

COMPANY INFORMATION

INDIAN INFOTECH AND SOFTWARE LIMITED
(CIN-L70100MH1982PLC027198)

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|--------------------------------|---|---|
| Board of Directors | : | MR. KAMAL NAYAN SHARMA, Managing Director MR. MUKUND BHARDWAJ, Executive Director MR. HARISH JOSHI, Independent Director MS.VARSHA MURARKA Independent Director |
| Chief Financial Officer | : | MR. MUKUND BHARDWAJ |
| Bankers | : | HDFC BANK LTD. Fort Branch, Mumbai YES BANK LTD. Andheri, Mumbai |
| Auditors | : | M/s. Motilal & Associates (FRN: 106584W) Chartered Accountants Mumbai |
| Registered off. | : | Room No.122, 1st Floor, Block – D, 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 35th Annual General Meeting of the Members of **INDIAN INFOTECH & SOFTWARE LTD.** is scheduled to be held on Thursday, 28th September, 2017 at 9:00 a.m. at the registered office of the Company situated at Room No. 122, Block - D, 1st Floor, Sitladevi CHS Ltd, D N Nagar Ambivali, Andheri (W), Mumbai – 400 053 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, 2017, and Report of the Directors and Auditors thereon.
2. To appoint Mr. Mukund Bhardwaj (DIN 05204125), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appointment of M/s. Motilal & Associates, Chartered Accountants (FRN: 106584W), 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. Motilal & Associates, Chartered Accountants (FRN: 106584W), be and are hereby re-appointed as Auditor of the Company to hold office from the conclusion of this (35th AGM) Annual General Meeting until the conclusion of (36th AGM) next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”

ON BEHALF OF THE BOARD OF DIRECTORS

Date: 12.08.2017

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

Sd/
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 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 Friday 22nd September, 2017 to Thursday 28th September, 2017 (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 2016-17 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 2016-17 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 5:00 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 2016-17 of the Company is also available on the website of the Company at www.Indianinfotechandsoftwareltd.com
18. The route map showing directions to reach the venue of the 35th AGM is annexed herewith the Notice.

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 35th Annual General Meeting of the Company.

Mr. Mayank Arora, Practicing Company Secretary (Membership No. A33328), 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 Monday, 25th September, 2017 at 9:00 a.m. and ends on Wednesday, 27th September, 2017 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 21st September, 2017 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

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. Mukund Bhardwaj |
| DIN | 05204125 |
| Nationality | Indian |
| Date of Appointment | 10/10/2013 |
| Expertise in Specific Functional Area | Investment, Finance, Expense Management & Accounts |
| Qualifications | B.com |
| 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. Mukund Bhardwaj and his 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.

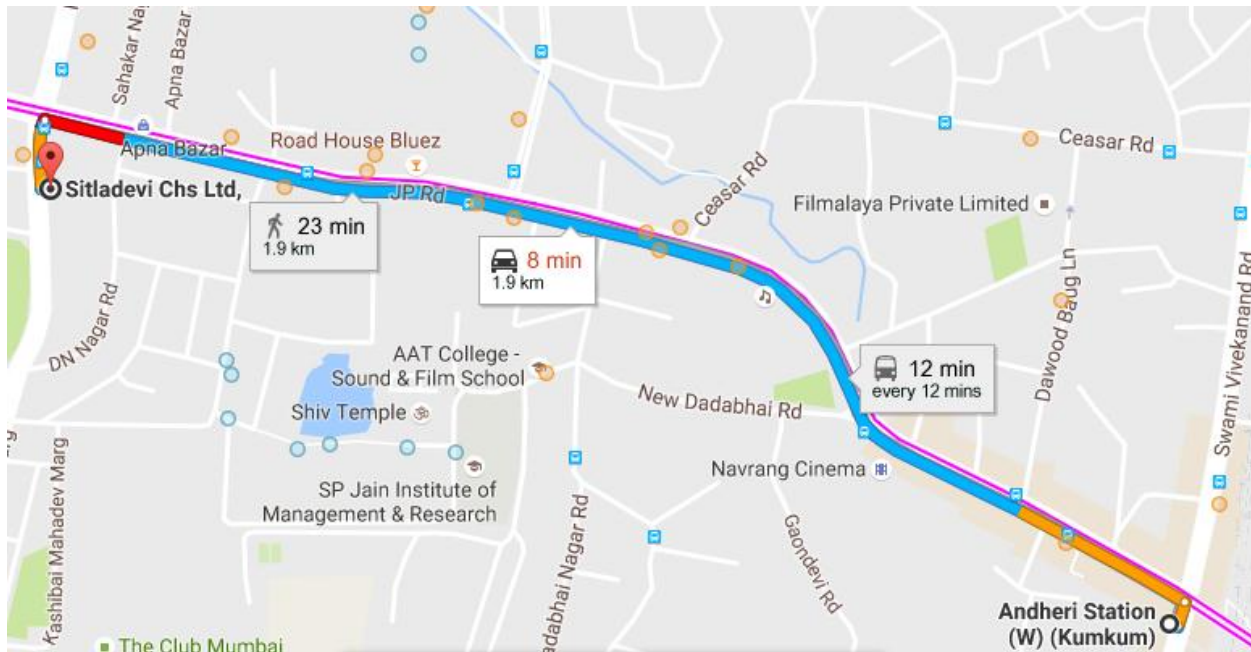
ON BEHALF OF THE BOARD OF DIRECTORS

Date: 12.08.2017

Reg. Office:
Room No.122, 1st Floor Block -D, 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

CIN-L70100MH1982PLC027198

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

E-mail: indianinfotechsoftware@yahoo.com, Website: www.Indianinfotechandsoftwareltd.com

Tel No. 022-42956833

The Directors have pleasure in presenting their **THIRTY FIFTH ANNUAL REPORT** on the business and operations of the Company for the year ended **31st March, 2017**.

FINANCIAL RESULTS:

| Particulars | 31.03.2017 | 31.03.2016 |
|---|--------------------|------------------|
| Income from sales & Other Sources | 153,625,155 | 1,073,763,173 |
| Expenses & Depreciation | 150,961,445 | 1,072,047,263 |
| Net Profit/ (Loss) before Taxation | 2,663,709 | 1,715,910 |
| Provision for Taxation | - | 546,200 |
| Deferred Taxation Assets | 7,968,788 | 15,979 |
| Profit/ (Loss) after Taxation | (5,305,079) | 562,179 |

OPERATIONS:

The Company's Profit before tax is 2,663,709 /- during the current financial year ended on 31.03.2017 as compared to 1,715,910/- in previous year ended on 31.03.2016.

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. Mukund 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 | Independent Director | 13/02/2016 |

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

RETIRE BY ROTATION:

Mr. Mukund Bhardwaj, (DIN 05204125) 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 provisions are not applicable to the Company.

SHARE CAPITAL:

During the year under review, there has been no change in the details of the Shareholding. Details of Directors shareholding as on March 31, 2017, 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, 2017 is attached as **Annexure III** to this Report.

NUMBER OF MEETINGS OF THE BOARD

The Board met six times during the financial year 2016-17. 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, 2017, the applicable accounting standards have been followed.
2. The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
3. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.

4. The directors have prepared the annual accounts on a going concern basis.
5. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.
6. The directors have laid down internal financial controls, which are adequate and are operating effectively.

AUDITORS:

A. Statutory Auditors-

M/s. Motilal & Associates, Chartered Accountants (FRN: 106584W), are propose to be appointed as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the forthcoming Annual General Meeting as required under section 139 (1) of the Companies Act, 2013, company has obtained a written consent from M/s. Motilal & Associates to such appointment and also a Certificate to the effect that their appointment, if made, would be in accordance with section 139 (1) of the Companies Act, 2013 and the rules made there under.

Auditors Qualification:

There is no qualification, reservation or adverse remarks made in the Statutory Auditors Report.

B. Secretarial Audit Report:

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of M/s. Vinesh K Shah, Company Secretary in Practice, Mumbai (Mem. No. 6449 and COP No.: 7000) to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2017.

The report of the Secretarial Auditor is appended as Annexure IV.

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| - There have been delayed submissions to the BSE Limited at some instances during the audit period. | Company will be careful in Future regarding the same. |
| - The name of the company is appearing in the list of Shell companies published by SEBI for having suspected stock under BSE, NSE scanner. | The Company is not a Shell Company, the Management of the Company is of the view to file an appeal in Securities Appellate Tribunal |

C. Internal Auditor Report:

M/s. Harish Choudhary & Associates, Chartered Accountants (FRN: 137444W) have carried out the internal audit for the Financial Year 2016-17. The Report is based on the books of accounts and other records of the Company.

LISTING OF SHARES:

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE), further the Company has paid necessary listing fee to BSE as per the Listing Agreement. The Company during the year have re-allotted shares and the same are under the process of listing.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.