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COMPANY INFORMATION

INDIAN INFOTECH AND SOFTWARE LIMITED (CIN-L70100MH1982PLC027198)

Board of Directors	:	<p>MR. KAMAL NAYAN SHARMA, Managing Director</p> <p>MR. NANDA DULAL DEY, Appointed as Add. Executive Director w.e.f. 15.06.2019</p> <p>MR. ANKIT SHAW Appointed as Add. Independent Director w.e.f. 19.03.2019 Resigned w.e.f. 14.08.2019</p> <p>MR. BHARAT PATHAK, Appointed as Add. Independent Director w.e.f. 19.03.2019 Resigned w.e.f. 14.08.2019</p> <p>MS. AKSHA BIHANI Appointed as Add. Independent Director w.e.f. 19.03.2019</p> <p>Mr. PINTU MANNA Appointed as Add. Independent Director w.e.f. 15.06.2019</p>
Chief Financial Officer	:	<p>SAMIRAN HOWLADER (Appointed w.e.f. 12th June, 2019)</p>
Bankers	:	<p>YES BANK LTD. Andheri, Mumbai</p>
Auditors	:	<p>M/s. Motilal & Associates (FRN: 106584W) Chartered Accountants Mumbai</p>
Registered off.	:	<p>Unit No: 518, 5th Floor, Anjani Complex Parera Hill Road, Andheri (East) Mumbai City MH 400099 Tel. No. 022 – 42956833, Fax 022-42956833 E-mail Id: – indianinfotechsoftware@yahoo.com Website:-www.Indianinfotechandsoftwareltd.com</p>
Share Transfer Agent	:	<p>SHAREX DYNAMIC (INDIA) PVT. LTD. Unit -1, Luthra Ind. Premises, 1st 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</p>

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting of the Members of **INDIAN INFOTECH & SOFTWARE LTD.** is scheduled to be held on Monday, 30th September, 2019 at 9:30 a.m. at the registered office of the Company situated at Unit No: 518, 5th Floor, Anjani Complex Parera Hill Road, Andheri (East) Mumbai City MH 400099 to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENT:

To receive, consider and adopt Audited Balance Sheet, Profit and Loss Account and Cash Flow statement for year ended on 31st March, 2019, and Report of the Directors and Auditors thereon.

2. APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR BY ROTATION:

To appoint a Director in place of **Mr. Kamal Nayan Sharma (DIN 03405150)**, who is retiring by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

3. RE-APPOINTMENT OF STATUTORY AUDITORS:

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 37th Annual General Meeting until the conclusion of the 42nd Annual General Meeting and to authorize the Board of Directors or Audit Committee thereof to fix their remuneration.

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, 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 a Statutory Auditors of the Company provided that the appointment M/s. Motilal & Associates, shall be from the conclusion of this 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting, for consecutive period of five years be and are hereby reappointed as Auditor of the Company to hold office from the conclusion of this 37th Annual General Meeting until the conclusion of 42nd Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Joint Statutory Auditors."

SPECIAL BUSINESS:

4. TO REGULARIZE THE APPOINTMENT OF MR. NANDA DULAL DEY (DIN 08390404) AS A EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of **Mr. Nanda Dulal Dey (DIN 08390404)**, who was appointed as an Additional Director dated 15/06/2019 pursuant to the provisions of section 161(1) of the companies act, 2013 and who is eligible for appointment and on recommendation of Nomination and Remuneration Committee and Board of Directors, proposing his candidatureship for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution."

5. APPOINTMENT OF MR. NANDA DULAL DEY (DIN 08390404) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS, COMMENCING FROM 30TH SEPTEMBER, 2019 TILL 30TH SEPTEMBER, 2024:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent and/or approval of the company/shareholders be and is hereby accorded to the appointment of **Mr. Nanda Dulal Dey (DIN 08390404)** as Key Managerial Personnel and designated as Managing Director of the Company for a period of 5 (Five) consecutive years, commencing from 30th September, 2019 to 30th September, 2024, and to approve his remuneration by way of salary, commission, perquisites and/or allowances, as Managing Director of the Company as approved and recommended by the Nomination and Remuneration Committee and upon the terms, conditions and stipulations contained in the draft Agreement to be entered into between the company of the ONE PART and **Mr. Nanda Dulal Dey (DIN 08390404)** of the OTHER PART and also as set out in the Statement Pursuant to Section 102 of the Companies' Act, 2013, attached to the notice of 37th Annual General Meeting of the Company (a draft, where of is placed before the meeting and for the purpose of identification, is subscribed by the Chairman) which Agreement is specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said appointment of **Mr. Nanda Dulal Dey (DIN 08390404)** as, Managing Director of the Company and/or remuneration payable to him and/or agreement containing the terms and conditions as may be agreed to between the Board of Directors and **Mr. Nanda Dulal Dey**, provided, however, that the remuneration payable from time to time within the provisions of the Act, rules thereto and Schedule V of the Act, or any amendment thereto or any re-enactment thereof."

RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profits or its profits are inadequate, the Company may pay **Mr. Nanda Dulal Dey (DIN 08390404)** minimum remuneration by way of salary, perquisites and/or allowances, commission subject to the maximum ceiling calculated in accordance with the scale laid down in Schedule V to the said Act, as applicable to the Company at the relevant time depending upon the effective capital of the Company and as may be agreed to by the Board of Directors of the Company and acceptable to **Mr. Nanda Dulal Dey (DIN 08390404)**, the Managing Director of the Company subject to necessary approval(s) as may be required.

RESOLVED FURTHER THAT any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. TO APPOINT Mr. SAMIRAN HOWLADER (DIN 08390407) AS A EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded for the appointment of **Mr. Samiran Howlader (DIN 08390407)**, who is eligible for appointment and on recommendation of Nomination and Remuneration Committee and Board of Directors, proposing his candidatureship for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution."

7. TO REGULARIZE THE APPOINTMENT OF MR. PINTU MANNA (DIN - 08392120) AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Mr. Pintu Manna (DIN - 08392120)** for appointment as Independent Non-Executive Director of the company, who has been appointed as Additional Independent Non-Executive Director of the Company dated 15th June, 2019, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and on recommendation of Nomination and Remuneration Committee the Board of Directors proposing his candidatureship for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 30th September, 2019 to 30th September, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

8. TO REGULARIZE THE APPOINTMENT OF MRS. AKSHA BIHANI (DIN - 08102933) AS WOMEN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Aksha Bihani (Din - 08102933) for appointment as Women Independent Non-Executive Director of the company, who has been appointed as Additional women Independent Non-Executive Director of the Company dated 19th March, 2019, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and on recommendation of Nomination and Remuneration Committee the Board of Directors proposing her candidature for the office of Director, be and is hereby appointed as an Women Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 30th September, 2019 to 30th September, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

9. TO DETERMINATION OF FEE FOR DELIVERY OF ANY DOCUMENTS THROUGH A PARTICULAR MODE TO A MEMBER:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 20(2) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or reenactment thereof, for the time being in force), consent of the members be and is hereby given to the Board of Directors of the Company (the 'Board' which term shall include its Committee(s) constituted to be constituted by it to exercise its powers including the powers conferred by this resolution) to levy amount of Rs. 25/- (Rupees Twenty Five Only) per such document as a fee to member to enable recovery of expenses incurred by the Company towards complying with such request for delivery of any documents through a particular mode;

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

10. AMENDMENT IN THE MEMORANDUM OF ASSOCIATION FOR NAME CHANGE OF THE COMPANY FROM "INDIAN INFOTECH AND SOFTWARE LIMITED" to "INDIAN LEASERS AND FINANCES LIMITED" or "INDIAN LEASERS LIMITED" AND CONSEQUENT AMENDMENTS TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the MCA (ROC)/Reserve Bank of India (NBFC Department)/Central Government/Stock Exchange(s) and appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the company from **"Indian Infotech and Software Limited"** to **"Indian Leasers and Finances Limited"** or **Indian Leasers Limited** which is available and approved by MCA/ROC and appropriate authorities as stated above.

RESOLVED FURTHER THAT the new name of the company be given effect from the date of issue of fresh certificate of incorporation consequent to change in name by the Registrar of Companies and accordingly the name **"Indian Infotech and Software Limited"** wherever it occurs in the Memorandum of Association and Articles of Association of the Company be substituted by the name **"Indian Leasers and Finances Limited"** or **Indian Leasers Limited** which is available and approved by MCA/ROC and appropriate authorities as stated above.

RESOLVED FURTHER THAT the Board of directors and Secretary of the Company be and are hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental, to file necessary returns/forms to the Registrar of Companies, make necessary in-principal applications with ROC/MCA/RBI NBFC Department/Stock Exchange in relation to the said matter and take such actions and give such directions as it may consider as necessary or desirable to give effect to this resolution."

11. ALTER/AMEND EXISTING CLAUSE III, THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY;

To consider and, if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution** to:

"RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company and the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company such that the Clause III (A) of the Memorandum of Association, in relation to the main objects, be and is hereby amended and replaced to read as under:

RESOLVED FURTHER THAT Existing Clause III (A) (Main Object) & (B) (Ancillary Object) of the Memorandum of Association of the Company be and is hereby deleted and substituted with new Clause III (A) (Main Object) (B) (Ancillary Object) with respect to the NBFC Activity as stated in the Draft attached herewith the notice of the AGM.

12. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY;

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association as submitted to this meeting (duly initialed by the Company Secretary for the purpose of identification), be and are hereby approved and adopted in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

ON BEHALF OF THE BOARD OF DIRECTORS

Indian Infotech and Software Limited

Date: 02.09.2019

Sd/-

NANDA DULAL DEY
Director
(DIN-08390404)

Reg. Office:
Unit No: 518, 5th Floor, Anjani Complex,
Parera Hill Road, Andheri (East) Mumbai City MH 400099

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 Tuesday 24th September, 2019 to Sunday 30th September, 2019 (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 2018-19 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 2018-19 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 4:00 p.m. 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 2018-19 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 37th 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 37th Annual General Meeting of the Company.

Mr. Nitesh Chaudhary, Practicing Company Secretary (Membership No. F10010), 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 Friday, 27th September, 2019 at 9:00 a.m. and ends on day, 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 for voting (record date) of 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.

(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.

(vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant **INDIAN INFOTECH AND SOFTWARE LIMITED** on which you choose to vote.

(ix) 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.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) 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.

(xv) 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.

(xvi) 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. 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
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 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.

Name of Director	Mr. Nanda Dulal Dey
DIN	<u>08390404</u>
Nationality	Indian
Date of Appointment	15/06/2019
Expertise in Specific Functional Area	Investment, Finance, Loan
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. Nanda Dulal Dey, to the extent of their Directorship 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. 4 of the notice.

Name of Director	Mr. SAMIRAN HOWLADER
DIN	08390407
Nationality	Indian
Date of Appointment	30/09/2019
Expertise in Specific Functional Area	Accounts and Taxation
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	No Shareholding
Disclosure of relationships between directors inter-Se	N. A.

Save and except Mr. SAMIRAN HOWLADER, to the extent of their Directorship 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. 6 of the notice.