

# INFORMED TECHNOLOGIES INDIA LIMITED

CIN L99999MH1958PLC011001

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

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**Date: September 04, 2021**

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

Dear Sir/Madam,

**SCRIP CODE: - 504810**

**Sub: Notice of the 63<sup>rd</sup> Annual General Meeting (AGM) of the Company for the Financial Year 2020-21 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 63<sup>rd</sup> AGM of the Company schedule to be held on Tuesday, September 28, 2021 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. Tuesday, September 21, 2021. The remote e-voting begins on Saturday, September 25, 2021 at 9:00 AM and ends on Monday, September 27, 2021 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**

**NOTICE**

**NOTICE** is hereby given that the Sixty Third Annual General Meeting of the Members of **Informed Technologies India Limited** will be held **on Tuesday, September 28, 2021 at 2:00 PM** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

**ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 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, 2021 together with the Auditors Report thereon.
- To appoint a Director in place of Mr. Gautam Khandelwal (DIN 00270717), who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

- RE-APPOINTMENT OF MRS. SUELVE GAUTAM KHANDELWAL (DIN: 00270811) AS AN EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD APRIL 01, 2021 TO OCTOBER 01, 2021**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 188 and 203 read with Schedule V and all other applicable provisions of the Companies Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of **Mrs. Suelve Gautam Khandelwal (DIN: 00270811)** as a Whole Time Director of the Company designated as “Executive Director”, whose office will be liable to determination by retirement by rotation, for a period from April 01, 2021 to October 01, 2021, on the terms and conditions of re-appointment including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Suelve Gautam Khandelwal (DIN: 00270811), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the re-appointment, the Executive Director shall be paid salary, perquisites and other allowances as set out in the Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time, in accordance with the provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 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 2021-2022 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 Cr)
1.	Mr. Arnold Allen	Foreign Holding Company's Secretary	Availing of Services	0.10
2.	Nagpur Power And Industries Limited	Same Promoter Group Company	Re-imbursments of Expenses to/from group company	2.00
3.	The Motwane Mfg. Co. Pvt. Ltd	Subsidiary of Group Company	Re-imbursments of Expenses to/from group company	2.00
4.	The Motwane Mfg. Co. Pvt. Ltd	Subsidiary of Group Company	Availing & Providing of Services	2.00
5.	Mrs. Rupmala Agarwal	Relative of MD of Group Company	Availing of Services	0.10

“**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.”

**APPOINTMENT OF SIA GAUTAM KHANDELWAL AS AN EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM AUGUST 16, 2021**

The following two resolutions are for the appointment of Ms. Sia Gautam Khandelwal as an Executive Director of the Company and payment of Remuneration to her.

**5. APPOINTMENT OF MS. SIA GAUTAM KHANDELWAL (DIN 09281195) AS DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** Ms. Sia Gautam Khandelwal (DIN 09281195), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 16, 2021 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the company.”

**6. APPOINTMENT OF MS. SIA GAUTAM KHANDELWAL (DIN 09281195) AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 188 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) 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), approval of the Members of the Company be and is hereby accorded to the appointment of Ms. Sia Gautam Khandelwal (DIN 09281195) as Whole Time Director of the Company designated as “Executive Director” for a period of 3 (three) years with effect from August 16, 2021 on the terms and conditions of appointment including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Ms. Sia Gautam Khandelwal (DIN 09281195), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. SALE OF INVESTMENTS MADE BY THE COMPANY IN THE EQUITY SHARES OF ENTECRES LABS PRIVATE LIMITED**

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

“**RESOLVED THAT** in terms of Section 180, 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder (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), and subject to such other approvals, consent, permission and sanctions of any authority as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board to directly or indirectly divest its entire stake in Entecres Labs Private Limited comprising of 4,680 ( Four Thousand Six Hundred and Eighty) equity shares having face value of Rs. 10/- (Rupees Ten only) each (“Entecres Shares”) either in whole or in part or in one or more tranches for a consideration of not less than Rs. 4792.00 (Rupees Four Thousand Seven Hundred Ninety Two Only) per equity share to (“Promoter Entity”), pursuant to the offer made by the promoter entity on August 13, 2021.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to take such actions, seek such approvals, and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regards to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith and to delegate power from time to time, to any Committee of the Board or individuals as it may deem fit for the purpose of giving effect to the above resolution.”

**8. SHIFTING OF REGISTERED OFFICE OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies

Act, 2013 (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 be and is hereby accorded for shifting the Registered Office of the Company from 20, Nirmal, Nariman Point, Mumbai 400 021, Maharashtra' to 'Unit No. 302/303, Millennium Business Park, Bldg. No. 4, Sector No. 3, TTC. MIDC, Mahape, Navi Mumbai – 400710, Maharashtra'.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constituted to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

For and on behalf of the Board

Place: Mumbai  
Date: August 13, 2021

**Registered Office:**

“Nirmal”, 20<sup>th</sup> Floor, Nariman Point, Mumbai 400021  
CIN: L99999MH1958PLC011001 | Website: www.informed-tech.com

**Gautam Khandelwal**  
Chairman  
DIN 00270717

**NOTES**

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 and 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 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. The deemed venue for the 63<sup>rd</sup> AGM will be the registered office of the company i.e 20<sup>th</sup> Floor, Nirmal Building, Nariman Point, Mumbai 400021.
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 to 8 and the relevant details of the Directors seeking appointment and 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 59<sup>th</sup> Annual General Meeting held on September 28, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> 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, Attendance Slip and the Route Map for the venue of AGM 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](mailto:itil_investor@informed-tech.com).
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 22, 2021 to Tuesday, September 28, 2021 (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 2020-21 the Company has transferred unpaid dividend for the financial year ended March 31, 2013 to IEPF. Further, in the year 2021-22, the Company would be transferring the unclaimed or unpaid final dividend for the year ended March 31, 2014 to IEPF. Thus, shareholders are requested to claim the dividend on or before October 11, 2021. 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](http://www.informed-tech.com)), the information on dividend which remains unclaimed with the Company as on Wednesday, September 30, 2020 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](http://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 Bombay Stock Exchange for the Financial Year 2021-22.
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](mailto: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, 2021 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 2020-21 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 2020-21 will also be available on the Company's website [www.informed-tech.com](http://www.informed-tech.com) and website of the Bombay Stock Exchange at [www.bseindia.com](http://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](mailto: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.: 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](mailto:itil_investor@informed-tech.com).
19. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence.
20. *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.*
21. **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/RTA AT MUMBAI.**
22. 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.
23. 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.

24. 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.
25. *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.*
26. **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 Saturday, September 25, 2021 (9:00 AM) and ends on Monday, September 27, 2021 (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 Tuesday, September 21, 2021, 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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 above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- 1) Click on “Shareholders” module.
- 2) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

- 4) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>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).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **<INFORMED TECHNOLOGIES INDIA LIMITED>** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [itil\\_investor@informed-tech.com](mailto:itil_investor@informed-tech.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful



login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [itil\\_investor@informed-tech.com](mailto:itil_investor@informed-tech.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [itil\\_investor@informed-tech.com](mailto:itil_investor@informed-tech.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.

**C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders – please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- D. 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 Tuesday, September 21, 2021.
- E. Mr. Sanam Umbargikar, Partner of M/s. DSM and Associates, Practicing Company Secretary (Membership No. 26141, COP No. 9394), has been appointed as the scrutinizer to scrutinize the e-voting and voting at the AGM through VC/ OAVM facility in a fair and transparent manner.
- F. The scrutinizer after scrutinizing the votes cast at the meeting held through VC/OAVM facility and through remote e-voting will, not later than 2 working days of conclusion of the meeting make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorized by him in writing, who shall countersign the same.
- G. The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website [www.informed-tech.com](http://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.

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

Name Of Director	Mr. Gautam Khandelwal	Ms. Sia Khandelwal	Mrs. Suelve Khandelwal
DIN NO.	00270717	09281195	00270811
Date of Birth (Age)	01.04.1962 (59 Years)	18.08.1995 (26 Years)	02.06.1964 (57 Years)
Nationality	Indian	Indian	Indian
Date of Appointment	09.03.1988	16.08.2021	01.04.2015
Qualifications	He holds a BA (Economics) from the University of Mumbai and studied Economics for One Year from London School of Economics.	She Graduated in 2017 from Barnard College of Columbia University with a BA in Urban Studies and Economics.	She holds a Graduate degree from University of Delhi.
Expertise in specific functional areas	He is having about 31 years of business experience across various industries.	She will be responsible for business diversification, organizational development and growth of the Company.	Business
Directorships held in other companies	<ol style="list-style-type: none"> <li>1. Nagpur Power And Industries Limited</li> <li>2. The Motwane Mfg. Co. Pvt. Ltd.</li> <li>3. Varroc Polymers Pvt. Ltd.</li> <li>4. Varroc Engineering Ltd.</li> <li>5. Gras Education &amp; Training Services Pvt. Ltd.</li> <li>6. Zeppelin Investments Pvt. Ltd.</li> <li>7. Entecres Labs Private Limited</li> <li>8. Khandelwals Limited (UK Co.)</li> <li>9. Durovalves India Private Limited</li> <li>10. Testdata Technologies Private Limited</li> <li>11. Telemetrics Equipments Private Limited</li> </ol>	Nil	<ol style="list-style-type: none"> <li>1. Zeppelin Investments Pvt. Ltd.</li> <li>2. Khandelwals Limited (UK Co.)</li> <li>3. TestData Technologies Private Limited</li> <li>4. TypeOut Media Private Limited</li> </ol>
Committee position held in other companies	<p><b>AUDIT COMMITTEE</b> Nagpur Power And Industries Limited Varroc Engineering Limited Durovalves India Private Limited Varroc Polymers Private Limited</p> <p><b>STAKE HOLDER RELATIONSHIP COMMITTEE</b> Nagpur Power And Industries Limited Varroc Engineering Limited</p> <p><b>NOMINATION AND REMUNERATION COMMITTEE</b> Nagpur Power And Industries Limited Varroc Engineering Limited Durovalves India Pvt. Ltd.</p> <p><b>CSR COMMITTEE</b> Varroc Engineering Limited Varroc Polymers Private Limited</p>	Nil	Nil
No. of shares held in the Company	1,10,751 Equity Shares	40,250 Equity Shares	1,01,580 Equity Shares
Inter-se relationship between Directors, Manager and Key Managerial Personnel	Spouse of Mrs. Suelve Gautam Khandelwal, Executive Director of the Company	Daughter of Mr. Gautam Premnath Khandelwal (Chairman) & Mrs. Suelve Gautam Khandelwal, (Executive Director)	Spouse of Mr. Gautam Premnath Khandelwal, Chairman of the Company
Disclosure of relationship with promoter of the Company	He is promoter of the Company	She is part of promoter group 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****RE-APPOINTMENT OF MRS. SUELVE GAUTAM KHANDELWAL (DIN: 00270811) AS AN EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD APRIL 01, 2021 TO OCTOBER 01, 2021**

Mrs. Suelve Gautam Khandelwal has been the Executive Director of the Company since April 01, 2015 and further re-appointed on April 01, 2018 for a period of 3 years.

The Board of Directors of the Company (the 'Board'), at its meeting held on March 30, 2021 has, subject to the approval of members, re-appointed Mrs. Suelve Gautam Khandelwal as Whole Time Director of the Company designated as "Executive Director", whose office will be liable to determination by retirement by rotation, for a period of 3 (three) years from April 01, 2021 at a remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. Further, Mrs. Suelve Gautam Khandelwal has sent her resignation from the post of Director w.e.f. October 01, 2021 at the Board Meeting held on August 13, 2021.

**Brief profile of Mrs. Suelve Gautam Khandelwal is as follows:**

Mrs. Suelve Gautam Khandelwal has been the Executive Director of the Company in the past, and as such she is aware with the business operations of the Company.

Mrs. Suelve Gautam Khandelwal is responsible for business diversification, business process re-engineering, organizational development in the Company and had significantly contributed in past to the overall performance and growth of the Company. In recognition of her valuable contribution, the nomination and remuneration committee and the Board of Directors at its meeting held on March 30, 2021 and further to her resignation dated Aug 13, 2021, the board have recommended the appointment of Mrs. Suelve Khandelwal as "Executive Director" of the Company for a period from April 01, 2021 to October 01, 2021.

Mrs. Suelve Gautam Khandelwal aged 57 years holds a graduate degree from the University of Delhi. She is responsible for business diversification, business process re-engineering, organizational development in the Company. She has significantly contributed to the overall performance and growth of the Company. She is also on Board of Zeppelin Investments Private Limited, Typeout Media Private Limited, TestData Technologies Private Limited and Khandelwals Limited, London. She is spouse of Mr. Gautam Khandelwal, Chairman of the Company.

The material terms of appointment and remuneration as contained in the Re-appointment letter are given below: -

**i) Remuneration:**

- a) Basic Salary: Rs. 24 Lakhs per annum or such amount as may be decided by the Board of Directors with such increment as may be decided by the Board of Directors from time to time.
- b) benefits, perquisites and allowances shall include furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses, gas, electricity, water, furnishing and repairs, medical reimbursement for self and family, Children education allowances (at present Rs. 20,000/- per month per child), leave travel concession for self and family, club fees and expenses, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with Companies policies and determined by the Board from time to time. The value of the perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in absence of any such rules. However, the Company's contribution to provident fund, gratuity and leave encashment at the end of the tenure, as per the rules of the Company and to the extent are not taxable under the Income- tax law, shall not be included for the purpose of the overall ceiling of remuneration.
- c) Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging during business trips; and provisions of car and communication expenses for use in respect to Company's business shall be reimbursed at actual and would not be considered as perquisites.
- d) Provision of car, telephone, audio and video conference facilities at residence, Internet and other communication facilities at residence, on Company's business, would not be considered as perquisites.
- e) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure as a Whole Time Director, the Company has no profits or its profits are inadequate, the Company may subject to requisite approvals, pay remuneration by way of basic salary, benefits, perquisites and allowances as specified above, and within the limits laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

**ii) Other Terms:**

The period of office of Mrs. Suelve Gautam Khandelwal shall be liable to determination by retirement of directors by rotation. If Mrs. Suelve Gautam Khandelwal is re-appointed as a director, immediately on retirement by rotation she shall continue to hold office of Whole-time Director designated as "Executive Director" and such re-appointment as director shall not be deemed to constitute break in her appointment as a Whole-time Director designated as "Executive Director".

**iii) General:**

- a) The Executive Director will perform her duties as such with regard to all work of the Company and she will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Executive Director will be under the overall authority of the Board of Directors of the Company.
- b) The Executive Director shall act in accordance with the Article of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.
- c) The office of the Executive Director may be terminated by the Company by giving One months' prior notice in writing. Also the Executive Director can resign by giving One Months' prior notice in writing subject to approval of the board of directors of the Company.

Mrs. Suelve Khandelwal is interested in the Resolution mentioned at Item No. 3 of the Notice with regard to her respective appointment. None of the Directors and Key Managerial Personnel's of the Company or their relatives except Mr. Gautam Khandelwal is interested in or concerned with the said Resolution.

The Board of Directors recommends the Resolutions at Item No. 3 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

**Statement as per Section II, Part II of Schedule V of the Companies Act, 2013:**

**I. GENERAL INFORMATION:**

1	Nature of Industry	Back Office Processing Unit
2	Date or expected date of commencement of commercial production	Fresh certificate of Incorporation was received upon change of name dated August 06, 2001 and there upon the company started its IT enabled services BPO unit from the year 2002.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	As per balance sheet
5	Export performance and net foreign exchange Collaborations	The entire revenue from operations is arising from export of IT enabled services.
6	Foreign investments or collaborators, if any	None

**II. INFORMATION OF APPOINTEE: MRS. SUELVE GAUTAM KHANDELWAL**

1	Background details	She holds a Graduate degree from University of Delhi.
2	Past remuneration	Rs. 24,00,000/- per annum
3	Recognition or awards	None
4	Job Profile and her suitability	Overall Management of affairs of the company.
5	Remuneration proposed	Rs. 24,00,000/- per annum
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Not Available
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Part of Promoter Group. Also wife of Mr. Gautam Khandelwal, Chairman of the Company.

**III. OTHER INFORMATION**

1	Reasons of loss or inadequate profits	Company is in a growing stage and under revenue constraints.
2	Steps taken or proposed to be taken for improvement	The Board of Directors of the Company is devoted to developing customer relationship for gaining more business from them.
3	Expected increase in productivity and profits in measurable terms	The Board is hopeful of improvements in profits in coming years.

**Item No. 4**

**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. 4 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. 4 for the approval of the Members as an Ordinary Resolution.

**Item No. 5 & 6**

**Appointment Of Ms. Sia Gautam Khandelwal (DIN 09281195) as Director of The Company**

**And**

**Appointment Of Ms. Sia Gautam Khandelwal (DIN 09281195) as an Executive Director of The Company**

As per the provisions of Section 149 (1) of the act, the company should have atleast 1 (one) woman director as Mrs. Suelve Khandelwal, Executive Director of the Company has placed her resignation w.e.f. October 01, 2021. Keeping in view the above legal requirements, the Board has appointed Ms. Sia Gautam Khandelwal, as an Additional Director with effect from August 16, 2021 after recommendation of Nomination And Remuneration Committee. The Board has also appointed her as an Executive Director (ED) effective the same date, for a period of three years, on the terms and conditions as specified below, subject to the approval of the Members.

Ms. Sia Gautam Khandelwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds 40,250 no. of equity shares in the Company.

As per the provisions of Section 161 (1) of the Act, she holds office of Additional Director only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

**A brief profile of Ms. Sia Gautam Khandelwal is given below:**

Ms. Sia Khandelwal Graduated in 2017 from Barnard College of Columbia University with a BA in Urban Studies and Economics. She has also Completed PG diploma in Indian Aesthetics from Jnanapravaha Institute in Mumbai in 2019. It is further informed to the board that given the nature of our business, her foreign education and global exposure will be very useful in the future growth of the company.

She will be responsible for business diversification, organizational development and growth of the Company. The nomination and remuneration committee and the Board of Directors at its meeting held on August 13, 2021 have recommended the appointment of Ms. Sia Gautam Khandelwal as "Executive Director" of the Company for a period of 3 years w.e.f August 16, 2021 to August 15, 2024.

**The main terms and conditions of appointment of Ms. Sia Gautam Khandelwal (hereinafter referred to as "Executive Director") is given below:**

I. Basic Salary	Rs. 24,00,000.00 Per Annum
II. Perquisites/ Allowance	benefits, perquisites and allowances shall include furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishing and repairs and leave travel concession for self and family including dependent, medical reimbursement for self and family, club fees and expenses, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with Companies policies and determined by the Board from time to time. The value of the perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in absence of any such rules. However, the Company's contribution to provident fund, gratuity and leave encashment at the end of the tenure, as per the rules of the Company and to the extent not taxable under the Income- tax law, shall not be included for the purpose of the overall ceiling of remuneration.

III. Reimbursement of Expenses	Expenses incurred for travelling boarding and lodging during business trips; and provisions of car for use on Company's business, telephone, audio and video conference facilities at residence, Internet and other communication facilities at residence, for Company's business, would not be considered as perquisites.
IV. Commissions	Commission in any year not exceeding 3% of the net profit of the Company computed in the manner referred under Section 197(1) of the Companies Act, 2013 or any statutory modification(s) or any re-enactment thereof.
V. Minimum Remuneration	Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of her tenure as a Whole Time Director, the Company has no profits or its profits are inadequate, the Company may subject to requisite approvals, pay remuneration by way of basic salary, benefits, perquisites and allowances as specified above, and within the limits laid down under Section II of Part II of Schedule V to the Companies Act, 2013.
VI. Other Terms	The period of office of Ms. Sia Gautam Khandelwal shall be liable to determination by retirement of directors by rotation. If Ms. Sia Gautam Khandelwal is re-appointed as a director, immediately on retirement by rotation she shall continue to hold office of Whole-time Director designated as "Executive Director" and such re-appointment as director shall not be deemed to constitute break in her appointment as Executive Director.
VII. General	<p>a. The Executive Director will perform her duties as such with regard to all work of the Company and she will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Executive Director will be under the overall authority of the Board of Directors of the Company.</p> <p>b. The Executive Director shall act in accordance with the Article of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.</p> <p>c. The Executive Director shall adhere to the Company's "Code of Conduct for Directors and Senior Management / Key Managerial Personnel".</p> <p>d. The office of the Executive Director may be terminated by the Company or the concerned Director by giving the other 1 (one) months' prior notice in writing.</p>

None of the Directors and Key Managerial Personnel's of the Company or their relatives except Mr. Gautam Khandelwal and Mrs. Suelve Gautam Khandelwal are interested in or concerned with the said Resolution.

The Board recommends the resolution set forth in Item No. 5 & 6 for the approval of the Members as an Ordinary & a Special Resolution respectively.

**Statement as per Section II, Part II of Schedule V of the Companies Act, 2013:**

**I. GENERAL INFORMATION:**

1	Nature of Industry	Back Office Processing Unit
2	Date or expected date of commencement of commercial production	Fresh certificate of Incorporation was received upon change of name dated August 06, 2001 and there upon the company started its IT enabled services BPO unit from the year 2002.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	As per balance sheet
5	Export performance and net foreign exchange Collaborations	The entire revenue from operations is arising from export of IT enabled services.
6	Foreign investments or collaborators, if any	None

**II. INFORMATION OF APPOINTEE: MS. SIA GAUTAM KHANDELWAL**

1	Background details	Graduated in 2017 from Barnard College of Columbia University with a BA in Urban Studies and Economics. She has also Completed PG diploma in Indian Aesthetics from Jnanapravaha Institute in Mumbai in 2019
2	Past remuneration	None
3	Recognition or awards	None
4	Job Profile and her suitability	Overall Management of affairs of the company.
5	Remuneration proposed	Rs. 24,00,000/- per annum
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Not Available
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Part of Promoter Group. Daughter of Mr. Gautam Premnath Khandelwal (Chairman) & Mrs. Suelve Gautam Khandelwal, (Executive Director)

**III. OTHER INFORMATION**

1	Reasons of loss or inadequate profits	Company is in a growing stage and under revenue constraints.
2	Steps taken or proposed to be taken for improvement	The Board of Directors of the Company is devoted to developing customer relationship for gaining more business from them.
3	Expected increase in productivity and profits in measurable terms	The Board is hopeful of improvements in profits in coming years.

**Item No. 7**

**SALE OF INVESTMENTS MADE BY THE COMPANY IN THE EQUITY SHARES OF ENTECRES LABS PRIVATE LIMITED**

The company holds 4,680 equity shares of Rs. 10/- each in Entecres Labs Private Limited constituting 27.96% of the paid up capital of Entecres Labs Private Limited and it's our Associate company. A Member of the current promoter group of the Company offered to purchase the Entecres Labs Private Limited shares. It is informed that due to the current pandemic scenario, there is a slow-down in the school business revive and there is no future visibility of when will the school business revive and due to this, there is uncertainty about the investment made by the company in Entecres Labs Private Limited. The board of the company has proposed selling the said investment in order to generate cash for the company so that it can be better utilized in other investment opportunities. Further, as there is currently no buyer for the investment, the promoter group has offered to purchase the said investment at fair value as per valuation report received from the Merchant Banker and Registered Valuer. The Audit Committee and the Board of Directors of the Company at their Meeting held on August 13, 2021 approved the sale of the Entecres Labs Private Limited to Zeppelin Investments Private Limited, a promoter group entity at a price of the Company at a price of not less than Rs. 4792.00 (Rupees Four Thousand Seven Hundred Ninety Two Only), per equity share as per valuation report.

**Statutory provisions under which the said approval is being sought:**

- a) In terms of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without the consent of the members by way of a special resolution at the general meeting of the company. In terms of explanation to Section 180(1)(a), the term 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression 'substantially the whole of the undertaking' in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.
- b) Further, as per Section 188(1) of the Act read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and Its Powers) Rules, 2014 made thereunder requires approval of the member for any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved is 10% or more of the net worth of the Company, as mentioned in clause (b) of Sub Section (1) of Section 188.

Additional information under Companies Act, 2013

a)	Name of the related party	Zeppelin Investments Private Limited, Promoter Group Entity
	Name of the director or key managerial personnel who is related, if any	Mr. Gautam Khandelwal, Mrs. Suelve Khandelwal and Ms. Sia Khandelwal
	(c) Nature of relationship	
	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of equity Shares of Entecres Labs Private Limited at a price of not less than Rs. 4791.93 per equity share
	Any other information relevant or important for the members to take a decision on the proposed resolution	NA

The promoters of the Company will not participate or vote on this resolution as prescribed under Section 188 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relatives except as mentioned above is in any way concerned or interested, financially or otherwise, in the above-referred resolution in Item No. 7.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members as a Special Resolution.

**Item No. 8**

**SHIFTING OF REGISTERED OFFICE OF THE COMPANY**

Presently, the Company's Registered Office is located at 20, Nirmal, Nariman Point, Mumbai 400 021, Maharashtra'. The Board of Directors of your Company at their meeting held on August 13, 2021 has decided to shift the Registered Office of the Company from the to 'Unit No. 302/303, Millennium Business Park, Bldg. No. 4, Sector No. 3, TTC. MIDC, Mahape, Navi Mumbai – 400710, Maharashtra' to carry on the business of the Company more economically and efficiently and with better operational convenience. As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot or can be taken in AGM if company provides evoting facility.

None of the Director, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution except as members of the Company.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members as a Special Resolution.

For and on behalf of the Board

Place: Mumbai  
Date: August 13, 2021

**Gautam Khandelwal**  
Chairman  
DIN 00270717

**Registered Office:**

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