NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of GODREJ INFOTECH LIMITED will be held at the Registered Office of the Company at Pirojshanagar, Vikhroli, Mumbai - 400079 on Friday, 24th August, 2018, at 10.30 AM to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, together with the report of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. M.M.Parpia (DIN: 00118333), who retires by rotation but, being eligible, offers himself for re- appointment.
- 3. To appoint a Director in place of Mr. P.E.Fouzdar (DIN: 00066123), who retires by rotation but, being eligible, offers himself for re- appointment.
- 4. To ratify the appointment of Auditors of the Company for the financial year 2018-19 and in this regard, to consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 139 along with other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the Resolution passed by the Members of the Company at the Annual General Meeting (AGM) held on 7th July, 2014, the appointment of M/s. Kalyaniwalla and Mistry LLP, Chartered Accountants (Firm Registration No: 104607W), as the Statutory Auditors of the Company to hold office up to the conclusion of the AGM of the Company to be held in 2019, be and is hereby ratified and confirmed and the Board of Directors are hereby authorized to fix their remuneration as may be mutually agreed upon by the Company and the Auditors in addition to the reimbursement of out of pocket expenses incurred 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.
- 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 16th August, 2018 to 24th August, 2018 (both days inclusive).

For and on behalf of the Board of Directors

Mumbai, 14th August, 2018 Registered Office: Pirojshanagar, L.B.S. Marg, Vikhroli, Mumbai 400 079

K.A. PALIA Chairman DIN: 00281971

