

36TH ANNUAL REPORT

FINANCIAL YEAR 2018-2019

E.COM INFOTECH (INDIA) LTD

LEVEL 3, NEO VIKRAM
NEW LINK ROAD,
ANDHERI - WEST
MUMBAI 400 058

WEBSITE: WWW.ECOMINFOTECH.BIZ

E-MAIL: INFO@ECOMINFOTECH.BIZ

CIN L32000MH1983PLC030400



E.COM INFOTECH (INDIA) LIMITED

NOTICE

NOTICE is hereby given that the **36th Annual General Meeting** of the members of the Company will be held at the Registered Office of the Company situated at Level 3, New Vikram, New Link Road, Andheri West Mumbai, MH - 400058 on Monday the 30th day of September, 2019 at 03:00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 together with Reports of Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of **Mr. Ashwin Chaudhary, (DIN No. 00365164)**, who retires by rotation and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS:

3. Appointment of Independent Director:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, including any modification(s) or amendment(s) thereof, Ms. Pooja V. Joshi (DIN 08216327) who was appointed as an Additional Director in terms of section 161 of the Act (designated as Independent Director) by the Board of Directors of the company with effect from 29th September, 2018 and holds office upto the date of this annual general meeting under section 161 of the Act and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the company to hold office for a period of 5(five) consecutive years commencing from 30th September, 2019.”

4. Appointment of Independent Director:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, including any modification(s) or amendment(s) thereof, Ms. Reena A. Shinde (DIN 08284469) who was appointed as an Additional Director in terms of section 161 of the Act (designated as Independent Director) by the Board of Directors of the company with effect from 7th December, 2018 and holds office upto the date of



E.COM INFOTECH (INDIA) LIMITED

this annual general meeting under section 161 of the Act and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the company to hold office for a period of 5(five) consecutive years commencing from 30th September, 2019.”

Date: 29th July, 2019

Registered Office:

Level 3, New Vikram,

New Link Road,

Andheri West Mumbai, MH – 400058.

CIN : L32000MH1983PLC030400

Email : ashah@ecominfotech.biz

By Order of the Board

For, E COM INFOTECH (INDIA) LIMITED

Sd/-

Ankit Shah

Company Secretary



E.COM INFOTECH (INDIA) LIMITED

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 36TH ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS 'THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 13. The Company will also send communication relating to remote e-voting, which inter-alia, would contain details about User ID and password along with the copy of this Notice to the Members.
- 3) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) Brief resume of Directors seeking appointment / re-appointment at the Meeting along with details of their other Directorships and shareholding in the Company pursuant to the Regulation (36) (3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions are provided as an annexure to this notice.
- 5) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
- 6) The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2019 to 30th September, 2019.(both days inclusive).
- 7) Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars, if any, under their signature to the Registrar and Share Transfer Agents, quoting their folio number. Members holding shares in electronic form may update such details with their respective Depository Participants.
- 8) Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to its RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
- 9) Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for the Nomination Form.



E.COM INFOTECH (INDIA) LIMITED

- 10) The SEBI has vide Circular no. MRD/DOP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form /physical form are therefore, requested to submit their PAN to the Company or the RTA.
- 11) Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the 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 yet registered their e-mail address with the Company or their respective Depository are requested to do so.
- 12) All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Company's Registered Office at Mumbai on all working days except Saturdays & Sundays, between 10.00 A.M. to 1.00 P.M. till 29th September, 2019.
- 13) Information and other instructions for Members relating to remote e-voting are as under:

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Clause 35B of the Listing Agreement, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The Company has engaged the Services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on 23rd September, 2019 (cut -off date fixed for this purpose).

The Company has appointed CS V. Ramachandran, Practising Company Secretary ACS No. 4731, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
- 14) The notice of Annual General Meeting along with the Annual report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- 15) Members are requested to bring their copy of the Annual Report to the Annual General Meeting as an austerity measure.

Detailed instructions for availing e-voting facility are as follows:

- (i) The voting period begins on Friday, 27th September, 2019 at 9.00 A.M. and ends on Sunday, 29th September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 23rd September, 2019 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.



E.COM INFOTECH (INDIA) LIMITED

(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 and voted on an earlier voting of any Company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. <p>e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu



E.COM INFOTECH (INDIA) LIMITED

wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **E COM INFOTECH (INDIA) LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as promoted by the mobile app while voting on your mobile.

(xx) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to 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.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



E.COM INFOTECH (INDIA) LIMITED

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxii) Any person who acquires Shares and becomes Member after dispatch of Notice of the 36th Annual General Meeting and holds shares as on the 'cut off' date Thursday, 23rd September, 2019 may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at support@sharexindia.com.

- 16) The facility for voting shall be made available at the AGM to the Members attending the AGM who have not cast their votes by remote e-voting.
- 17) The result shall be declared forthwith upon receipt of the Scrutiniser's Report. The result declared along with the scrutiniser's report shall be placed on the Company's website at www.ecominfotech.biz and on the website of CDSL immediately after the declaration by the Chairman and would also be communicated to the Stock Exchanges, where the shares of the Company are listed.



E.COM INFOTECH (INDIA) LIMITED

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, TO THE ACCOMPANYING NOTICE DATED 29th JULY, 2019

Item No. 3

3. Considered and approved Directors liable to retire by rotation.

Mr. Ashwin Chaudhary, Managing Director of the company informed the Board that in pursuance to the provisions of section 152 (6) of the Companies Act, 2013, that out of the number of directors liable to retire by rotation, at the annual general meeting of the company, 1/3rd of such directors for the time being are liable to retire by rotation.

According to the said provisions, Mr. Ashwin Chaudhary, is liable to retire by rotation. Mr. Ashwin Chaudhary, being eligible, offers himself for re-appointment at the ensuing Annual General Meeting, subject to approval of their reappointment by the members of the Company.

It was proposed to recommend reappointment of Mr. Ashwin Chaudhary, at the ensuing 37th Annual General Meeting.

Date: 29th July, 2019

Registered Office:

LEVEL 3, NEW VIKRAM,
NEW LINK ROAD, ANDHERI WEST,
MUMBAI - 400058

CIN : L32000MH1983PLC030400

Email : ashah@ecominfotech.biz

**By Order of the Board
FOR, E COM INFOTECH (INDIA) LIMITED**

**Sd/-
Ankit Shah
Company Secretary**



E.COM INFOTECH (INDIA) LIMITED

(ANNEXURE)

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 36TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND OTHER APPLICABLE PROVISIONS ARE AS UNDER: (REFER ITEM NO. 2 OF THE NOTICE)

Name of the Director	Mr. Ashwin Chaudhary
DIN No.	00365164
Date of Birth	19/10/1962
Type of appointment	Director retiring by rotation
Qualifications	MBA
Areas of Specialization	Cyber Security
Date of first appointment on to the Board	28 th September, 1998
No. of Shares Held in the Company	35,12, 990 Equity Shares
List of Directorship held in other Companies	NIL
Chairman/member of the Committee of the Board of Directors of this Company	Member – Audit Committee Member – Stakeholder's relationship Committee Member – CSR Committee
Chairman/member of the Committee of the Board of Directors of other Companies	N.A.
Relation with Key Managerial Personnel and Directors	Priya Chaudhary
Justification for appointment	Has Considerable expertise in cyber Security.

Name of the Director	Ms. Pooja Joshi
DIN No.	08216327
Date of Birth	06/10/1989
Type of appointment	Independent Director
Qualifications	Graduate
Areas of Specialization	PROFESSIONAL
Date of first appointment on to the Board	29 th September, 2018
No. of Shares Held in the Company	-