

COMPANY INFORMATION

INDIAN INFOTECH AND SOFTWARE LIMITED
(CIN-L70100MH1982PLC027198)

Board of Directors	:	MR. KAMAL NAYAN SHARMA, Managing Director MR. MUKUND BHARDWAJ, Executive Director MR. HARISH JOSHI, Additional Independent Director (w. e. f. 13.02.2016) MS.VARSHA MURARKA Independent Director
Chief Financial Officer	:	MR. MUKUND BHARDWAJ (w. e.f 30.05.2015)
Bankers	:	HDFC BANK LTD. Fort Branch, Mumbai YES BANK LTD. Andheri, Mumbai
Auditors	:	M/S SHAH PARMAR & MEHTA (FRN: 141689W) CHARTERED ACCOUNTANTS MUMBAI
Registered off.	:	Room No.122, 1st Floor, Sitladevi Chs Ltd, D N Nagar Ambivali, Andheri (W), Mumbai – 400 053 Tel. No. 022 – 42956833, Fax 022-42956833 E-mail Id: – indianinfotechsoftware@yahoo.com Website:- www.Indianinfotechandsoftwareltd.com
Share Transfer Agent	:	SHAREX DYNAMIC (INDIA) PVT. LTD. Unit -1, Luthra Ind. Premises, 1 st floor, 4E, M Vasanti Marg, Andheri kurla Road, Safed Pool, Andheri (E), Mumbai – 400 072 Tel. no. 022 – 22641376/28528087 Email id- investor@sharexindia.com sharexindia@gmail.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of the Members of **INDIAN INFOTECH & SOFTWARE LTD.** is scheduled to be held on Friday, 30th September, 2016 at 11:00 a.m. at the registered office at Room No. 122, 1st Floor, Sitladevi Chs Ltd, D N Nagar Ambivali, Andheri (W), Mumbai – 400053 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet, Profit and Loss Account and Cash Flow statement for year ended on 31st March, 2016, and Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kamal Nayan Sharma (DIN 03405150), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appointment of M/s. Shah Parmar & Mehta, Chartered Accountants (FRN: 124897W), as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors or Audit Committee thereof to fix their remuneration.

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force M/s. Shah Parmar & Mehta, Chartered Accountants, Mumbai (FRN: 124897W), be and are hereby appointed as Auditor of the Company to hold office from the conclusion of this (34th AGM) Annual General Meeting until the conclusion of (35th AGM) next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution** for Regularisation of Additional Director, Mr. Harish Joshi (Din: 00220126):

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable 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. Harish Joshi (DIN: 00220126), who was appointed by the Board, with effect from 13th February, 2016 as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 13th February, 2016 to hold office for 5 (five) consecutive years commencing from 13th February, 2016.”

ON BEHALF OF THE BOARD OF DIRECTORS

Date: 13.08.2016

Sd/-

Reg. Office:
Room No.122, 1st Floor, Sitladevi Chs Ltd,
D N Nagar Ambivali,
Andheri (W), Mumbai – 400053

Kamal Nayan Sharma
Managing Director
(DIN 03405150)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out at item No. 4 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the notice, forms integral part of the notice.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from Saturday 24th September, 2016 to Friday 30th September, 2016 (Both days inclusive) for the purpose of AGM.
10. Members are requested to notify any correction /change in their name /address including Pin Code number immediately to the Companies Register/ Depository Participant .In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
11. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
12. With a view to using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2015-16 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
13. 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 Company.
14. All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 6:00 pm normal business working days up to the date of the AGM.
15. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
16. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company affairs.
17. The Annual Report 2015-16 of the Company will be made available on the website of the Company at www.Indianinfotechandsoftwareltd.com

18. The route map showing directions to reach the venue of the 34th AGM is annexed.

VOTING THROUGH ELECTRONIC MODE:

Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, 2015, the Company has arranged e-voting facility through Central Depository Services (India) Limited for members to exercise their voting rights for all business to be transacted at 34th Annual General Meeting of the Company.

Mr. Vinesh K Shah & Associates, Practicing Company Secretary (Membership No. 6449), Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(i) The e-voting period begins on Tuesday 27th September, 2016 at 9:00 a.m. and ends on Thursday 29th September, 2016 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 for voting (record date) of 23rd September, 2016 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. If you have forgotten the password, then enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.

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

a. holding shares in physical form

b. holding shares in demat 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">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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the 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">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 cutoff date in the Dividend Bank details field.

(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, member 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 **INDIAN INFOTECH AND SOFTWARE 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 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.

(xix) 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 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.

(xx) 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors of the Company appointed Mr. Harish Joshi as an Additional Director of the Company with effect from 13th February, 2016 pursuant to the provisions of Section 161(1) of the Act. In terms of the provisions of Section 161(1) of the Act, Mr. Harish Joshi would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Harish Joshi for the office of Director of the Company. Mr. Harish Joshi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Harish Joshi is a B.Com. Mr. Harish Joshi has around 10 years of industrial experience. He is largely responsible for the efficient operations of the Company and its excellent financial performance. The Board considers that his continued association would be of immense benefit of the Company. He does not have any other Directorship and he does not have any relationship with any Directors of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company from the effective date of appointment and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Harish Joshi stating that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2016. Mr. Harish Joshi possesses appropriate skills, experience and knowledge, inter alia, in the Company related business.

In the opinion of the Board, Mr. Harish Joshi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Harish Joshi is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Harish Joshi is appointed as an Independent Director. Copy of the draft letter for appointment of Mr. Harish Joshi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Mr. Harish Joshi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board re-commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ON BEHALF OF THE BOARD OF DIRECTORS

Date: 13.08.2016

Sd/-

**Reg. Office:
Room No.122, 1st Floor, Sitladevi Chs Ltd,
D N Nagar Ambivali,
Andheri (W), Mumbai - 400053**

**Kamal Nayan Sharma
Managing Director
(DIN 03405150)**

Brief Profile of the Director/s seeking appointment / re-appointment in the forthcoming Annual General Meeting
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

Name of Director	Mr. Kamal Nayan Sharma
DIN	03405150
Nationality	Indian
Date of Appointment	25/10/2011
Expertise in Specific Functional Area	Investment, Finance, Expense Management & Accounts
Qualifications	B.com Honors
Listed Companies (Other than Indian Infotech & Software Limited) in which she holds directorship and the Board Committee membership/chairpersonship	NIL
Number of shares held in the company	--
Disclosure of relationships between directors inter-se	--

Save and except Mr. Kamal Nayan Sharma and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the notice.

ON BEHALF OF THE BOARD OF DIRECTORS

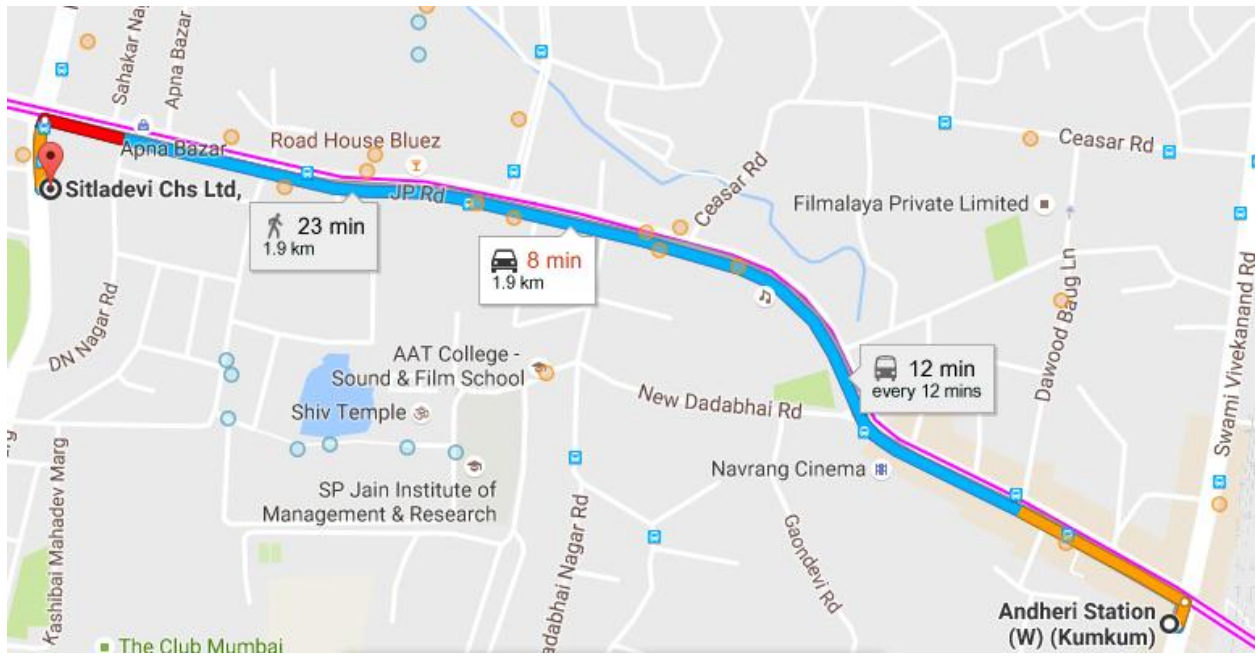
Date: 13.08.2016

Sd/-

Reg. Office:
Room No.122, 1st Floor, Sitladevi Chs Ltd,
D N Nagar Ambivali,
Andheri (W), Mumbai - 400053

Kamal Nayan Sharma
Managing Director
(DIN 03405150)

Route Map to the AGM Venue



DIRECTORS' REPORT

The Directors have pleasure in presenting their **THIRTY FOURTH ANNUAL REPORT** on the business and operations of the Company for the year ended **31st March, 2016**.

FINANCIAL RESULTS:

Particulars	31.03.2016	31.03.2015
Income from sales & Other Sources	1,073,763,173	132,786,138
Expenses & Depreciation	1,072,047,263	125,763,351
Net Profit/ (Loss) before Taxation	1,715,910	7,022,787
Provision for Taxation	546,200	2,228,000
Deferred Taxation Assets	15,979	(2,628)
Profit/ (Loss) after Taxation	562,179	2,225,372

OPERATIONS:

The Company's Profit before tax is 546,200/- during the current financial year ended on 31.03.2016 as compared to 2,228,000/- in previous year ended on 31.03.2015.

DIVIDEND:

Board of Directors does not recommend any dividend for the year under review.

TRANSFER TO RESERVES:

During the current financial year, there were no transfers made to reserves.

CHANGE(S) IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business carried on by the Company. The Company has not changed the class of business in which the Company has an interest.

DIRECTORS:

The Companies Act, 2013, provides for the appointment of independent directors. Sub-section (10) of Section 149 of the Companies Act, 2013 provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company.

Further, according to Sub-section (11) of Section 149, no independent director shall be eligible for appointment for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in Sub-sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

During the year under review the following director's was on the Board of the company:

Sr. No.	Name of Director	Designation	Date of Appointment
1	Mr. Kamal Nayan Sharma	Managing Director (w.e.f. 14/02/2014)	25/10/2011 (Managing Director w.e.f. 14/02/2014)
2	Mr. Mukunnd Bhardwaj	Executive Director & Chief Financial Officer	10/10/2013 (Chief Financial Officer w.e.f. 30/05/2015)
3	Ms. Varsha Murarka	Independent Director	13/02/2012
4	Mr. Harish Joshi	Additional Director (Independent Director)	13/02/2016

During the year under review the following changes took place on the Board of the company:

*Mr. Harish Joshi, Appointed as an Additional Director of the Company on 13/02/2016.

*Mr. Pankaj Dawar ceased to be a Director of the Company w.e.f. 30.09.2015.

*Ms. Deepa Dalmia ceased to be a Director of the Company w.e.f. 23.10.2015.

*Mr. Nitesh Choudhary resigned from the post of Company Secretary w.e.f. 01.01.2016.

RETIRE BY ROTATION:

Mr. Kamal Nayan Sharma, (DIN 03405150) Director, who retires by rotation and being eligible offers himself for re-appointment as Director of the Company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT.

There were no material changes and commitments affecting the financial position of the Company between the end of financial year of the Company and the date of the report.

DEPOSITS:

During the year under report the company has neither invited nor accepted any public fixed deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 and rules made there under.

MANAGEMENT'S DISCUSSION AND ANALYSIS:

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report as **Annexure I**.

CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance in terms of Regulation 34 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Bombay Stock Exchange Limited have been complied with.

A separate report on Corporate Governance along with certificate from the Statutory Auditors of the Company regarding the compliance of conditions of corporate governance as stipulated under Regulation 34 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of this Annual General Meeting as **Annexure II**.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In pursuant of the provisions of Section 135 of the Companies Act, 2013, the CSR provision are not applicable to the Company.

SHARE CAPITAL:

During the year under review, your Company has re-issued/re-allotted 2148490 Equity Shares of Re.1/- to CRB Trustee Ltd. Details of Directors shareholding as on March 31, 2016, are mentioned in the Corporate Governance Report, which forms a part of this Annual Report.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form MGT-9 as on March 31, 2016 is attached as **Annexure III** to this Report.

NUMBER OF MEETINGS OF THE BOARD

The Board met 7 times during the financial year 2015-16. The details of the meeting are furnished in the Corporate Governance Report that forms part of this Annual Report.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:

As per Section 134 (5) of the Companies Act, 2013; the Board of Directors, to the best of their knowledge and ability, confirm that:

1. In preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards have been followed.