

Date: 30<sup>th</sup> September, 2023

To,  
The Department of Corporate Services,  
BSE Limited Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

Scrip Code - 509051; Scrip Id - INDINFO.

Kind Attn: The Manager, Department of Corporate Services.

**Subject: Declaration of Voting Result under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 of 41st Annual General Meeting of the Company held on September 29,2023.**

Dear Sir/Madam,

With reference to above, we would like to state that the 41<sup>st</sup> Annual General meeting of the Company held on Friday September 29, 2023 through Video Conferencing ("VC")/Other audio-visual Means ("OAVM").

Please find enclosed herewith:

1. Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015;
2. Scrutinizer Report on E-Voting as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014;

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

Thanking You,  
Yours faithfully,

For Indian Infotech & Software Limited



Manish Badola  
Managing Director  
DIN: 05016172  
ENCL: As Above.

**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**

**Voting Results of 41st Annual General Meeting**

**Date:30-09-2023**

<b>Date of Annual General Meeting :</b>	<b>29.09.2023</b>
<b>Total No. of Shareholders on record date:</b>	<b>327298</b>
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters &amp; Promoter Group :</b>	<b>N.A.</b>
<b>Public :</b>	<b>N.A.</b>
<b>No. of Shareholders attending the meeting through Video Conferencing:</b>	
<b>Promoters and Promoter Group :</b>	
<b>Public :</b>	<b>49</b>

Agenda - wise disclosure (to be disclosed separately for each agenda item)

**Ordinary Business**

**ITEM NO. 1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon;**

**Resolution required :**

**Ordinary**

Whether promoter/promoter group are interested in the agenda/resolution? :

No

Category	Mode of Voting	No. of shares held (1)	Ordinary					
			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	8,11,35,389						
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>8,11,35,389</b>						
Public - Institutions	E-Voting	500						
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>500</b>						
Public - Non Institutions	E-Voting	92,44,53,611						
	Poll		9975068	1.08	9930596	44472	99.55	0.45
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>92,44,53,611</b>						
<b>Total</b>		<b>1,00,55,89,500</b>	<b>0</b>	<b>1.08</b>	<b>9930596</b>	<b>44472</b>	<b>99.55</b>	<b>0.45</b>

**Ordinary Business**
**ITEM NO. 2: To appoint a director in place of Hemant Vadilal Modi (DIN 09630204), who retires by rotation and, being eligible, offers himself for re-appointment**
**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	8,11,35,389	0	0.00	0	0	0.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	<b>8,11,35,389</b>						
Public - Institutions	E-Voting	500	0	0	0	0	0.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	<b>500</b>						
Public - Non Institutions	E-Voting	92,44,53,611	9976068	1.08	8633716	1342352	86.54	13.46
	Poll							
	Postal Ballot (if applicable)							
	Total	<b>92,44,53,611</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,00,55,89,500</b>	<b>0</b>	<b>1.08</b>	<b>8633716</b>	<b>1342352</b>	<b>86.54</b>	<b>13.46</b>

**Special Business**
**ITEM NO. 3: 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 :**
**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	8,11,35,389	0	0.00	0	0	0.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	<b>8,11,35,389</b>						
Public - Institutions	E-Voting	500	0	0	0	0	0.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	<b>500</b>						
Public - Non Institutions	E-Voting	92,44,53,611	9976071	1.08	9917499	58572	99.41	0.59
	Poll							
	Postal Ballot (if applicable)							
	Total	<b>92,44,53,611</b>	<b>9976071</b>	<b>1.08</b>	<b>9917499</b>	<b>58572</b>	<b>99.41</b>	<b>0.59</b>
<b>Total</b>		<b>1,00,55,89,500</b>	<b>9976071</b>	<b>1.08</b>	<b>9917499</b>	<b>58572</b>	<b>99.41</b>	<b>0.59</b>

Special Business

ITEM NO. 4: 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	8,11,35,389	0	0.00	0	0	0.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>8,11,35,389</b>						
Public - Institutions	E-Voting	500	0	0	0	0	0.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>500</b>						
Public - Non Institutions	E-Voting	92,44,53,611	9976071	1.08	8719281	1256790	87.40	12.60
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>92,44,53,611</b>						
<b>Total</b>		<b>1,00,55,89,500</b>	<b>0</b>	<b>1.08</b>	<b>8719281</b>	<b>1256790</b>	<b>87.40</b>	<b>12.60</b>

ITEM NO. 5: 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	8,11,35,389						
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	<b>8,11,35,389</b>						
Public - Institutions	E-Voting	500						
	Poll		0	0	0	0.00	0.00	
	Postal Ballot (if applicable)							
	Total	<b>500</b>						
Public - Non Institutions	E-Voting	92,44,53,611						
	Poll		9974571	1.08	8714259	1260312	87.36	12.63
	Postal Ballot (if applicable)							
	Total	<b>92,44,53,611</b>						
<b>Total</b>		<b>1,00,55,89,500</b>	<b>9974571</b>	<b>1.08</b>	<b>8714259</b>	<b>1260312</b>	<b>87.36</b>	<b>12.63</b>



***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](mailto: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

Dear Sir,

Sub: 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 41<sup>st</sup> Annual General Meeting of the Members of M/s Indian Infotech & Software Ltd. held on Friday, 29<sup>th</sup> September, 2023 at 10:30 AM through Video Conferencing ("VC") / Other Audio-visual Means ("OAVM").

I, Brajesh Gupta & Co, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Indian Infotech & Software Ltd pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 41st Annual General Meeting ("AGM") of Indian Infotech & Software Ltd on Friday, September 29, 2023 at 10.30 a.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The notice dated September 04, 2023, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.

The voting period for remote e-voting commenced on Tuesday, September 26, 2023 (9.00 a.m. IST) and ended on Thursday, September 28, 2023 (5.00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, September 22, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked

I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein

based on the data downloaded from the NSDL e-voting system.

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 poll including voting by electronic means. 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 now submit my consolidated report as under on the results of the remote e-voting and e-voting during the AGM in respect of the said resolutions:

Resolution No 1  
 Nature of Resolution Ordinary Resolution  
 Subject Matter To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon;

(iv) 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	334	9930595	99.55
E-Voting at AGM	1	1	0.00
Total	335	9930596	99.55

(v) 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	44472	0.45
E-Voting at AGM	-	-	
Total	9	44472	0.45

(vi) 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 at AGM	0	0
Total	0	0

Resolution No 2  
 Nature of Resolution Ordinary Resolution  
 Subject Matter To appoint a director in place of Hemant Vadilal Modi (DIN 09630204), who retires by rotation and, being eligible, offers himself for re-appointment;

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	323	8633715	86.54
E-Voting at AGM	1	1	0.00
Total	324	8633716	86.54

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	21	1342352	13.46

E-Voting at AGM	-	-	
Total	21	1342352	13.46

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 at AGM	0	0
Total	0	0

Resolution No 3  
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	331	9917498	99.41
E-Voting at AGM	1	1	0.00
Total	332	9917499	99.41

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	14	58572	0.59
E-Voting at AGM	-	-	
Total	14	58572	0.59

iii) Invalid votes:

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

Resolution No 4  
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	321	8719280	87.40
E-Voting at AGM	1	1	0.00
Total	322	8719281	87.40

i) Voted against the resolution:

Mode	Number of members of who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	24	1256790	12.60
E-Voting at AGM	-	-	
Total	24	1256790	12.59

iii) Invalid votes:

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



Total		
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Resolution No 5  
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

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	324	8714258	87.36
E-Voting at AGM	1	1	0.00
Total	325	8714259	

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	20	1260312	12.64
E-Voting at AGM	-	-	
Total	20	1260312	12.64

iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting		
E-Voting at AGM		
Total		

The electronic data and all other relevant records relating to the 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 Remote E-voting and E-voting at AGM, report downloaded from National Securities Depository Limited (NSDL) since the majority votes cast in the favor of all the resolutions set out in the notice of AGM hence the Resolution no. 1 - 5 passed with requisite majority.

For Brajesh Gupta & Co.



CS Brajesh Gupta  
Practicing Company Secretary  
Mem No.: 33070  
COP No.: 21306  
UDIN: A033070E001130617

Place: Indore  
Date: 29th September, 2023