

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Second Annual General Meeting of the Members of GODREJ INFOTECH LIMITED will be held on Friday, 2nd August, 2019, at 5.30 PM at Pirojshanagar, Vikhroli, Mumbai - 400079 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final Dividend on Equity Shares @ 1000 % [i.e. @ Rs. 1,000 (Rupees Thousand only) per Equity Share] for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Dr. K.A.Palia (DIN: 00281971), who retires by rotation and being eligible, offers himself for re- appointment.
4. To appoint a Director in place of Mr. R.D.Contractor (DIN: 00011878), who retires by rotation and being eligible, offers himself for re- appointment.
5. To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No: 104607W/W100166), as the Statutory Auditors of the Company to hold office from the conclusion of this 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting to be held in the year 2024 and to authorize the Board of Directors to fix their remuneration as may be mutually agreed with the Statutory Auditors, in addition to reimbursement of Goods and Service Tax and out of pocket expenses incurred in connection with the audit of accounts of the Company and in this regard, to consider and if thought fit, to pass 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 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration No: 104607W/W100166), who have offered themselves for re-appointment and have confirmed their eligibility to be re-appointed as the Statutory Auditors in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of this 22nd Annual General Meeting until the conclusion of the 27th Annual General Meeting to be held in the year 2024 on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, in addition to Goods and Service Tax and re-imburement of out of pocket expenses, travelling expenses, etc. incurred by them in connection with the audit of Accounts of the Company.”

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten 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 proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the Meeting. A Proxy Form in Form MGT-11 is annexed to this Report (**Enclosure 2**).
- b) Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, are requested to send to the Company, a certified copy of the relevant board resolution, authorizing the representative to attend and vote on their behalf at the meeting.

- c) The Register of Members and Share Transfer Books of the Company will be closed from 25th July, 2019 to 2nd August, 2019 (both days inclusive).
- d) The Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid as per the provisions of the Companies Act, 2013, to the Members whose name appear on the Company's Register of Members on 25th July,2019.
- e) Brief Resume of Directors proposed to be re-appointed, as stipulated in Secretarial Standards as issued by the Institute of Company Secretaries of India is provided after the Explanatory Statement to this Notice.
- f) Relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Sundays and public holidays, up to the date of the Annual General Meeting. The aforesaid documents will also be available for inspection by Members at the Annual General Meeting.
- g) Pursuant to Section 101 of the Companies Act, 2013, read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. Members who have not registered their email addresses so far are requested to register their email address with their Depository Participant only, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.
- h) Members may please note that in terms of Section 124 of the Companies Act, 2013, any dividend which has not been paid or claimed within thirty days from the date of declaration, shall be transferred within seven days from the date of expiry of the said period of thirty days to the Unpaid Dividend Account with a scheduled bank. Any money transferred to the Unpaid Dividend Account which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) set up by the Government of India under Section 125 of the Companies Act, 2013.

For and on behalf of the Board of Directors

Mumbai, 2nd August, 2019
Registered Office:
Pirojshanagar, L.B.S. Marg,
Vikhroli, Mumbai 400 079

K.A. PALIA
Chairman
DIN: 00281971

ATTENDANCE SLIP

Godrej Infotech Limited

Registered Office: Pirojshanagar, LBS Marg, Vikhroli, Mumbai- 400 079.

CIN: U32100MH1997PLC106135

22nd Annual General Meeting – 2nd August, 2019

Name of the Member(s):	
Name of the Proxy:	
No. of shares:	
Folio No. / *DP id and Client id:	

**Applicable for investors holding shares in electronic form*

I/We hereby record my/our presence at the **TWENTY-SECOND ANNUAL GENERAL MEETING** of the Company on 2nd August, 2019 at 5:30 p.m. at Pirojshanagar, LBS Marg, Vikhroli, Mumbai- 400 079

Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

- Notes.** 1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
2. Joint shareholders may obtain additional attendance slip at the venue of the meeting.

Enclosure 2:

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **U32100MH1997PLC106135**

Name of the company: **GODREJ INFOTECH LIMITED**

Registered Office: **Pirojshanagar, LBS Marg, Vikhroli, Mumbai- 400 079**

Name of the member (s):

Registered address:

E-mail ID:

Folio No / Client ID:

DP ID:

I /We, being the member(s) of _____ Equity Shares of the above-named Company, hereby appoint

1. Name:
Address:
Email Id:
Signature:

Or failing him/her

2. Name:
Address:
Email Id:
Signature:

as my / our proxy to attend and vote (on Poll) for me/ us and on my/ our behalf at the 22nd Annual General Meeting of the Company to be held on Friday, 2nd August, 2019 at 5:30 p.m. at Pirojshanagar, LBS Marg, Vikhroli, Mumbai- 400 079 and at any adjournment or adjournments thereof in respect of the resolution as indicated below:

ORDINARY BUSINESS

1. Adoption of the Financial Statements for the financial year ended 31st March, 2019.
2. Declaration of final Dividend on Equity Shares.
3. Appointment of Dr. K.A.Palia (DIN: 00281971), as Director liable to retire by rotation.
4. Appointment of Mr. R.D.Contractor (DIN: 00011878), as Director liable to retire by rotation.
5. Re-appointment of M/s. Kalyaniwalla & Mistry LLP, as the Statutory Auditors of the Company and fixing their remuneration.

Signed this day of 2018

Signature of Shareholder(s).....

Signature of Proxy holder.....

Affix Re. 1 Revenue Stamp

NOTES:

- a) This form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b) The Proxy-holder is required to carry an identity proof at the time of attending the meeting.
- c) Please affix revenue stamp before putting signature.
- d) Alterations, if any, made in the Form of Proxy should be initialed.
- e) In case of multiple proxies, the proxy later in time shall be accepted.
- f) Proxy need not be the Shareholder of the Company.

