

**NOTICE**

**NOTICE** is hereby given that 26<sup>th</sup> Annual General Meeting of **INDO-CITY INFOTECH LIMITED** will be held on Friday, 28<sup>th</sup> September, 2018 at 10.00 A.M. at the Registered Office of the Company at A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai-400059, for transacting the following business :

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the reports of Auditors and Directors thereon.
2. To appoint a director in place of Mrs. Shashi Aneel Jain (DIN: 00103505), who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of statutory Auditors and fix their remuneration and in this regard 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 Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Tibrewal Chand & Co. Chartered Accountants, (Firm Registration No.311047E) be and is hereby appointed as Statutory Auditors of the Company, in place of retiring Statutory Auditor M/s. S K Patodia & Associates., Chartered Accountants, Mumbai to hold office from the ensuing Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company be and hereby continues for the said term, without seeking any further ratification from the shareholders of the Company for their appointment as statutory auditors till the conclusion of their tenure on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of GST and actual out-of-pocket expenses, if any incurred in connection with the audit of accounts of the Company.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**SPECIAL BUSINESS**

4. Re-Appointment of Mr. Aneel Jain as Managing Director

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

**“RESOLVED THAT** in supersession of all earlier resolution and subject to provisions of Section 196, 197,203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification (s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for re-appointment of and payment of remuneration to Mr. Aneel Jain [DIN – 00030742] as the Managing Director of the Company with effect from 7th January 2017 till the conclusion of 29<sup>th</sup> Annual General Meeting as set out in this Resolution, including inter-alia, payment and the provisions of the remuneration, commission, perquisites and benefit as mentioned in the explanatory statement.

**“RESOLVED FURTHER THAT** in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Managing Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess in payment in this regard will be recovered by Company.

**RESOLVED FURTHER THAT** Mr. Aneel Jain is re-appointed as Managing Director on the Board and is not Liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid terms from time to time.”

**By Order of the Board  
For Indo-City Infotech Limited**

Place: Mumbai

Dated: 10<sup>th</sup> August, 2018

**Registered Office:**

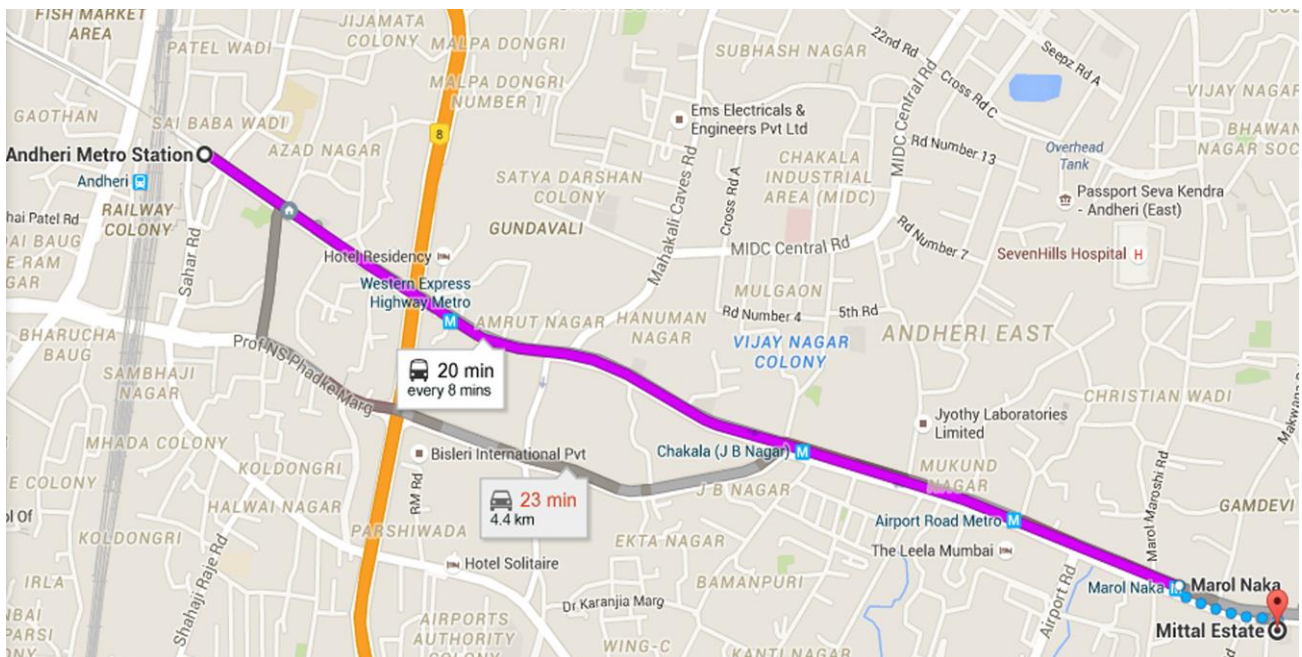
A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road,  
Andheri (E), Mumbai-400 059.

**Aneel Jain**

**Chairman & Managing Director**

**DIN: 00030742**

#### Route Map to venue of AGM as per the requirements of Secretarial Standards (SS-2)



Landmark: Near Marol Naka Metro Station

#### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID MUST BE DULY FILED IN ALL RESPECTS, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. Proxies submitted on

behalf of the Companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A member holding more than 10% of the total share capital Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Mrs. Shashi Aneel Jain retires by rotation at this meeting and seeks re-appointment. Her brief profile has been given in the Report on Corporate Governance forming part of the Annual Report.
3. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members are requested to notify immediately any change in their address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the company or to its Share Transfer Agents (M/s. MCS Share Transfer Agent Limited) in respect of their holdings in physical form.
5. The register of members and the share transfer book will remain closed from 19/09/2018 to 28/09/2018 (both days inclusive).
6. Members desirous of obtaining any information in respect of annual financial statement and operations of the Company are requested to write to the Company at least one week before the Annual General Meeting, to enable the Company to make available the required information at the Meeting.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s).
8. Shareholders are requested to bring their Copies of Annual Report in the Meeting.
9. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations by filing Form No. SH.13 in respect of the Equity Shares held by them, in physical form, duly completed and signed to the Company or its Registrar & Share Transfer Agents (RTA) in their own interest. Members holding shares in demat may get their nomination recorded with their respective Depository Participant (DP).
10. Voting through Electronic Means

**The process and manner for e- voting are as under:**

- A. In case a Member receive an email from NSDL [for members whose email ID are registered with the Company/Depository Participants(s)]:
  - (i) Open email and open PDF file viz; "Indo-City e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <http://www.evoting.nsdl.com>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and Password as initial password/PIN noted in Step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Indo-City Infotech Limited.
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [pssassociatesllp@gmail.com](mailto:pssassociatesllp@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receive physical copy of the notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/ at the bottom of the covering letter annexed to the Annual Report;  
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. (ii) To Sl. No. (xii) Above, to cast vote.
1. In case of any queries you may refer to the Frequently Asked Questions (FAQs) for Shareholder and e-voting user manual for Shareholder available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  2. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  4. The e- voting period commence from 25th September, 2018 (9.00 a.m.) and ends on 27th September, 2018 (5.00 p.m.)
  5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18<sup>th</sup> September, 2018.
  6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut- off date i.e., 18<sup>th</sup> September, 2018 may obtain the login ID and password by sending request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  7. A member may participate in the AGM even after exerting his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  8. Ms. Priyanka Singrodia, (PSS Associates LLP) Company Secretary in Practice (Membership No. 50300) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  9. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  10. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  11. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

12. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's Website [www.indocity.co](http://www.indocity.co) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

13. As an austerity measure, copies of Annual Report will not be distributed at Annual General Meeting. Members are requested to bring their own copies to the Meeting.

14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.a.m. to 6.00 p.m.) on all working days except Sunday, and including the date of the Annual General Meeting of the Company.

**ANNEXTURE TO THE NOTICE****EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4**

Mr. Aneel Jain is the Managing Director of the Company your Board of Directors at their meeting held on August, 10, 2018 have decided to re-appoint Mr. Aneel Jain as the Managing Director of the Company with effect from 7th January, 2017 till the conclusion of 29th Annual General Meeting. The terms of his re-appointment including remuneration, commission, perquisites etc. have been approved by the Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting. The details are as follows:-

**a) Salary :**

Rs. 75,000/- per month subject to increase with the authority of the Board.

**b) Commission:**

1% of the amount of net profit as appearing in the audited annual Profit & Loss Account for each Corporate Financial Year of the Company, subject however that the total remuneration (i.e. Salary, Perquisites and Commission) in any one financial year shall not exceed the limits prescribed in Section 197 & 198 of the Companies Act, 2013 subject to the ceiling of overall maximum managerial remuneration calculated in accordance with Section 197 & 198 of the Companies Act, 2013.

**c) Perquisites:****i) Housing:**

1. Residential accommodation or house rent allowance @ 60% of the Salary;
2. Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company;
3. Company shall provide such furniture and furnishings as may be required by Mr. Aneel Jain;

**ii) Medical Reimbursement :** Reimbursement of actual medical expenses incurred in India/and or abroad and including hospitalization, nursing home and surgical charges for himself and family;**iii) Leave Travel Concession:** Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and family during the leave travel holiday periods, whenever undertaken, whether in India or abroad;**iv) Club Membership:** Subscription or reimbursement of membership fee for clubs in India or Abroad including admission and life membership fees;**v) Personal Accident Insurance:** Personal Accident Insurance Policy for an amount, the annual premium of which shall not exceed Rs. 20,000/- p.a.**vi) Contribution to Provident Fund, Super Annuation and Annuity Fund:** The Company's Contributions to Provident Fund, Super Annuation and Annuity Fund not exceeding 30% of salary aggregate;**vii) Gratuity:** Gratuity at a rate of half –month's salary for each completed year of service;**viii) Leave :** Entitled for leave with full pay or encashment thereof as per the rules of the Company;**ix) Other Perquisites :** Subject to overall ceiling on remuneration mentioned herein below Mr. Aneel Jain, Chairman cum Managing Director may be given any other allowances, benefits and perquisites as the Board of Directors which includes thereof may from time to time decide;**Explanation:**

Perquisites shall be evaluated as per Income Tax rules, whenever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost:

**d) Amenities :**

- i) Conveyance Facilities : The Company shall provide suitable conveyance facilities as may be required by Mr. Aneel Jain
- ii) Telephone, telefax and other communication facilities at the Chairman cum Managing Director residence;

Provided that the above remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 197 & 198 of the Companies Act, 2013 subject to the ceiling of overall maximum managerial remuneration calculated in accordance with Section 197 & 198 of the Companies Act, 2013.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined by the Board within the ceiling limits as laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V to the Companies Act, 2013 are given in Annexure A to this explanatory statement.

**By Order of the Board  
For Indo-City Infotech Limited**

Place: Mumbai

Dated: 10th August, 2018

**Registered Office:**

A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road,  
Andheri (E), Mumbai-400 059.

**(Aneel Jain)  
Chairman & Managing Director  
DIN: 00030742**