

INFORMED TECHNOLOGIES INDIA LIMITED

CIN L99999MH1958PLC011001

| Regd. Office: 'Nirmal', 20th Floor, Nariman Point, Mumbai - 400021|

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| Email: itil_investor@informed-tech.com | Website: www.informed-tech.com |

Date: September 06, 2020

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.

Dear Sir/Madam,

SCRIP CODE: - 504810

Sub: Notice of the 62nd Annual General Meeting (AGM) of the Company for the Financial Year 2019-20 as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 62nd AGM of the Company schedule to be held on Wednesday, September 30, 2020 at 2:00 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) without physical presence of the members to transact businesses as set out in the notice of the AGM.

Further, the Company has provided the facility of voting by electronic means (remote e-voting) on all resolutions as set out in notice of AGM to the shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Wednesday, September 23, 2020. The remote e-voting begins on Sunday, September 27, 2020 at 9:00 AM and ends on Tuesday, September 29, 2020 at 5:00 PM.

Kindly take record of the same.

Yours faithfully,
For **M/s. Informed Technologies India Limited**

Reena Yadav
Company Secretary & Compliance Officer
Membership No. A36429

BOARD OF DIRECTORS

Mr. Gautam Khandelwal	DIN 00270717	Non-Executive Chairman
Mrs. Suelve Khandelwal	DIN 00270811	Executive Director
Mr. Nimis Sheth	DIN 00482739	Independent Director
Mr. Virat Mehta	DIN 07910116	Independent Director

CHIEF FINANCIAL OFFICER

Mrs. Roshan D'souza

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Reena Yadav
(ICSI Membership No. A36429)

STATUTORY AUDITORS

M/s. Parekh Sharma And Associates
Chartered Accountants, Mumbai

BANKERS

Bank of Baroda
The Hongkong and Shanghai Banking Corporation Ltd
ICICI Bank Ltd

LISTED AT

Bombay Stock Exchange Limited
ISIN : INE123E01014

REGISTERED OFFICE

Nirmal, 20th Floor, Nariman Point, Mumbai-400021.
Tel No. : 022-22023055/66
Email id: itil_investor@informed-tech.com
Website : www.informed-tech.com
CIN: L99999MH1958PLC011001

SOFTWARE DEVELOPMENT CENTRE

Millenium Business Park, 302, 303, Bldg. No. 4,
Sector No. 3, TTC. MIDC, Mahape, Navi Mumbai-400710,
Maharashtra, India.

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited

C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Tel No: +91 22 49186000 Fax: +91 22 49186060
Email Id: rnt.helpdesk@linkintime.co.in

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NOTICE

NOTICE is hereby given that the Sixty Second Annual General Meeting of the Members of **Informed Technologies India Limited** will be held on **Wednesday, September 30, 2020 at 2:00 PM** 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 of the Company for the financial year ended March 31, 2020 together with the Directors' Report and Auditors Report thereon; and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 together with the Auditors Report thereon.
2. To appoint a Director in place of Mrs. Suelve Gautam Khandelwal (DIN 00270811), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013

To consider and, if thought fit to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof), consent of the members of the Company be and is hereby accorded for the transactions hitherto entered or to be entered into by the Company in the ordinary course of business and at arm's length price with the following related parties upto the maximum amount as mentioned herein below for the financial year 2020-2021 and for every financial year thereafter on such terms and condition as may be mutually agreed between the company and the related parties:

Sr. No.	Name of the related party	Relationship with the related party	Transactions define under section 188 of the Companies Act, 2013	Maximum Value of the Transaction(s) per annum (Rs. In Lakhs)
1.	Mr. Arnold Allen	Foreign Holding Company's Secretary	Availing of Services	10.00
2.	Nagpur Power And Industries Limited	Same Promoter Group Company	Re-imburements of Expenses to/from group company	100.00
3.	Entecres Labs Pvt. Ltd.	Associate Company	Re-imburements of Expenses to/from group company	10.00
4.	The Motwane Mfg. Co. Pvt. Ltd	Subsidiary of Group Company	Re-imburements of Expenses to/from group company	25.00
5.	The Motwane Mfg. Co. Pvt. Ltd	Subsidiary of Group Company	Availing & Providing of Services	200.00

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

For and on behalf of the Board

Gautam Khandelwal
Chairman
DIN 00270717

Place: Mumbai
Date: September 02, 2020

Registered Office:

"Nirmal", 20th Floor, Nariman Point, Mumbai 400021
CIN: L99999MH1958PLC011001 Website: www.informed-tech.com

NOTES

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to 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.
2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special business to be transacted at the Annual General Meeting (AGM), as set out under Item No. 3 and the relevant details of the Director seeking re-appointment under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
3. M/s. Parekh Sharma and Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 59th Annual General Meeting held on September 28, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, hence the Company is not proposing an item on ratification of appointment of Auditor at this AGM.
4. Pursuant to the provisions of the Act, 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 this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
6. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at itil_investor@informed-tech.com.
7. **The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive).**
8. In terms of Section 123 of the Companies Act, 2013 the amount of dividend remaining unclaimed or unpaid for a period of seven consecutive years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). *Accordingly, in the year 2019-2020 the Company has transferred unpaid dividend for the year ended March 31, 2012 to IEPF. Further, in the year 2020-21, the Company would be transferring the unclaimed or unpaid final dividend for the year ended March 31, 2013 to IEPF. Thus, shareholders are requested to claim the dividend on or before October 20, 2020. No claim shall lie from a Member once the transfer is made to the said Fund. The Members who have not encashed their dividend warrants are requested to encash the same before the said transfer in their own interest.*
9. *As per the provisions of Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has placed on its website (www.informed-tech.com), the information on dividend which remains unclaimed with the Company as on Tuesday, September 10, 2019 i.e. date of the previous AGM. The information is also available on the website of the Ministry of Corporate Affairs (www.mca.gov.in).*

10. Further, pursuant to the provisions of section 124 of the Companies Act, 2013 read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the Shareholders whose shares are due for transfer to the IEPF Authority and has also published notice in newspapers. Further, the said details of shareholders are also uploaded on website of the Company and can be accessed at <http://informed-tech.com/investors/unclaimed-dividend/>. Further, the shareholders whose dividend/shares are/will be transferred to the IEPF Authority can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority (<http://www.iepf.gov.in/IEPF/refund.html>).
11. The Company's equity shares are listed at Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 and the Company has paid the Annual Listing Fees to the Stock Exchanges for the Financial Year 2020-21.
12. In terms of Section 72 of the Companies Act, 2013, and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every share holder of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her shares in the Company shall vest in the event of his/her death. Members, who wish to avail this facility, may fill the prescribed Form No. SH-13 (which will be made available on request) and submit these details to their DP in case the shares are held by them in electronic form, and to the Registrar and Transfer Agent, M/s. Link Intime India Private Limited, in case the shares are held in physical form.
13. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
14. *Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request/ questions to the company via email (itil_investor@informed-tech.com) in advance from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile numbers (7) seven days prior to the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM on first in first out basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.*
15. The Directors' Report, Auditors Report and Audited Financial Statements (Standalone and Consolidated) as at March 31, 2020 are enclosed.
16. Inspection of Documents – Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Act, 2013 will be available electronically for inspection by the Members during the AGM.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.informed-tech.com and website of the Bombay Stock Exchange at www.bseindia.com.
18. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at itil_investor@informed-tech.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhar Card, Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to itil_investor@informed-tech.com.
19. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

20. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence.
21. *The Name of the Company has been changed from Khandelwal Ferro Alloys Limited to KFA Corporation Limited and later from KFA Corporation Limited to Informed Technologies India Limited w.e.f. August 06, 2001.*
22. THOSE MEMBERS WHO HAVE NOT SURRENDERED THEIR OLD CERTIFICATES FOR EXCHANGE TO OBTAIN THEIR NEW SHARE CERTIFICATES OR AFFIXATION OF STICKER/STAMP ARE REQUESTED TO SURRENDER THE SAME AT THE REGISTERED OFFICE ADDRESS OF THE COMPANY/RTAAT MUMBAI.
23. SEBI has vide its Notifications dated June 08, 2018 and November 30, 2018 mandated that securities of listed companies can be transferred only in dematerialized form from April 01, 2019. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
24. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account alongwith the original cancelled cheque bearing the name of the Member to Link Intime/Company to update their Bank Account details.
25. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the M/s. Link Intime India Private Limited, Registrar and Share Transfer Agents, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, Maharashtra.
26. *To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Private Limited /Depositories or send a request to the Company for the same.*
27. **Process and manner for members opting for Remote e-voting are as under:**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM.

A. The instructions for Shareholders voting electronically are as under:-

- (i) The remote e-voting period begins on Sunday, September 27, 2020 (9:00 AM) and ends on Tuesday, September 29, 2020 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 23, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) The Shareholders should Log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. Please enter the DOB or Dividend Bank Details in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <**INFORMED TECHNOLOGIES INDIA LIMITED**> on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) 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.
- 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 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) 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.

(xxi) Shareholders can also cast their vote using CDSL’s mobile app “CDSL m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

B. Instructions for Shareholders for e-Voting during the AGM are as under:-

(xxii) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

(xxiii) Only those shareholders, who are present in the 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 available during the AGM.

(xxiv) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

(xxv) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- C. The voting rights of the 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 Wednesday, September 23, 2020.
- D. Mr. Sanam Umbargikar, Partner of M/s. DSM and Associates, Practicing Company Secretary (Membership No. 26141, COP No. 9394), has been appointed as Scrutinizer for scrutinizing the remote e-voting procedure in a fair and transparent manner.
- E. The Scrutinizer shall immediately after the conclusion of e-voting at the annual general meeting, first count the votes cast by e-voting at the general meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- F. The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website www.informed-tech.com under the section 'Investor' and on the website of CDSL; such Results will also be forwarded to the Bombay Stock Exchange where the Company's shares are listed.

G. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

28. Instructions For Members For Attending the AGM through VC/OAVM are as under:

- (i) Member will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Members may access the same at <https://www.evoting.cdsl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVSN 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. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) 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.
- (v) The facility for joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for 1000 members on a first come first served basis.

Details of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting

Name Of Director	Mrs. Suelve Gautam Khandelwal
DIN NO.	00270811
Date of Birth (Age)	02.06.1964 (56 Years)
Nationality	Indian
Date of Appointment	01.04.2015
Qualifications	She holds a Graduate degree from University of Delhi
Expertise in specific functional areas	She is responsible for business diversification, business process re-engineering, organizational development in the Company and she had significantly contributed in past to the overall performance and growth of the Company.
Directorships held in other companies	1. Zeppelin Investments Pvt. Ltd. 2. TypeOut Media Private Limited 3. TestData Technologies Private Limited
Committee position held in other companies	Nil
No. of shares held in the Company	1,01,580 Equity Shares
Inter-se relationship between Directors, Manager and Key Managerial Personnel	Wife of Mr. Gautam Premnath Khandelwal
Disclosure of relationship with promoter of the Company	She is part of promoter group of the Company

- *Board Meeting Attendance And Remuneration Details Are Provided In Directors Report.*

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

Item No. 3**APPROVAL FOR RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

Section 188 of the Companies Act, 2013 provides that except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as prescribed in rules framed in this regard, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein. It is further provided that in case of a company having paid-up share capital of not less than such amount or transactions not exceeding such sums as are prescribed in the rules framed in this regard, no contract or arrangement shall be entered into except with the approval of the company by an ordinary resolution. It is further provided that nothing in this sub-section shall apply to any transaction entered into by the company which are entered in its ordinary course of business and are at arm's length.

Prior approval of shareholders is required for the transactions that are not in the ordinary course of business and not at an arm's length basis. Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and/or at arm's length basis, still as better corporate governance measure, it is considered desirable to have the consent of the Members in respect of related party transactions.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution.

The transactions entered with the Related Parties, were placed before the Audit Committee. The said transactions were approved and recommended to the Board.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out at item No. 3 shall be entitled to vote on this Ordinary Resolution.

None of the Directors other than those representing the related parties, Key Managerial Personnel's of the Company or their relative(s) are interested and/or concerned with the said Resolution. The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as an Ordinary Resolution.

For and on behalf of the Board

Gautam Khandelwal
Chairman
DIN 00270717

Place: Mumbai
Date: September 02, 2020

Registered Office:

"Nirmal", 20th Floor, Nariman Point, Mumbai 400021
CIN: L99999MH1958PLC011001
Website: www.informed-tech.com