

**TRANSCRIPT**  
**OF THE**  
**TWENTY FOURTH ANNUAL GENERAL MEETING**  
**OF THE MEMBERS OF**  
**GODREJ INFOTECH LTD.**  
**HELD ON**  
**MONDAY, 21<sup>ST</sup> JUNE 2021**  
**AT 10:30 A.M.**  
**THROUGH THE MEDIUM OF VIDEO CONFERENCING (VC)**

## **GODREJ INFOTECH LTD.**

### **DR. K. A. PALIA STATED:**

“It gives me great pleasure to welcome you all to this 24<sup>th</sup> Annual General Meeting of the Company. In view of the current unusual circumstances due to the pandemic caused by COVID-19 prevailing in the country, requiring social distancing, the Company is conducting this Annual General Meeting through video conferencing pursuant to Circulars issued by the Ministry of Corporate Affairs”

“All Directors of the Company, are present, at this Annual General Meeting.”

“Requisite Members are present.”

“The Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee are also present at this Meeting.”

“M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, the Statutory Auditors of the Company are also present at the Meeting.”

“The Notice of the Meeting was sent on email to all the Members and I would like to state that the Company has made every feasible effort to enable the Members to participate and attend the Meeting through the medium of video conferencing.”

“All the Members who are participating through the medium of video conferencing will be considered present for the Meeting.”

“All the relevant documents and Registers as mentioned in the Notice are available electronically for inspection.”

“Since items requires approval by Show of hands, I request all the Members to keep their Video mode on.”

“This Meeting has the requisite quorum; I declare the Meeting duly constituted.”

“I now request Mr. Ajay R Pimparkar, Chief Executive Officer of the Company to give a brief overview of the Company’s performance for the financial year 2020-21.”

### **MR. AJAY R PIMPARKAR STATED:**

“In FY 2020-21, Godrej Infotech Ltd.’s (GITL) consolidated revenue was Rs.127 Cr (85% of ABP), with a net profit before tax of Rs.14.67 Cr (ABP: Rs.14.95 Cr). In FY 2020-21, External consolidated revenue was Rs.70 Cr (77% of ABP) with a net profit before tax of Rs.9.74 Cr (ABP: Rs.8.13 Cr) (Scenario plan was Rs 61 Cr with net profit before tax at Rs. 2.81 Cr).

We signed contracts worth Rs.71 Cr which included 5 multi-year contracts. During the year we renewed the contracts with Boskalis and Greif who are engaged with us since last 3-years. Each renewal is worth USD 1 Mn per year for next 3-years. We received orders from 129 Customers out of which 22 are new Customers. In revenue terms out of 160 Customer, the top 20% Customers contributed to 75% of revenue.

Due to pandemic, we had a challenging year wherein we were impacted for multiple reasons. Firstly, since we did not have any Onsite delivery resource pool (except 3 resources in Singapore), we could not undertake activities from Onsite resulting into topline impact. Many projects were shelved by Customers in Manufacturing and Retail segments where we primarily operate. We observed increased traction towards Cloud migration and adoption of Digital solution and hence we channelized our efforts towards that. All ongoing and new contracts were moved to a 100% Offshore-based delivery model. We executed projects successfully and have been appreciated by the Customers in terms of quality and timeliness. We exercised tighter control on expenses (surrendered rental facilities) and focused on timely collection of receivables resulting in positive cash flow throughout the year.

In G&B support team we have always been looking for improved ways to control costs and prioritize the requirements to be delivered. Since G&B has now on-boarded IT industry experienced resources within its Digital Team (Digital@GB), we are in discussion with them to institute two formal processes – “Change Control Board (CCB)” and “Technology and Architecture Governance Board (TAGB)”. These boards will have joint participation of members from GITL and Digital@GB and will be empowered to review all software requirements and change requests to ensure that only requirements that give significant business benefits to GB and/or are on the list of important security updates, compliance requirements are taken up for development.

The OneCRM project is progressing as planned and Wave 1 is completed on schedule. Other Digital & Strategic initiatives planned for the year like Robotic Process Automation (RPA), Knowledge Management (KM), Factory Track (barcode enablement in warehouse operations), Dynamic Enterprise Performance Management (d/EPM), Productivity Improvement Measures in Infor, Control & Compliance (GST, TCS and other Audit requirements), were delivered as planned. For statutory compliance Digital Signatures were added to various Infor documents like Sales Invoice and Purchase orders.

This year, Infrastructure projects, especially IT Security related projects were reviewed weekly with GB Senior Management. Project deliverables were kept under tight budgetary control considering the current situation. The projects that were completed included “Security Operation Centre” – with ATOS, “Software Asset Management” – with EY, “Mobile Access Management” – using Microsoft technologies, “Privilege Identity Management” – for server access and Network Access Control for Vikhroli and Khalapur Campus networks using latest technologies from CISCO. Together with EY, we worked closely with Construction, Aerospace, Appliance NPD and Corporate Legal teams to map the entire data flow within their business processes. This would be the foundation for future Data Leakage Protection (DLP) projects.

The Company was issued Internet Service Provider (ISP) license on 17th April 2001, which was further amended to ISP-Internet Telephony license on 11th October 2002. The intent of obtaining the license was to provide Internet services to customers in campus – though the primary business was to provide services related to Information Technology. The said license was with Godrej Infotech till 7th September 2015 when it was submitted for cancellation.

During the financial year 2019-20, the Company had received demand letters from Department of Telecommunication (DoT) amounting to Rs.121 Cr (including interest and penalty up to the date of respective letters) for year 2006-07 to 2013-14 (except 2007-08) by adding non-telecom

revenue i.e., revenue related to Sale of ERP and its Implementation and Support charges as “Miscellaneous income” in Adjusted Gross Revenue (AGR).

During the financial year 2020-21, the Company has received additional demand letters from DOT amounting to Rs.43 Cr (including interest and penalty up to the date of respective letters) for the year 2007-08 and 2014-15. The total amount of demand received as per letters from DOT now stand at Rs.164 Cr (including interest and penalty up to the date of respective letters). The Company has contested the demands before DoT and requested for their withdrawal, as the same are not payable in terms of ISP license agreements and accordingly not considered in accounts.

In the light of judgment dated 24.10.2019 of Hon’ble Supreme Court on the dispute between DoT and Telecom Service Operators (TSPs) regarding interpretation of AGR, DoT vide communication dated 05.12.2019 requested submission of a comprehensive representation since all the earlier demands are being re-examined w.r.t. the Hon’ble Supreme Court Judgement. In the opinion of the management and based upon legal opinion received, the said judgement dated 24.10.2019 of Hon’ble Supreme Court is not applicable to the Company as the nature of license in case of telecom service providers is different and distinct from the licenses given to the Company.

On the employee front we have focused on connecting with our employees through various channels of Leadership communication, employee surveys and engagement initiatives to build employee morale and motivation. We observed that productivity during Work From Home (WFH) had improved, we controlled hiring and new hires were done primarily for critical positions. Our gender ratio dipped marginally to 23%. We enhanced learning opportunities by introducing “Learning Saturday” & “SPEED” an internal certification program, besides conducting regular trainings for building capabilities. On the CSR front we implemented projects on employability through training in Hardware & Networking and Computer Operator Programming partnering with Don Bosco Institute at Mumbai, Delhi and Kolkata.”

**DR. K. A. PALIA STATED:**

“Notice and the Explanatory Statement along with Audited Financial Statements, Standalone and Consolidated for the year ended 31<sup>st</sup> March, 2021, together with the Boards’ and Auditors’ Reports, Standalone and Consolidated were sent to the Members, Statutory Auditors and all the Directors of the Company through e-mail.”

“May I request the shareholders to take the Notice as read?”

**MR. BHAVESH KHANDHAR ANSWERED:**

“Chairman Sir, since we have received the Notice in advance and have read the same, we request you to call out only the Agenda Item no. and the subject matter of the Resolution of the Notice to be taken up for Members’ approval.”

**DR. K.A. PALIA STATED:**

“I will now proceed to take up the Ordinary Business mentioned in the Notice of this Annual General Meeting.”

1. **“Resolution No. 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 2021, together with the Reports of the Board of Directors and Auditors thereon.”**

“May I request a proposer and seconder for this Resolution?”

**MS. NYRIKA HOLKAR STATED:**

“I propose this Resolution.”

**MR. NAVROZE GODREJ STATED:**

“I second this resolution.”

**DR. K A PALIA STATED:**

“I will now proceed to put the motion to vote. Those in favor are requested to raise their hands.”

All shareholders, present, raised their hands.

“I declare the Resolution carried unanimously.”

2. **“Resolution No. 2: To declare final Dividend on Equity Shares @ Rs. 1,000 (Rupees Thousand only) per Equity Share for the financial year ended 31st March 2021.”**

“May I request a proposer and seconder for this Resolution?”

**MR. NAVROZE GODREJ STATED:**

“I propose this Resolution.”

**MR. BHAVESH KHANDHAR STATED:**

“I second this resolution.”

**DR. K A PALIA STATED:**

“I will now proceed to put the motion to vote. Those in favor are requested to raise their hands.”

All shareholders, present, raised their hands.

“I declare the Resolution carried unanimously.”

**3. “Resolution No. 3: To appoint a Director in place of Mr P.E. Fouzdar (DIN: 00066123), who retires by rotation and, being eligible, offers himself for re- appointment.”**

“May I request a proposer and seconder for this Resolution?”

**MR. BHAVESH KHANDHAR STATED:**

“I propose this Resolution.”

**MS. NYRIKA HOLKAR STATED:**

“I second this resolution.”

**DR. K A PALIA STATED:**

“I will now proceed to put the motion to vote. Those in favor are requested to raise their hands.”

All shareholders, present, raised their hands.

“I declare the Resolution carried unanimously.”

**4. “Resolution No. 4: To appoint a Director in place of Mr. S.N. Irani (DIN: 00213862), who retires by rotation and, being eligible, offers himself for re- appointment.”**

“May I request a proposer and seconder for this Resolution?”

**MRS. NYRIKA HOLKAR STATED:**

“I propose this Resolution.”

**MR. NAVROZE GODREJ STATED:**

“I second this resolution.”

**DR. K A PALIA STATED:**

“I will now proceed to put the motion to vote. Those in favor are requested to raise their hands.”

All shareholders, present, raised their hands.

“I declare the Resolution carried unanimously.”

“With this, we conclude the Ordinary Business of this Annual General Meeting.”

“I thank the Members and Directors for attending this Meeting and state that this Meeting has concluded.”

**MR. BHAVESH KHANDHAR STATED:**

“I thank the Chairman, Dr. K.A. Palia for conducting the Annual General Meeting.”