

**NOTICE**

**NOTICE** is hereby given that 32<sup>nd</sup> Annual General Meeting of **INDO-CITY INFOTECH LIMITED** will be held on Monday, 30<sup>th</sup> September, 2024 at 10.00 A.M. at the registered office of the company, A6, Mittal Estate, Bldg No. 2, Andheri Kurla Road, Andheri (East), Mumbai-400 059 for transacting the following business :

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with the reports of Auditors and Directors thereon.
2. To appoint a director in place of Mrs. Shashi Aneel Jain (DIN: 00103505), who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:****3. Appointment of Mr. Girdharilal Gupta as an Independent Director:**

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

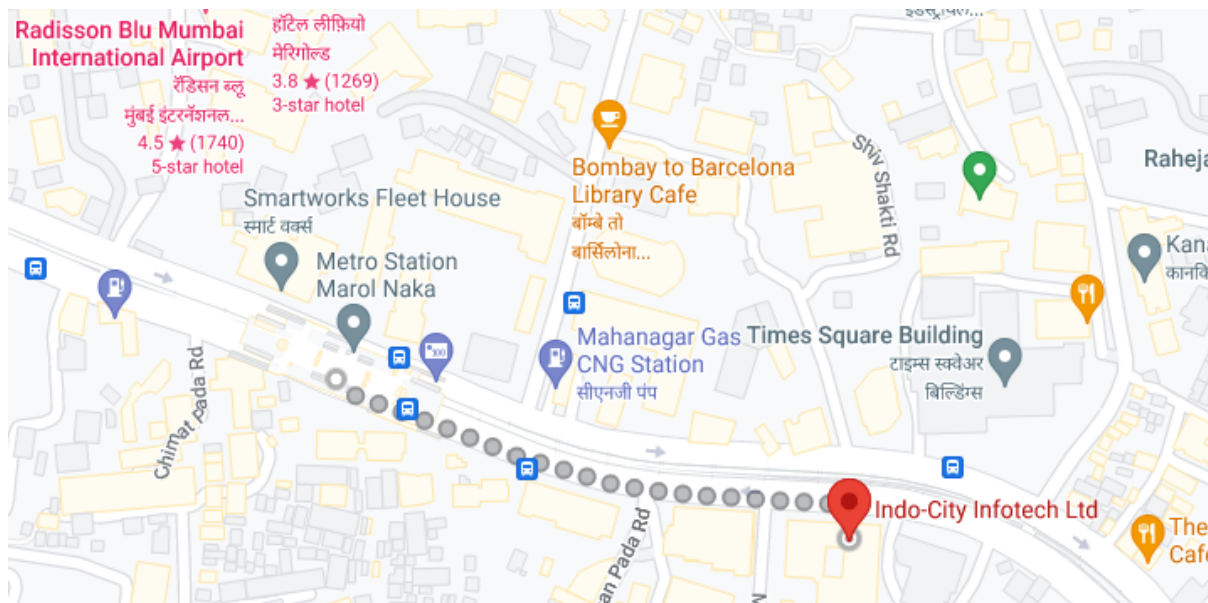
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), this meeting hereby approves the appointment of Mr. Girdharilal Gopilal Gupta (DIN: 10720014), who being eligible and offers himself for the appointment; as an Independent Director (Non-Executive) of the Company to hold office for a term of three consecutive years from the conclusion of the 32<sup>nd</sup> AGM till the conclusion of the 35<sup>th</sup> AGM of the company to be held in the year 2027, and whose office shall not be liable to retire by rotation.”

**Place: Mumbai**  
**Dated: 12<sup>th</sup> August, 2024**

**Registered Office**  
A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road,  
Andheri (E), Mumbai-400 059.

**By Order of the Board**  
**For Indo-City Infotech Limited**

**Aneel Jain**  
**Chairman & Managing Director**  
**DIN: 00030742**

**Route Map to venue of AGM as per the requirements of Secretarial Standards (SS-2)**

Landmark: Opp. Times Square, Near Marol Metro Station.

**NOTES**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. Proxies submitted on behalf of the Companies, societies etc. must be supported by an appropriate resolution/authority letter, as applicable. A member holding more than 10% of the total share capital Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Mrs. Shashi Aneel Jain retires by rotation at this meeting and seeks re-appointment. Her brief profile has been given in the Annexure to this Notice.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members are requested to notify immediately any change in their address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the company or to its Share Transfer Agents (M/s MCS Share Transfer Agent Limited) in respect of their holdings in physical form.
5. The register of members and the share transfer book will remain closed from Saturday, 21<sup>st</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (both days inclusive).
6. Members desirous of obtaining any information in respect of annual financial statement and operations of the Company are requested to write to the Company at least one week before the Annual General Meeting, to enable the Company to make the required information available at the Meeting.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made

thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s).

8. Shareholders are requested to bring their Copies of Annual Report in the Meeting.
9. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations by filing Form No. SH-13 in respect of the Equity Shares held by them, in physical form, duly completed and signed to the Company or its Registrar & Share Transfer Agents (RTA) in their own interest. Members holding shares in demat may get their nomination recorded with their respective Depository Participant (DP).

**10. VOTING:**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its Members the facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).
- II. The facility for voting through ballot paper voting system shall also be made available at the venue of the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot paper voting system.
- III. A member may participate in the AGM even after exerting his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IV. The Company has engaged the services of M/s Central Depository Services (India) Limited (CDSL) as the Agency to provide remote e-voting facility.
- V. The remote e-voting period commences from Friday, 27<sup>th</sup> September, 2024 (9.00 a.m.) and ends on Sunday, 29<sup>th</sup> September, 2024 (5.00 p.m.).
- VI. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by M/s CDSL upon expiry of the above period.
- VII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the record/cut-off date i.e. Friday, 20<sup>th</sup> September, 2024 only shall be entitled to avail the facility of remote e-voting or voting at the venue of the Meeting through ballot paper.
- VIII. A person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the record/cut-off date i.e. 20<sup>th</sup> September, 2024 can follow the process for generating the Login ID and Password as provided in the Notice of the AGM.
- IX. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.
- X. **Information and other instructions relating to remote e-voting are as under:**
  - (i) The voting period begins on 27<sup>th</sup> September, 2024 at 9.00 a.m. (IST) and ends on 29<sup>th</sup> September, 2024 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 20<sup>th</sup> September, 2024, may cast their vote electronically. The 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 venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID:

- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence No., it is communicated in the Attendance Slip.</li> </ul>
DOB or Dividend Bank Details	Enter the Date of Birth or folio in dd/mm/yyyy format or Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for INDO-CITY INFOTECH LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile application while voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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.
- (xxi) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the record/cut-off date i.e. 20<sup>th</sup> September, 2024 may follow the same instructions as mentioned above for e-Voting.
- (xxii) In case of any grievance connected with e-voting, the Members may write to Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 or call at toll free number 18002005533 or refer to the Frequently Asked Questions (FAQ) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
11. CS Nidhi Bajaj (ACS: 28907, COP: 14596), a Company Secretary in Practice of the Company Secretary Firm M/s Nidhi Bajaj & Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting at the meeting through ballot paper in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
12. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
13. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.indocity.co](http://www.indocity.co) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
15. As an austerity measure, copies of Annual Report will not be distributed at Annual General Meeting. Members are requested to bring their own copies to the Meeting.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.a.m. to 6.00 p.m.) on all working days except Sunday, and including the date of the Annual General Meeting of the Company.

**ANNEXTURE TO THE NOTICE****Explanatory statement in respect of special business pursuant to section 102 of the companies act, 2013****Item No. 3**

Mr. Brij Kishor Gupta (DIN: 00225078) the Independent Non-Executive Director of the company completes his second consecutive term at the conclusion of the 32<sup>nd</sup> AGM of the company, hence, as per Sec 149 of the Companies Act, 2013, in his place, Mr. Girdharilal Gopilal Gupta (DIN: 10720014) is proposed to be appointed as an Independent Non-Executive Director of the Company for a term of three years from the conclusion of the 32<sup>nd</sup> AGM of the company till the conclusion of the 35<sup>th</sup> AGM of the company to be held in the year 2027.

On recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Girdharilal Gupta, being eligible for appointment as an Independent Director and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of three consecutive years ending at the 35<sup>th</sup> AGM of the company. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Girdharilal Gupta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Girdharilal Gupta setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

A brief about Mr. Girdharilal Gupta as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions is as follows, Mr. Girdharilal Gupta aged 68 years, is a Chartered Accountant with over 40 years' experience in the areas of corporate finance, taxation, fund management, auditing, corporate affairs, corporate governance, capital markets, issue management and project evaluation. His long and varied experience will be beneficial to the Company. The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 3 of the Notice.

**Information about Director(s) seeking Appointment/Re-appointment at the ensuing AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-**

<b>Name</b>	Mrs. Shashi Aneel Jain	Mr. Girdharilal Gopilal Gupta
<b>DIN</b>	00103505	10720014
<b>Age</b>	53 years	68 years
<b>Nationality</b>	Indian	Indian
<b>Qualification</b>	Mrs. Shashi Jain has a Masters of Art (M.A.) degree in Political Science.	Mr. Girdharilal Gupta is a Chartered Accountant and B.Com.
<b>Date of Appointment in the company</b>	22/09/2003	Not applicable
<b>Nature of expertise in specific functional areas / For Independent directors, skills</b>	Mrs. Shashi Jain has an expertise in human resource management and administration. She also has	Mr. Girdharilal Gupta is a Chartered Accountant with over 40 years' experience in the areas of corporate

<b>and capabilities required for the role and manner in which proposed person meets such requirements.</b>	expertise in assessing and analysing the impact of economic and political developments on the industry.	finance, taxation, fund management, auditing, corporate affairs, corporate governance, capital markets, issue management and project evaluation. His long and varied experience will be beneficial to the Company.
<b>Disclosure of relationships between the directors inter-se</b>	Mrs. Shashi Jain is the wife of Mr. Aneel Jain, Chairman & Managing Director of the Company.	Mr. Girdharilal Gupta is not related to any Directors of the Company.
<b>Information pursuant to BSE Circular no. LIST/COMP/14/2018-19 dated 20<sup>th</sup> June, 2018.</b>	Mrs. Shashi Jain is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Girdharilal Gupta is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
<b>Other Directorships (excl. Pvt. Companies) as on 31.03.2024</b>	Times Growth Securities Limited	None
<b>Chairman/member of the Committees of the company as on 31.03.2024</b>	Audit Committee; Nomination & remuneration committee; Stakeholder's relationship committee.	Not Applicable
<b>Resignation during past 3 years from listed companies</b>	None	None
<b>Shareholding of non-executive Director</b>	The shares held by Mrs. Shashi Jain in the company are 19,13,537.	None
<b>Terms of Appointment</b>	Mrs. Shashi Jain was appointed as a Non-Executive Director in the 31 <sup>st</sup> AGM of the company, and is liable to retire by rotation. She being eligible offers herself for re-appointment at the 32 <sup>nd</sup> AGM of the company, liable to retire by rotation.	Mr. Girdharilal Gupta (DIN 10720014) is proposed to be appointed as an Independent Non-Executive Director of the Company for a term of three consecutive years from the conclusion of the 32 <sup>nd</sup> AGM till the conclusion of the 35 <sup>th</sup> AGM of the company, not liable to retire by rotation.

**By Order of the Board  
For Indo-City Infotech Limited**

Place: Mumbai  
Dated: 12<sup>th</sup> August, 2024  
**Registered Office:**  
A6, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road,  
Andheri (E), Mumbai-400 059.

**(Aneel Jain)**  
**Chairman & Managing Director**  
**DIN: 00030742**