



Date: 04/09/2023

To,  
**Corporate Relationship Department,**  
**BSE Limited,**  
P. J. Towers, Dalal Street,  
Mumbai - 400 001

**Scrip Code: 543806**  
**Scrip Symbol: ITCONS**

Dear Sir/Madam,

**Sub: Intimation of 16<sup>th</sup> Annual General Meeting, Notice of Book Closure and submission of Notice of AGM**

We are pleased to inform that the 16<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, September 27, 2023, at 3.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). In compliance with Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has arranged e-voting facility for its members to participate in the business to be transacted at the 16<sup>th</sup> Annual General Meeting.

Further, in terms of Section 91 of the Companies Act, 2013 and rules made thereunder, the Register of Members and Share Transfer Book will remain closed from 22<sup>nd</sup> September, 2023 to 27<sup>th</sup> September, 2023 (both days inclusive) for the purpose of Annual General Meeting.

Pursuant to provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the cut-off date for determining the eligibility to vote by electronic means or in the general meeting has been fixed as 21<sup>st</sup> September, 2023.

Further, pursuant to provisions of Regulation 30(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with Para A of Part A of Schedule III of said Regulation, please find attached herewith copy of the Notice of 16<sup>th</sup> Annual General Meeting of the Company.

The Notice of 16<sup>th</sup> AGM will be made available on the Company’s website i.e. [www.itconsinc.com](http://www.itconsinc.com).

This is for your information and records.

Thank You.  
Yours sincerely  
**For ITCONS E-Solutions Limited**

**Pooja Gupta**  
**Company Secretary & Compliance Officer**  
**Membership No.: A42583**



## **ITCONS E-SOLUTIONS LIMITED**

**(Formerly Known as ITCONS E-Solutions Private Limited)**

CIN: U72900DL2007PLC163427

Registered Office: Regus Elegance 2F, Elegance Jasola District Centre, Old Mathura Road, South Delhi, New Delhi-110025 IN

Corporate Office: 3rd Floor, B-10, Bajaj Bhawan, Sector-3, JamnaLal Bajaj Marg, Noida, Gautam Buddha Nagar, UP-201301 IN

Tel.: +91-120-4149563

Email: [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com) | Website: [www.itconsinc.com](http://www.itconsinc.com)

### **NOTICE OF 16<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE is hereby given that the Sixteenth (16<sup>th</sup>) Annual General Meeting of the members of ITCONS E-Solutions Limited (formerly known as ITCONS E-Solutions Private Limited) will be held on Wednesday, 27<sup>th</sup> September, 2023 at 03:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio- Visual means ("OAVM") to transact the following business:**

#### **ORDINARY BUSINESS:**

**1.** To receive, consider and adopt the Audited Financial Statements including the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on that date, along with reports of the Board of Directors and Auditors thereon.

**2.** To appoint a Director in place of Mrs. Premlata Mittal (DIN: 01205175), who retires by rotation and being eligible, offers herself for re-appointment.

**3. Appointment of M/s. Devesh Parekh & Co., Chartered Accountants, Delhi (Firm Registration No: 13338N) as the Statutory Auditor of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable

provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Devesh Parekh & Co., Chartered Accountants, Delhi (Firm Registration No: 13338N) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. GBSG & Associates, Chartered Accountants (Firm Registration No. 031422N) for a term of 5 (five) consecutive years to hold office from the conclusion of 16<sup>th</sup> Annual General Meeting till the conclusion of 21<sup>st</sup> Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to the aforesaid resolution."

#### **SPECIAL BUSINESS:**

**4. Regularization of appointment of Mr. Manoj Gupta (DIN:06585081) as Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Manoj Gupta (DIN: 06585081), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 31, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as Independent Director of the Company for a period of 1 (One) years till August 30, 2024, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

#### **5. Re-appointment of Mr. Mridul Rastogi (DIN: 09775344) as Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Mridul Rastogi (DIN:

09775344), who holds office as Independent Director up to October 31, 2023, be and is hereby re-appointed as an independent director, not liable to retire by rotation, for a period of 4 (Four) years with effect from November 01, 2023 up to October 31, 2027.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

#### **6. Re-appointment of Mr. Komaligam Narayanan Jayaraman (DIN: 09762539) as Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Komaligam Narayanan Jayaraman (DIN: 09762539), who holds office as Independent Director up to October 12, 2023, be and is hereby re-appointed as Independent Director, not liable to retire by rotation, for a period of 4 (four) years with effect from October 13, 2023 up to October 12, 2027.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

***By order of the Board of Directors  
For ITCONS E-SOLUTIONS LIMITED***

***Sd/-***

**Place: New Delhi  
Date: September 04, 2023**

***Pooja Gupta  
Company Secretary***

## Notes

1. Pursuant to various circulars including the General Circular No. 10/2022 dated December 28, 2022, issued by the MCA ("MCA Circulars") and the various circulars including SEBI Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI ("SEBI Circulars") ("hereinafter collectively referred as the Circulars"), companies are allowed to hold AGM through VC/ OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the Business specified under Item no(s) 3 to 6 of the accompanying Notice are annexed hereto and forms part of this notice.
4. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and Secretarial Standard on General Meetings (SS-2), with respect to Director seeking re-appointment at the AGM, is annexed to this Notice.
5. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the **National Securities Depository Limited (NSDL)**. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice. The Board has appointed Mrs. Snehal Kashyap, Practicing Company Secretary (Membership No. FCS 52407) (CP No. 19254), as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company by email to [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
8. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 23, 2023. Members seeking to inspect such documents can send an email to [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com).
9. Members holding shares either in physical or dematerialized form, as on **cut-off date, i.e. September 21, 2023**, may cast their votes electronically. The e-voting period commences on **Sunday, September 24, 2023 (9:00 a.m. IST) and ends on Tuesday, June 26, 2023 (5:00 p.m. IST)**. The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the **cut-off date, i.e. September 21, 2023**. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
10. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be

eligible to vote through the e-voting system during the AGM.

11. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the **cut-off date, i.e. September 21, 2023**, may obtain the login ID and password by sending a request to **evoting@nsdl.co.in**. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. September 21, 2023, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
12. In compliance with the Circulars, the Integrated Annual Report 2022-23, the Notice of the 16<sup>th</sup> AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).
13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Cameo Corporate Services Limited at investor@cameoindia.com, or write to Company at [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com) to receive copies of the Integrated Annual Report 2022-23 in electronic mode.
14. Members may also note that the Notice of the 16<sup>th</sup> AGM and the Integrated Annual Report 2022-23 will also be available on the Company's website, [www.itconsinc.com](http://www.itconsinc.com), websites of the stock exchange, i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL, <https://www.evoting.nsdl.com>.
15. The Share Transfer Books of the Company shall remain closed from 22<sup>nd</sup> September, 2023 to 27<sup>th</sup> September, 2023.
16. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Cameo Corporate Services Limited, at investor@cameoindia.com. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
17. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
18. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, NSDL and RTA, and will also be displayed on the Company's website, [www.itconsinc.com](http://www.itconsinc.com).
19. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
20. Members are requested to address all correspondence to RTA, Cameo Corporate Services Limited, Subramanian Building", No. 1, Club House Road, Chennai – 600 002.



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

### **ITEM NO. 3**

The Members of the Company had approved the appointment of M/s. GBSG & Associates, Chartered Accountants (Firm Registration No: 031422N) as Statutory Auditors of the Company by way of Postal Ballot dated April 20, 2023, to fill the casual vacancy caused by resignation of M/s Sumit Gupta & Co., Chartered Accountants (Firm Registration No: 022622N), to hold office until the conclusion of ensuing Annual General Meeting of the Company in terms of Section 139(8) of the Companies Act, 2013. However, due to professional pre-occupations, M/s. GBSG & Associates, Chartered Accountants, existing statutory auditors have expressed their unwillingness to be re-appointed as statutory auditors of the Company at the ensuing AGM vide their letter dated August 31, 2023.

Pursuant to Section 139 of the Companies Act 2013, the Company can appoint statutory auditor for a term of five consecutive years at the AGM of the Company. Accordingly, after considering the experience, expertise, competency, independence and credentials of the Auditors and other relevant aspects and based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on August 31, 2023 approved and recommended to the members of the Company, appointment of M/s. Devesh Parekh & Co., Chartered Accountants, Delhi (Firm Registration No: 013338N), as Statutory Auditors of the Company, in place of M/s. GBSG & Associates, Chartered Accountants, retiring auditors of the Company, for a first term of 5 (Five) consecutive years, to hold office from the conclusion of this 16th AGM till conclusion of 21st AGM of the Company at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

M/s. Devesh Parekh & Co., Chartered Accountants have provided their consent and confirmed that their appointment, if made, would be within the limits specified under

Section 141(3)(g) of the Act, and Companies (Audit and Auditors) Rules, 2014, as amended from time to time. They have further confirmed that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the Sections 139(1), 141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

Brief profile of M/s. Devesh Parekh & Co., Chartered Accountants is as given below:

M/s. Devesh Parekh & Co., Chartered Accountants, Delhi (Firm Registration No: 013338N), established in the year 1994 is registered with the Institute of Chartered Accountants of India (ICAI) and is a peer reviewed audit firm. The Audit Firm is primarily engaged in providing audit and assurance & Taxation services to manufacturing/trading, service, banking and NBFC, etc. The Audit Firm is having over 25 years of experience of doing audit of small to large scale of companies and therefore it perfectly commensurate with the size of the Company.

The Board of Directors recommends the ordinary resolution as set out at Item No. 3 of the accompanying Notice for the approval of the Members.

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

### **ITEM No. 4**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, approved the appointment of Mr. Manoj Gupta (DIN: 06585081) as Additional Director in the capacity of Non-Executive & Independent Director of the Company in terms of Section 161 of the Companies Act, 2013, who shall hold office upto the date of ensuing Annual General Meeting ("AGM") of the Company and eligible for re-appointment.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 31, 2023, proposed the re-appointment of Mr. Manoj Gupta as an Independent Director of the Company for the period of 1 (One) year commencing from August 31, 2023 to August 30, 2024 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Manoj Gupta holds a Bachelor's of Commerce degree, is a Chartered Accountant from the Institute of Chartered Accountants of India. He has over 20 years of experience in areas of audit, taxation and corporate finance.

The Board is of the opinion that Mr. Manoj Gupta continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as Independent Director of the Company and his continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Manoj Gupta confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mr. Manoj Gupta has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members.

The Board recommends the Special Resolution as set out in Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Manoj Gupta and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

#### **ITEM NO. 5**

Mr. Mridul Rastogi (DIN: 09775344) was appointed as Independent Director of the Company by the Members at their Extra-Ordinary General Meeting held on November 01, 2022, for a period of 1 (One) year commencing from November 1, 2022 upto October 31, 2023 (both days inclusive) and is eligible for re-appointment as Independent Director on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 31, 2023, proposed the re-appointment of Mr. Mridul Rastogi (DIN: 09775344) as Independent Director of the Company for the period of 4 (four) consecutive years commencing from November 1, 2023 upto October 31, 2027 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Mridul Rastogi holds a Bachelor's of Science degree, is a Chartered Accountant from the Institute of Chartered Accountants of India. He has over 15 years of experience serving large and mid-sized clients in several sectors in areas of audit, taxation, corporate finance, risk management, corporate governance, corporate advisory, M&A and restructuring.

The Board is of the opinion that Mr. Mridul Rastogi continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as Independent Director of the Company and his continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Mridul Rastogi confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mr. Mridul Rastogi has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

The Board recommends the Special Resolution as set out in Item No. 5 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Mridul Rastogi and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

#### **ITEM NO. 6**

Mr. Komaligam Narayanan Jayaraman (DIN: 09762539) was appointed as an Independent Director of the Company by the Members at their Extra-Ordinary General Meeting held on October 13, 2022, for a period of 1 (One) year commencing from October 13, 2022 upto October 12, 2023 (both days inclusive) and is eligible for re-appointment as an Independent Director on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 31, 2023, proposed the re-appointment of Mr. Komaligam Narayanan Jayaraman as an Independent Director of the Company for the period of 4 (four) consecutive years commencing from October 13, 2023 upto October 12, 2027 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Komaligam Narayanan Jayaraman is B.tech graduate in Electronic Engineering. He has more than 30 years of experience in Information Technology sector and Program Management.

The Board is of the opinion that Mr. Komaligam Narayanan Jayaraman continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Komaligam Narayanan Jayaraman confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Further, Mr. Komaligam Narayanan Jayaraman has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

The Board recommends the Special Resolution as set out in Item No. 6 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Komaligam Narayanan Jayaraman and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

***By order of the Board of Directors  
For ITCONS E-SOLUTIONS LIMITED***

***Sd/-  
Place: New Delhi Pooja Gupta  
Date: September 04, 2023 Company Secretary***



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

The remote e-voting period begins on **Sunday, September 24, 2023 at 09:00 A.M.** and ends on **Tuesday, September 26, 2023 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. **September 21, 2023**, 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 September 21, 2023.

**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. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="margin-right: 20px;">  App Store         </div> <div>  Google Play         </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div> |

|  |  |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| 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 or joining virtual meeting & voting during the meeting.   |

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**B) Login Method for e-Voting and joining virtual meeting 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

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

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

c) How to retrieve your 'initial password'?

- (i) 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'.
- (ii) 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:

- a) 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](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) 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" 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 not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **snehal.kashyap25@gmail.com** with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatra at [evoting@nsdl.co.in](mailto: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 [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.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 [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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 EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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 [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, Mobile Number at [cs.pooja@itconsinc.com](mailto:cs.pooja@itconsinc.com) from September 23, 2023 (10.00 A.M. IST) to September 25, 2023 (5.00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

***By order of the Board of Directors  
For ITCONS E-SOLUTIONS LIMITED***

**Place: New Delhi  
Date: September 04, 2023**

***Sd/-  
Pooja Gupta  
Company Secretary***



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

| <b>Name of the Director</b>  | <b>Mrs. Premlata Mittal</b>   | <b>Mr. Manoj Gupta</b>   | <b>Mr. Mridul Rastogi</b>   | <b>Mr. Komaligam Narayanan Jayaraman</b>  |
|--|---|--|---|---|
| <b>Director Identification Number (DIN)</b>  | 01205175  | 06585081   | 09775344  | 09762539  |
| <b>Date of Birth (Age)</b>   | 17-06-1944<br>(79 years)  | 25-07-1970<br>(53 years)   | 29-07-1975<br>(48 years)  | (25-05-1964)<br>59 year)  |
| <b>Date of appointment</b>   | May 15, 2007  | August 31, 2023  | November 01, 2022   | October 13, 2022  |
| <b>Nationality</b>   | Indian  | Indian   | Indian  | Indian  |
| <b>Educational Qualifications</b>  | BA  | CA, B.com  | CA, B.sc  | B.tech  |
| <b>Work Experience</b>   | Mrs. Premlata Mittal is associated with the Company since inception. She has more than 15 years of experience in the field of marketing and branding. | Mr. Manoj Gupta has more than 20 years of experience in fields of audit, taxation and corporate finance. | Mr. Mridul Rastogi has over 15 years of experience serving large and mid-sized clients in several sectors in areas of audit, taxation, corporate finance, risk management, corporate governance, corporate advisory, M&A and restructuring. | Mr. Komaligam Narayanan Jayaraman has more than 30 years of experience in Information Technology sector and Program Management. |
| <b>Directorship held in other Listed Companies</b>                                   | Nil   | Nil  | Nil   | Nil   |
| <b>Membership/ Chairmanship in other listed Companies</b>                            | Nil   | Nil  | Nil   | Nil   |
| <b>Shareholding in the Company</b>   | 10 shares   | Nil  | Nil   | Nil   |
| <b>Relationship with other directors and Key Managerial Personnel of the Company</b> | Mrs. Premlata Mittal is wife of Mr. Chetan Prakash Mittal and Mother of Mr. Gaurav Mittal and Archana Mittal, Directors of the Company.               | Nil  | Nil   | Nil   |

\*\*\*\*\*