



IB INFOTECH ENTERPRISES LIMITED

Annual Report 2018-19



BOARD OF DIRECTORS

Mrs. Rita Rajkumar Singh	WholeTimeDirector
Mr. Jasmin Parekh	Director
Mr. Manish Sheth	Director
Ms. Preeti Sheth	Director

COMPANY SECRETARY

Ms. Nupur Gadekar	Company Secretary upto15/03/2019
Ms Saloni Sadalage	Company Secretary w.e.f 15/03/2019

AUDITORS

MVK Associates
CharteredAccountants
800 SangitaEllipse,
Sahakar road,
VileParle(E),
Mumbai-400057

REGISTERED OFFICE

428, Kailash Plaza
Vallabh Baug Lane
Ghatkopar East
Mumabi400075

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IB INFOTECH ENTERPRISES LIMITED

CIN: L30006MH1987PLC045529

Reg. Off.: 428, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (E), Mumbai 400 075

Telephone No: (022) 6670 9800

Email ID: iielimited@yahoo.in

NOTICE

NOTICE is hereby given that the **THIRTY SECOND ANNUAL GENERAL MEETING** of the members of **IB INFOTECH ENTERPRISES LIMITED** will be held on Saturday, the 28th day of September, 2019 at 10.30 a.m. at 428, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (E), Mumbai 400075 to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 including the audited Balance sheet as at 31st March, 2019 and the statement of Profit & Loss Account of the Company for the year ended as on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jasmin Rasiklal Parekh (DIN:06507112), who retires by rotation, and being eligible offers himself for re-appointment.
3. **Re-appointment of Mr. Manish Sheth as an Independent Director**

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

“Resolved That Mr. Manish Sheth (DIN 06561562), who was appointed as an Additional Director of the Company with effect from 31st March, 2019 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 (‘the Act’) and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

“Resolved That pursuant to the provisions of the Companies Act, 2013 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), Mr. Manish Sheth (DIN 06561562) who is eligible for re-appointment as an Independent Director for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Securities Exchange Board of India (Listing Regulation and Disclosures Requirement) Regulations, 2015 and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st April, 2019 to 31st March, 2024.

4. **Re-appointment of Ms. Preeti Sheth as an Independent Director**

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

“Resolved That Mrs. Preeti Sheth (DIN 06561576), who was appointed as an Additional Director of the Company with effect from 31st March, 2019 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 (‘the Act’) and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

“Resolved That pursuant to the provisions of the Companies Act, 2013 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), Mrs. Preeti Sheth (DIN 06561576)who is eligible for re-appointment as an Independent Director for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Securities Exchange Board of India (Listing Regulation and Disclosures Requirement) Regulations, 2015 and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013,be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st April, 2019 to 31st March, 2024.

5. **Re-appointment of Mrs. Rita Singh as Whole Time Director**

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 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment there of, for the time being in force), approval of the Company be and is hereby accorded for re-appointment of Ms. Rita Singh (DIN: 01988709) as a Whole-time Director, of the Company, for a period of 5 (five) years with effect from September 01, 2019without any remuneration and subject to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary to give effect to this resolution.”

For IB Infotech Enterprises Limited

Rita Singh
Director
DIN: 01988709

Place: Mumbai

Date: August 13, 2019

NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument(s) appointing a proxy, if any, shall be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.

Pursuant to the provisions of section 105 of the Companies Act, 2013 a person acting as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the company 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 Register of Members and Share Transfer Books of the Company will remain close from Thursday, the 26th September, 2019 to Saturday, the 28th September, 2019 (both days inclusive).
3. Members are requested to intimate the Registrar and Share Transfer Agent of the Company-Link Intime India Private Limited immediately of any change in their address on respect of equity shares held in physical mode and to their Depository Participants (DP) in respect of equity shares held in dematerialized form.
4. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrar and Share Transfer Agent of the Company.
5. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
6. *The Company has entered into agreements with the NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip based system such as bad deliveries, fraudulent transfers, fake certificates, theft in postal transit, delay in transfer, mutilation of share certificate, etc simultaneously. Depository system offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.*
7. Pursuant to section 101 and 136 of the Companies Act, 2013 read with relevant Rules made there under, as amended from time to time, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address with the Company or with the Depository. Members who have not registered their e-mail address either with the Company or

with the Depository can now register the same by submitting updated email address to Link Intime India Pvt Ltd, the Registrar and Share Transfer Agent or Company. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance slip are being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend the AGM. Members may also note that the Annual Report for FY 2018-19 will also be available on the Company's website for their download.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, as amended from time to time, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this notice.

The instructions for shareholders voting electronically are as under:

- (i) **The voting period begins on 25th September, 2019 (9.00 a.m. IST) and ends on 27th September, 2019 (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 of 20th 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**
- (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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
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 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 IB Infotech Enterprises 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) 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 . Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 and register themselves as Corporate.
 - 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 they have to create a user who would be able to link the account(s) for which they wish to vote on.

- The list of accounts 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.
- (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.

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut – off date and not casting their votes electronically, may cast their vote at the AGM venue, facility will be available at the venue. The results of e-voting will be placed by the Company at the Registered Office of the Company within two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.

9. The resolutions proposed will be deemed to have been passed on the date of AGM subject to receipt of number of votes in favour of the resolutions.
10. Mr. Sanjay Shringarpure, Practicing Company Secretaries, (Membership No: F2857) has been appointed as the Scrutinizer to scrutinize the e-voting process.
11. At the AGM, at the end of the discussion on the resolution on which voting is to be held, the Chairman shall, with the assistance of the scrutinizer, order through ballot paper for all those members who are present but not cast their vote electronically using the e-remote voting facility.
12. Voting will be provided to the members through e-voting and / or at the AGM venue. A member can opt for only one mode of voting i.e. either through e-voting or ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
13. The Scrutinizer shall submit a consolidated scrutinizer's report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman or any other person authorized by him shall declare the result of the voting forthwith.
14. Members seeking any information/clarifications with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the registered office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.