



Date: 4th October, 2022

To,
The Bombay Stock Exchange,
Department of Corporate Services,
Floor 25, P J Tower, Dalal Street,
Mumbai- 400001.

Script Code: 509051

Subject: Declaration of Voting Result under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of 40th Annual General of the Company held on September 30, 2022.

Dear Sir/Madam,

With reference to above, we are informing that we have received the voting results and scrutiniser Report and hence submitting the Voting Results of the Resolutions stated in the Notice of 40th Annual General Meeting of the Company held on Friday, September 30, 2022.

We Request the Stock Exchange and Shareholders of the Company to take note of the Report and voting results.

The Copy of the voting result is enclosed herewith

Please take the same on your record and acknowledge the receipt of the same.

Thanking You.

Yours Faithfully,

For Indian Infotech & Software Limited

MANISH
KUMAR
BADOLA

Digitally signed by
MANISH KUMAR BADOLA
Date: 2022.10.04 12:20:37
+05'30'

Manish Badola
Executive Director
DIN: 05016172



BRAJESH GUPTA & Co.

COMPANY SECRETARY IN PRACTICE

ICSI UCN- SS2020752900, PRN-2012/2022

Add: I-74, LIG COLONY, INDORE (M.P.)-452007

Ph. No. +91756666512, email-id: brajesh.cs19@gmail.com

REPORT OF SCRUTINIZER

To,
The Chairman,
M/s Indian Infotech & Software Ltd.

Office No. 110, 1st Floor, Golden Chamber
Pre Co-Op Soc Ltd. New Link Road Andheri
West Mumbai-400053,

Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting through electronic voting system at the 40th Annual General Meeting of the Members of **M/s Indian Infotech & Software Ltd** held on Friday, 30th September, 2022 at 3:00 PM through Video Conferencing ("VC") / Other Audio-visual Means ("OAVM").

Dear Sir,

We, Brajesh Gupta and Co., Practicing Company Secretary, Indore, have been appointed by the Board of Directors of **M/s Indian Infotech & Software Ltd** ("the Company") as Scrutinizer for the purpose of scrutinizing the e-voting facility both for e-voting prior to the AGM (remote e- voting) and E-voting at the AGM by electronics means (e-voting at AGM and ascertaining the requisite majority on the voting carried out on the resolutions contained in the Notice of 40th AGM (hereinafter referred to as "the resolutions") dated 3rd September, 2022 of the 40th Annual General Meeting as per the provisions of Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21(2) of the Companies (Management and Administration) Rules, 2014.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the Listing Regulations with the Stock Exchanges, relating to Remote E-voting including voting by electronic means at AGM. My responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of votes cast by the members for the resolutions contained in the notice based on report generated from the electronic platform provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

I resubmit my report as under:

1. The notice of 40th AGM has been sent electronically to those members who have registered their email addresses with the Company or their Depository Participant in compliance with the aforesaid MCA Circulars and SEBI Circular.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General circular No. 14/2020, 17/2020 and 20/2020 dated 08th April 2020, 13th April 2020, 5th May 2020 and 5th May, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMDI/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India

("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 40th AGM of the company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 40th AGM shall be the Registered office of the Company.

3. The E-voting period remained open from 27th September, 2022 (9:00 AM) to 29th September, 2022 (5:00 PM) and the shareholders holding shares as on the "cut-off" date i.e., 23rd September, 2022 were entitled to vote on the proposed resolutions item no. 1 to 6 as set out in the Notice of the 40th AGM of the Company.

4. The Company had appointed Purva Sharegistry India Pvt. Ltd. for providing facilities to the shareholders for participation in the AGM through VC/OAVM and conducting the electronic voting by the shareholders at the AGM. After the time fixed for the closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.

5. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Act was not being available for the 40th AGM.

6. Participation of Members through VC/OAVM has been reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").

7. Total 33 members were present through VC/OAVM in the Annual General Meeting of the Company, out of 33 Members, 10 members casted their vote through remote E-voting and 2 members casted their vote at the time of AGM and other members were present in the AGM but not voted through any mode.

8. The e-voting results with details of equity shareholders who have voted "For" and "Against" the Resolutions stated in the Notice of 40th AGM and those who have abstained from voting were downloaded from the website of National Securities Depository Limited i.e., www.evoting.nsdl.com.

9. The members who had voted through remote e-voting were instructed not to vote at the e-voting facility at the time of meeting and the members who had casted votes e-voting as well as through e-voting facility at the time of meeting, the voting done by remote E-voting were considered.

10. The combined result of the e-voting and e-voting at the time of AGM is as under:

Resolution No. : 1
Nature of Resolution : Ordinary Resolution
Subject Matter : Adoption of Financial Statement for the financial year ended March 31, 2022

1. Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	180	1047174	99.08
E-voting During AGM	2	65	0.01
Total	182	1047239	99.09

2. Voted against the resolution:

Mode	Number of	Number of	% of total
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	members who voted	votes cast by them	number of valid votes cast
Remote E-Voting	3	9600	0.91
E-voting During AGM	0	0	0
Total	3	9600	0.91

3. Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-voting During AGM	0	0
Total	0	0

Resolution No. : 2
Nature of Resolution : Special Resolution
Subject Matter : To Regularize Mr. Sandeep Kumar Sahu (DIN: 06396817) as an Independent Non- Executive Director of the Company.

1. Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	174	944254	89.34
E-voting During AGM	2	65	0.01
Total	176	944319	89.35

2. Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	9	112520	10.65
E-voting During AGM	0	0	0
Total	9	112520	10.65

3. Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-voting During AGM	0	0
Total	0	0

Resolution No. : 3
Nature of Resolution : Ordinary Resolution

Subject Matter : To Approve the Change in Designation of Mr. Hemant Vadilal Modi from the Designation of Non-Executive Non- Independent Director to Executive Director.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	172	942769	89.21
E-voting During AGM	2	65	0.00
Total	174	942834	89.21

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	11	114005	10.79
E-voting During AGM	0	0	0
Total	11	114005	10.79

(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-voting During AGM	0	0
Total	0	0

Resolution No. : 4

Nature of Resolution : Special Resolution

Subject Matter : To approve increase in limit up to Rs. 500 Crores to make investments, Loan/Guarantee & Advances in excess of limits specified under Section 186 of Companies Act, 2013

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	175	944026	89.49
E-voting During AGM	2	65	0.01
Total	177	944091	89.50

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
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Remote E-Voting	7	110748	10.50
E-voting During AGM	0	0	0
Total	7	110748	10.50

(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-voting During AGM	0	0
Total	0	0

Resolution No. : 5
Nature of Resolution : Ordinary Resolution
Subject Matter : To Approve increase in limit up to Rs. 250 Crores of Related Party Transaction

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	171	941896	89.29
E-voting During AGM	2	65	0.01
Total	173	941961	89.30

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	11	112878	10.70
E-voting During AGM	0	0	0
Total	11	112878	10.70

(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-voting During AGM	0	0
Total	0	0

Resolution No. : 6
Nature of Resolution : Special Resolution
Subject Matter : To approve increase in limit up to Rs. 500 Crores of borrowing power in excess of limits specified under Section 180 (1) (C) of Companies Act, 2013.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	175	944926	89.41
E-voting During AGM	2	65	0.01
Total	177	944991	89.41

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	8	111848	10.58
E-voting During AGM	0	0	0
Total	8	111848	10.58

(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-voting During AGM	0	0
Total	0	0

The electronic data and all other relevant records relating to the VC/OAVM and e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Note: According to the E-voting report downloaded from NSDL and voting through VC/OAVM in the Annual General Meeting, since the majority votes cast are in the favor, all the resolutions set out in the notice of AGM vide Resolution no. 1 to 6 passed with requisite majority.

**For Brajesh Gupta and Co.
Practicing Company Secretary**



**Brajesh Gupta, Proprietor
Membership No.: 33070
UDIN: A03370D001128263**

Date: 03/10/2022

Indian Infotech and Software Limited

(CIN:L70100MH1982PLC027198)

Registered Office: Office No. 110, 1st Floor, Golden Chamber Pre Co-Op Soc Ltd. New Link Road Andheri West Mumbai-400053

Ph:-022-49601435; E-mail:- indianinfotechsoftware@yahoo.com, Website:- www.indianinfotechandsoftwareltd.in

Voting Results

Date of AGM :		30 th September, 2022						
Total No. of Shareholders on record date:		2,69,371						
No. of Shareholders present in the meeting either in person or through proxy:		N.A.						
Promoters & Promoter Group :		N.A.						
Public :		N.A.						
No. of Shareholders attending the meeting through Video Conferencing:		33						
Promoters and Promoter Group :		4						
Public :		29						
Agenda - wise disclosure (to be disclosed separately for each agenda item)								
ITEM NO. 1: Adoption of Accounts								
Resolution required :		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution? :		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	164,974,700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
Total		164974700	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	133283439	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
Total		133283439	0	0	0	0	0.00	0.00
Public - Non Institutions	E-Voting	707,331,361	1056839	0.14	1047239	9600	99.08	0.91
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
Total		707331361	1056839	0.14	1047239	9600	99.09	0.91
Total		1005589500	1056839	0.11	1047239	9600	99.09	0.91

ITEM NO. 2: TO REGULARISE MR. SANDEEP KUMAR SAHU (DIN: 06396817) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR OF THE COMPANY.								
Resolution required :		Special						
Whether promoter/promoter group are interested in the agenda/resolution? :		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	164,974,700	0	0.00	0	0	0.00	0.00

Promoter and Promoter Group	Poll	164,974,700	0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	164974700	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	133283439	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	133283439	0	0	0	0	0.00	0.00
Public - Non Institutions	E-Voting	707,331,361	1056839	0.14	944319	112520	89.35	10.65
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	707331361	1056839	0.14	944319	112520	89.35	10.65
Total		1005589500	1056839	0.11	944319	112520	89.35	10.65

Item No.3: TO APPROVE THE CHANGE IN DESIGNATION OF MR. HEMANT VADILAL MODI FROM THE DESIGNATION OF NON-EXECUTIVE NON-INDEPENDENT DIRECTOR TO EXECUTIVE DIRECTOR.								
Resolution required :			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution? :			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	164,974,700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	164974700	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	133283439	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	133283439	0	0	0	0	0.00	0.00
Public - Non Institutions	E-Voting	707,331,361	1056839	0.14	942834	114005	89.20	10.79
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	707331361	1056839	0.14	942834	114005	89.21	10.79
Total		1005589500	1056839	0.11	942834	114005	89.21	10.79

Item No.4: TO APPROVE INCREASE IN LIMIT UP TO RS. 500 CRORES TO MAKE INVESTMENTS, LOAN/GUARANTEE & ADVANCES IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013:								
Resolution required :			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution? :			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	164,974,700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00

	Total	164974700	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	133283439	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	133283439	0	0	0	0	0.00	0.00
Public - Non Institutions	E-Voting	707,331,361	1056839	0.14	944091	110748	89.49	10.48
	Poll		0	0.00	0	0	0.01	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	707331361	1056839	0.15	944091	110748	89.33	10.48
Total		1005589500	1056839	0.11	944091	110748	89.33	10.48

Item No.5: TO APPROVE INCREASE IN LIMIT UP TO RS. 250 CRORES OF RELATED PARTY TRANSACTION								
Resolution required :			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution? :			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	164,974,700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	164974700	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	133283439	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	133283439	0	0	0	0	0.00	0.00
Public - Non Institutions	E-Voting	707,331,361	1056839	0.14	941961	112878	89.13	10.68
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	707331361	1056839	0.15	941961	112878	89.13	10.68
Total		1005589500	1056839	0.11	941961	112878	89.13	10.68

Item No.6: TO APPROVE INCREASE IN LIMIT UP TO RS. 500 CRORES OF BORROWING POWER IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 180 (1) (C) OF COMPANIES ACT, 2013.								
Resolution required :			Special					
Whether promoter/promoter group are interested in the agenda/resolution? :			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	164,974,700	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	164974700	0	0.00	0	0	0.00	0.00

Public - Institutions	E-Voting	133283439	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0	0	0	0.00	0.00
	Total	133283439	0	0	0	0	0.00	0.00
Public - Non Institutions	E-Voting	707,331,361	1056839	0.14	944991	111848	89.41	10.58
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	707331361	1056839	0.15	944991	111848	89.42	10.58
Total		1005589500	1056839	0.11	944991	111848	89.42	10.58

Manish Badola
Managing Director
DIN:05016172

MANISH Digitally signed
by MANISH
KUMAR KUMAR BADOLA
Date: 2022.10.04
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