shares in demat form who have not registered their e-mail addresses, are requested to register their email id with their respective depository participants and members who are holding shares in physical form are requested to register their e-mail id with the Registrar and Share Transfer Agent for receipt of Notices, Annual Report, Circulars, etc. by electronic mode.
7. The Register of Members and the Share Transfer Book of the Company will remain closed from 26th September, 2013 to 30th September 2013 (both days inclusive) pursuant to provisions of Section 91 of Companies Act, 2013.
8. The Equity shares of the Company are listed on Bombay Stock Exchange Ltd. and Listing Fees for the Financial Year 2014-2015 is paid to BSE Limited.
9. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, between 2.00 p.m. to 4.00 p.m. up to the date of

Annual General Meeting.

10. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
11. Members desirous of obtaining any information as regards to accounts and operations of the Company are requested to write to the Company at least 7 days before the meeting to enable the Company to keep the required information ready at the ensuing annual general meeting..
12. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve documents in electronic form.

13. VOTING THROUGH ELECTRONIC MODE

Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company has arranged e-voting facility through Central Depository Services (India) Limited for members to exercise their voting rights for all business to be transacted at 32nd Annual General Meeting of the Company.

Mr. Vinesh K Shah, Practicing Company Secretary (Membership No. 6449), Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

1. The voting period begins on September 22nd, 2014 at 9.00 a.m. and ends on September 24th, 2014 up to 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on "Shareholders" tab.
4. Now select "Indian Infotech and Software Limited" from the drop down menu and click on Submit
5. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

8. If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar or R. Amit Kumar with Sr. No. 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the **Indian Infotech and Software Limited** on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

18. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as corporate and Custodians respectively
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Brief Profile of the Director/s seeking appointment / re-appointment in the forthcoming Annual General Meeting

(Pursuant to clause 49 of the listing agreement)

Name of Directors	Kamal Nayan Sharma (DIN 03405150)	Mukund Bhardwaj (DIN 05204125)	Varsha Murarka (DIN 05207959)	Deepa Dalmia (DIN 05153873)
Age	40 Years	38 Years	29 Years	28 Years
Qualification	B.com Honors	B.com	Chartered Accountant	B.com Honors
Date of Appointment	25 October, 2011	10 October, 2013	13 February, 2012	17 December, 2011
Experience	Investment, Finance, Expense Management & Accounts	Marketing & Business Promotion	Finance, Taxation & Investment	HR, Strategies & Admin
No. of Shares Held in Company	-	-	-	-
Directorship in other Company	1. Jayanti Prime Software Advisory Pvt. Ltd 2. Quince Blossom Multitrading Pvt. Ltd 3. Jahnu Multitrading Pvt. Ltd 4. Mahamaya Financial Consultants Pvt. Ltd 5. Dhanvarsha Advisory Services Pvt. Ltd. 6. Generosity Share Trading Pvt. Ltd. 7. Moonlink Properties Pvt. Ltd. 8. Intent Fashions Pvt. Ltd. 9. Aries Designers Pvt. Ltd.	1. Jeen Mata Construction Pvt. Ltd. 2. Jayanti Prime Software Advisory Pvt. Ltd 3. Jahnu Multitrading Pvt. Ltd 4. Mahamaya Financial Consultants Pvt. Ltd 5. Dhanvarsha Advisory Services Pvt. Ltd. 6. Generosity Share Trading Pvt. Ltd. 7. Quince Blossom Multitrading Pvt. Ltd 8. Intent Fashions Pvt. Ltd. 9. Aries Designers Pvt. Ltd.	Dee Kartavya Finance Limited	-
Chairman /Member of the mandatory committee in other public Company	-	-	Dee Kartavya Finance Limited	-

* Mr. Mukund Bhardwaj is a relative of Mr. Kamal Nayan Sharma, Managing Director. Save and except, none of the above directors is related to any other directors of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.

ITEM NO. 3

Appointment as a Managing Director of the Company:

Mr. Kamal Nayan Sharma, who was appointed as an Managing Director of the Company pursuant to provisions of Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and subject to provisions of other applicable provisions, if any of the Companies Act, 2013 and subject to provisions of article of association of the Company for the term from 14th February, 2014 up to 30th September, 2017 by the Board of Directors in its Meeting dated 14.02.2014.

RESOLVED FURTHER THAT terms and conditions of appointment of Mr. Kamal Nayan Sharma, as a Managing Director and remuneration are as follows:

Term of Appointment: From 14.02.2014 to 30.09.2017.

Salary: Nil

HRA: Nil

Perquisite: Reimbursement of telephones bills, transportation, fuel expense, on actually basis for business uses or on behalf of the company.

Accordingly, your Directors recommend the resolution for appointing Mr. Kamal Nayan Sharma, Director of the Company as a Managing Director of the Company, for the approval of the Members:

Mr. Mukund Bhardwaj, Director is relative of Mr. Kamal Nayan Sharma, deemed to be interested or concerned financially or otherwise, in respect of his appointment as a Managing director.

Save and except Kamal Nayan Sharma, none of the Directors is interested or concerned in the above resolution.

ITEM NO. 4

Appointment as Director of the Company:

Mr. Mukund Bhardwaj (DIN 05204125) has been appointed as an additional director of the Company u/s 161 of the Act, with effect from October 10, 2013 and he shall hold office up to the date of this annual general meeting.

The Board recommends the resolution at Item No. 4 in relation to appointment of Mr. Mukund Bhardwaj as a director liable to retire by rotation pursuant to the section 152 of the Act for the approval by the members of the Company. Mr. Mukund Bhardwaj has given his consent to act as director of the Company with declaration to Board stating that he does not disqualify from appointment as director in terms of section 164 of the said Act. The Company has received a notice from member signifying his intention to propose his appointment along with requisite deposit.



Mr. Mukund Bhardwaj, his relative Mr. Kamal Nayan Sharma, Managing director deemed to be interested or concerned financially or otherwise, in respect of his appointment as a director.

Save and otherwise, none of the other directors, key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution/s.

ITEM No. 5 & 6

Appointment as Independent Directors of the Company:

Ms. Varsha Murarka (DIN 05207959) and Ms. Deepa Dalmia (DIN 05153873) have been non-executive independent directors pursuant to Clause 49 of the Listing Agreement on the Board of the Company since February 13, 2012 and December 17, 2011 respectively.

With the enactment of the Companies Act, 2013 (Act), it is now mandatory for every listed Company to appoint Independent Directors as define in section 149 of the Act. Ministry of Corporate Affairs vide general circular no. 14/2014 dated June 9, 2014, has clarified that it is necessary to appoint existing independent director under the said Act within one year from April 1, 2014 subject to compliance with eligibility and other prescribed conditions.

The Board of Directors of your Company, after reviewing the provisions of the Act, is of the opinion that Ms. Varsha Murarka, Ms. Deepa Dalmia fulfill the conditions specified in the Act and rules made thereunder to be eligible for appointment as non-executive independent directors pursuant to the provisions of section 149 of the Act.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Varsha Murarka, Ms. Deepa Dalmia as non-executive independent directors. Accordingly, the Board recommends the resolutions at 5 & 6 in relation to appointment of Ms. Varsha Murarka, Ms. Deepa Dalmia as non-executive independent directors pursuant to the provisions of section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149 (13) of the Act, Ms. Varsha Murarka, Ms. Deepa Dalmia shall not be liable to retire by rotation. Ms. Varsha Murarka, Ms. Deepa Dalmia have given their consent to act as directors of the Company with declarations to board stating that they comply with criteria of independence enumerated in Section 149(6) of the said Act and Listing Agreements do not disqualify from appointment as directors in terms of section 164 of the said Act. The Company has received notices from member signifying intention to propose their appointment along with requisite deposit.

Except appointing director/s and their relatives, none of the directors, key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution/s.

ON BEHALF OF THE BOARD OF DIRECTORS

Date: 28th July, 2014

**Registered Office:
D-207, Crystal Plaza,
Opposite Infinity Mall,
New Link Road,
Andheri (W), Mumbai - 400053**

**Kamal Nayan Sharma
Managing Director
(DIN 03405150)**