

**INTERACTIVE FINANCIAL SERVICES LIMITED**

**ANNUAL REPORT**

**2017-2018**

**INTERACTIVE FINANCIAL SERVICES LIMITED****CIN: L65910GJ1994PLC023393****Reg. Off:** A-1006, Premium House, Behind Handloom House, Ashram Road Ahmedabad – 380009Email ID: [info@ifinservices.com](mailto:info@ifinservices.com) Website: [www.ifinservices.com](http://www.ifinservices.com)**Directors and key managerial Personnel:**

<b>Name of Directors</b>	<b>Designation</b>
Mr. Udayan Mandavia	Managing Director
Mr. Saurabh Gangadia	Independent Director
Mr. Kishor Vekariya	Independent Director
Ms. Sejal K. Mandavia	Director
<b>Key Managerial Personnel:</b>	
Mr. Anant Bhatt	Company Secretary
Mr. Hitesh Joshi	CFO

**Name of Stock Exchange:**

Bombay Stock exchange

Script Code: 539692

ISIN: INE064T01018

**Registrar & Share Transfer Agent:**

Satellite Corporate Services Pvt. Ltd.

B – 302, Sony Apartment,

Opp. St. Jude High School,

Off. Andheri Kurla Road,

Jarimari, Sakinaka,

Mumbai – 400072

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**Auditors:****Statutory Auditor:**

M/s. KPND &amp; Co

Chartered Accountants

044, Ground Floor, Shree naman

Plaza, Opp. Sankar lane, S.V. Road,

Kandivali, Mumbai-400067.

**M/s. K.A. Shukla & Associates**

Practicing Company Secretary

F-506, Titanium City Center, Nr.Sachin

Tower,100 ft Road, Anand Nagar,

Satellite, Ahmedabad- 380015

**Bankers:**

<b>Axis Bank Limited</b> Nehrunagar Branch Abhishree Avenue Near Nehrunagar cross road Nehrunagar, Ambavadi Ahmedabad – 380 015	<b>Union Bank of India</b> Dr. S.R. Marg-Ahmedabad Ganesh Chmabers, Nr. Darpan Rasta, Ahmedabad-380014	<b>Federal Bank Limited</b> P B No. 4073, Ashram Road, Navarangpura P.O, Ahmedabad-380009
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## NOTICE

NOTICE is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of **Interactive Financial Services Limited** will be held on Friday 14<sup>th</sup> September, 2018, at 4.00 PM at B-1005, Premium House, Behind Handloom House, Ashram Road, Ahmedabad – 380009, to transact the following business, with or without modification.

### **ORDINARY BUSINESSES:**

#### **ITEM NO. 1:**

To receive, consider and adopt the audited financial Statement of the company for the financial year ended on 31<sup>st</sup> March, 2018 and the reports of the Board of the Directors and Auditors thereon.

#### **ITEM NO.2:**

To appoint a Director in place of Mr. Udayan Mandavia (DIN: 00740615), Managing Director who retires by rotation and being eligible offers himself for re-appointment.

#### **ITEM NO. 3:**

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 139, 142 and other applicable provisions if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s, KPND & Co., Chartered Accountants, Mumbai (having Firm’s registration Number:133861W) be and is hereby appointed as Auditors of the company to hold office from the conclusion of this Annual General Meeting (“AGM”) for his remaining tenure of 4(Four) Years subject to ratification of the appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the company and the Auditors.”

**“RESOLVED FURTHER THAT** any of the Directors and / or Managing Director and / or Key Managerial Personnel of the Company, be and is hereby authorized to do all such act, deeds, matters and things as may be deemed necessary to give effect to the aforementioned resolution.”

### **SPECIAL BUSINESSES:**

#### **ITEM NO. 4:**

To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re – enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **ITEM NO.5**

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

**“RESOLVED THAT** pursuant to provision of Section 13 (2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government and

other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, consent of the members be and is hereby given for changing the name of the company from "Interactive Financial Services Limited" to " **Quontic Technologies Limited**" or any other name as may be approved by the statutory authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company.

#### **ITEM NO.6**

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

**"RESOLVED THAT** pursuant to Section 188(1)(d) and other applicable provisions, if any of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re – enactment thereof, for the time being in force) the consent of the members be and is hereby accorded to the Board (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) to enter into the transaction(s) with iPatientCare Private Limited on arm's length Price with respect to availing or rendering of any services for the price consideration of upto Rs. 3,00,00,000 (Ruppes Three crores only)."

**"RESOLVED FURTHER THAT** any of the Directors and / or Managing Director and / or Key Managerial Personnel of the Company, be and hereby authorized to do such act, deeds and things and to file forms and necessary documents with the concerned authorities to give effect to the aforementioned resolution."

#### **ITEM NO.7**

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

**"RESOLVED THAT** pursuant to Section 188(1)(d) and other applicable provisions, if any of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re – enactment thereof, for the time being in force) the consent of the members be and is hereby accorded to the board (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) to enter into the transaction(s) with Information Technology Consultants on arm's length Price with respect to availing or rendering of any services for the price consideration of upto Rs. 2,00,00,000 (Ruppes Two crores only)."

**"RESOLVED FURTHER THAT** any of the Directors and / or Managing Director and / or Key Managerial Personnel of the Company, be and hereby authorized to do such act, deeds and things and to file forms and necessary documents with the concerned authorities to give effect to the afore mentioned resolution."

#### **ITEM NO.8**

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

**"RESOLVED THAT** pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body-corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 25,00,00,000 (Rupees Twenty five Crores Only), notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the Directors and /or Managing Director and / or Key Managerial Personnel of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

**For, Interactive Financial Services Limited**

**Date:** 14/08/2018

**Place:** Ahmedabad

**SD/-**

**Mr. Udayan Mandavia**

**Managing Director**

**DIN: 00740615**

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as a proxy on behalf of member not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (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.
- 3. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.**
4. Corporate Members intending to send their authorized representative 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.
5. Members/proxies/authorized representative are requested to bring the attendance slip sent herewith, duly filed in, for attending the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The register of members and share transfer books of the company will remain closed from **Saturday, 08/09/2018 to Friday, 14/09/2018 (both days inclusive)** for determining the names of members eligible for the purpose of AGM.
8. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email address with your depository participants.
9. The Statement pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2016 is annexed hereto and forms part of this Notice.
10. The Companies Act, 2013 provides nomination facility to the members. As Members of the Company, you have an option to Nominate any person as your Nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail of this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effectively only on death of all holders. In case the shares are held in dematerialized forms, the nomination form needs to be forwarded to your depository participant.
11. Trading in equity shares of the company is compulsory in dematerialized mode by all the investors. In view of the above, members are therefore advised to convert their shareholding in dematerialized forms.

12. Members seeking any information or clarification on the account are requested to send written queries to the company, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
13. All Documents referred to in the accompanying notice and explanatory statement will be open for inspection at the registered office of the company during normal business hours (10 A.M to 6 P.M) on all working days, except Saturday & Sunday up to the date of Annual General Meeting of the Company and also will be available for inspection by the members at the AGM.
14. Physical copy of the notice of the Annual General meeting of the Company along with Annual Report inter alia indicating the process and manner of e-voting, attendance slip and proxy form is being sent to all the members is being sent by the permitted mode.
15. With a view to conserve natural resources, we requested shareholders to update and register their email address with their depository participants or with the company, as the case may be, to enable the company to send communication including Annual Report, Notices, Circulars, etc. electronically.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to the share transfer Agent for Consolidation into a single folio.
17. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e **Friday 07/09/2018**.
18. In terms of Section 108 of the Companies Act, 2013 read with the companies (Management and administration) Rules, 2014 as amended, and Regulation 44 of SEBI(Listing Obligation & Disclosure Requirement)Regulation,2015, the Company is leased to provide the e-voting facility through Central Depository Services Limited (CDSL) to its members holding shares in physical or dematerialized form, as on the cutoff date i.e. **Friday 07/09/2018** to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice (the "Remote e-voting"). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her discretion, subject to compliance with the instruction for e-voting.
19. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e **Friday 07/09/2018** will be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this notice as intimation only.
20. A person who has acquired the shares and has become a member of the Company after the dispatch of the notice of the AGM and prior to the cut-off date i.e. **Friday 07/09/2018** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the poll paper at the AGM by following the procedure mentioned in this part.
21. The remote e-voting will commence on **Sunday 09/09/2018 at 10:00 a.m.** and will end on **Thursday 13/09/2018 at 05:00p.m.** During this period, the members of the Company holding shares either in physical form or in demat form as on the cutoff date i.e. i.e. **Friday 07/09/2018** my cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
22. The Annual Report 2017-2018, the Notice of 24<sup>th</sup> AGM and Instructions for e-voting, along with the attendance slip and proxy form sent to the members by the permitted mode.
23. The company has issued letter on August 02, 2018 to all the physical shareholders as per SEBI vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20,2018 under Registered post/speed post for seeking PAN and Bank Details.
24. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the security market. Member holding shares in electronic 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 Registrar and share Transfer Agents.
25. Once the vote on a resolution is cast by the member, he-she shall not be allowed to change it subsequently or cast the vote again.
26. The facility for voting through poll paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through poll paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitle to cast their vote again.

27. The Voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date.
28. Mrs. Kajal Shukla, proprietor of M/s. K. A. Shukla & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the -voting process in a fair and transparent manner.
29. The scrutinizer shall within a period not exceeding 48 hours of the conclusion of the AGM make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the chairman of the meeting or a person so authorized by him in writing, who shall countersign the same.
30. The result shall be declare forthwith by the chairman of the meeting or a person so authorized by him in writing on receipt of Consolidated report from scrutinizer, The Result declared along with Scrutinizer report shall be placed on the Company's Website [www.ifinservices.com](http://www.ifinservices.com) and on the website of CDSL and shall also be communicated to the BSE Limited.
31. The Route map of the venue of the meeting is given in the Notice. The Prominent Landmark for the venue is, it is behind the" Handloom House".
32. Details of concern person regarding query to the notice:  
Name: Mr. Anant Bhatt – Company Secretary, Compliance Officer Email ID: [info@ifinservices.com](mailto:info@ifinservices.com)
33. Process and manner for members opting for voting through Electronic means:
  - i. The voting period begins on **Sunday, 09/09/2018 at 10:00 a.m.** and will end on **Thursday, 13/09/2018 at 05:00 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 (record date) of **Friday 07/09/2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - iii. Click on Shareholders.
  - iv. Now Enter your User ID.  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - v. Next enter the Image Verification as displayed and Click on Login.
  - vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - vii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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, 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 (vii).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen.
- x. 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 **Interactive Financial Services Limited** on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the 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
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create 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.
  - 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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## CONTACT DETAILS

<b>Company</b>	Interactive Financial Services Limited
<b>Registrar and Transfer Agent</b>	Satellite Corporate Services Private Limited Satellite Corporate Services Pvt Ltd ,B-302, Sony Apartment, Opp., St Jude High School, Off. Andheri Kurla road, Jarimari, Sakinaka,Mumbai,Maharashtra,400072
<b>e-Voting Agency</b>	Central Depository Services Limited
<b>Scrutinizer</b>	CS Kajal Shukla Practicing Company Secretary E-mail ID: <a href="mailto:kajal@kasassociates.in">kajal@kasassociates.in</a>



**Details of Directors seeking appointment / re – appointment by the shareholder of the Company at the ensuing Annual General Meeting: {Regulation 36(3)}**

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**Ordinary Business:**

**ITEM NO. 2**

Details of directors retiring by rotation and seeking reappointment are as under:

Name of Director	Mr. Udayan K. Mandavia
DIN	00740615
Date of Birth	11/12/1962
Date of Appointment	01/10/2016
Qualification	M.S., M. Tech.
List of Companies in which Directorship is held	1
Chairman/Member of the Committee of other Companies	-
Inter- se Relationship	Ms. Sejal K. Mandavia Non Executive director Relation-Sister

None of the Directors / Key Managerial Personnel and their relatives is interested in this resolution except for Ms. Sejal K. Mandavia concerned or interested in the said resolution.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO: 4**

The existing Articles of Association (“AoA”) of the Company are based on the Companies Act, 2013 but several regulations in the existing AoA contain references to specific sections of the Companies Act, 2013 and some regulations in the existing AoA are no longer in conformity and certain regulations of the existing AoA of the company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The board of director proposes this resolution for your approval.

None of the Directors / Key Managerial Personnel / their relatives are interested in this resolution.

**ITEM NO.5**

The company was previously engaged in the business of Finance and Investment for which the company had availed Licence for Non- Banking Finance Company (“NBFC”) from the Reserve Bank of India (“Regulatory Authority”). In the year 2004, the company had voluntarily surrendered the certificate of registration and requested bank to cancel the certificate of registration as the company had changed its object clause to the effect the company is not intends to carry on non-banking financial activities. The Regulatory authority had passed order as requested by the company on 7th December, 2004.

Currently, as per the new promoter’s education background and professional experience of more than 30 years, the company has been pursuing ONLY software development and information technology activities and the revenue has been generated from the said activity. As per the Companies Act, 2013 company needs to keep its name sync with its object and hence the management has passed board resolution for change of name of the company on 30th May, 2018.

By virtue of the above change in the Name clause of the company, it is required to alter its Memorandum of Association and Articles of Association accordingly. As per the provision of the Companies Act, 2013, approval of the members is required to be accorded for changing the name of the Company by way of passing a Special Resolution, hence resolution is put up for members approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice.

**ITEM NO.6**

Members of the Company are requested to note that Section 188(1)(d) of the Companies Act, 2013, read with the relevant Rules made there under requires any transaction entered into between related parties

for “Rendering or availing of Services”, where the amount involved exceeds Rs. 50,00,00,000/- (Rupees Fifty Crores only) or 10% of Turnover, whichever is lower, to be approved by the members of the Company by way of an Ordinary resolution.

The third proviso to Section 188(1) of the Companies Act, 2013, states that Section 188(1) shall not apply to any transactions entered into by the Company in its ordinary course of Business, at an arm’s length basis.

The amended Listing Agreement with Stock Exchanges contains for the material related party transaction approval. However, in pursuance to the provision of Regulation 15 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (the “Regulations”), the provisions of Regulation 17 to Regulation 27 is not being applicable to the Company.

The Company wants to enter into Rent Agreement with iPatientCare Private Limited which is a group company for using its property. Hence, to do this transaction, the Board hereby propose to seek your approval for the transactions of Availing or rendering of Services. The details of the Related Party transactions are mention below:

<b>Name of the Related Party</b>	<b>Name of the related persons</b>	<b>Nature of Relationship</b>	<b>Nature and Particulars of the contract/ Arrangement</b>
iPatientCare Private Limited	Mr. Hitesh Joshi-CFO Mr. Kedar Mehta - Promoter	Associated with both the companies	Availing or rendering of Services

The Board proposes the aforesaid resolution for your approval.

None of the Directors and Key Managerial Personnel is interested in this resolution except for Mr. Hitesh Joshi a Chief Financial Officer of the Company and Mr. Kedar Mehta - Promoter.

#### **ITEM NO.7**

Members of the Company are requested to note that Section 188(1)(d) of the Companies Act, 2013, read with the relevant Rules made there under requires any transaction entered into between related parties for “ Rendering or availing of Services”, where the amount involved exceeds Rs. 50,00,00,000/- (Rupees fifty Crores only) or 10% of Turnover, whichever is lower, to be approved by the members of the Company by way of an Ordinary resolution.

The third proviso to Section 188(1) of the Companies Act, 2013, states that Section 188(1) shall not apply to any transactions entered into by the Company in its ordinary course of Business, on an arm’s length basis.

The amended Listing Agreement with Stock Exchanges contains for the material related party transaction approval. However, in pursuance to the provision of Regulation 15 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (the “Regulations”), the provisions of Regulation 17 to Regulation 27 is not being applicable to the Company.

The Company wants to enter into Rent Agreement with M/s Information Technology Consultants which is proprietorship of Udayan Mandavia for using its property. Hence, to do this transaction, the Board hereby propose to seek your approval for the transactions of Availing or rendering of Services. The details of the Related Party transactions are mention below:

<b>Name of the Related Party</b>	<b>Name of the related persons</b>	<b>Nature of Relationship</b>	<b>Nature and Particulars of the contract/ Arrangement</b>
M/s Information Technology Consultants	Mr. Udayan Mandavia – Promoter and Managing Director Ms. Sejal K. Mandavia - Director	Proprietor of information Technology Consultants	Availing or rendering of Services