

INFORMED TECHNOLOGIES INDIA LIMITED

CIN L99999MH1958PLC011001

| Regd. Office: 'Nirmal', 20th Floor, Nariman Point, Mumbai - 400021|

| Tel# +91 22 2202 3055/66 | Fax# +91 22 2204 3162 |

| Email: itil_investor@informed-tech.com | Website: www.informed-tech.com |

Date: September 05, 2018

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai:-400001.

Dear Sir,

Sub: Notice of the 60th Annual General Meeting (AGM) of the Company for the Financial Year 2017-18 as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SCRIP CODE: - 504810

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 60th AGM of the Company scheduled to be held on Saturday, September 29, 2018 at 1:30 PM at the registered office address of the Company at 20th Floor, Nirmal Building, Nariman Point, Mumbai – 400021 to transact businesses as set out in the notice of the AGM.

Further, the Company has provided the facility of voting by electronic means (remote e-voting) on all resolutions as set out in notice of AGM to the shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Saturday, September 22, 2018. The remote e-voting begins on Wednesday, September 26, 2018 at 9:00 AM and ends on Friday, September 28, 2018 at 5:00 PM.

Thanking You,
Yours faithfully,
For M/s. Informed Technologies India Limited



Reena Yadav
Company Secretary & Compliance Officer
(Membership No. A36429)

INFORMED TECHNOLOGIES INDIA LIMITED

60th ANNUAL REPORT 2017-2018

BOARD OF DIRECTORS

Mr. Gautam Khandelwal
Mrs. Suelve Khandelwal
Mr. Ajay Kumar Swarup
Mr. Nimis Sheth
Mr. Virat Mehta

Non Executive Chairman
Executive Director
Independent Director
Independent Director
Additional Director w.e.f June 01, 2018

CHIEF FINANCIAL OFFICER

Mrs. Roshan D'souza

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Reena Yadav

STATUTORY AUDITORS

M/s. Parekh Sharma And Associates
Chartered Accountants, Mumbai

BANKERS

Bank of Baroda
The Hongkong and Shanghai Banking Corporation Ltd.
ICICI Bank Ltd.

LISTED AT

Bombay Stock Exchange Limited
ISIN : INE123E01014

REGISTERED OFFICE

Nirmal, 20th Floor, Nariman Point, Mumbai-400021.
Tel No. : 022-22023055/66 Fax No.: 022-22043162
Email id: itil_investor@informed-tech.com
Website : www.informed-tech.com
CIN: L99999MH1958PLC011001

SOFTWARE DEVELOPMENT CENTRE

Millenium Business Park, 302, 303, Bldg. No. 4,
Sector No. 3, TTC. MIDC, Mahape, Navi Mumbai-400710,
Maharashtra, India.

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited

C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Tel No: +91 22 49186000 Fax: +91 22 49186060
Email Id: rnt.helpdesk@linkintime.co.in

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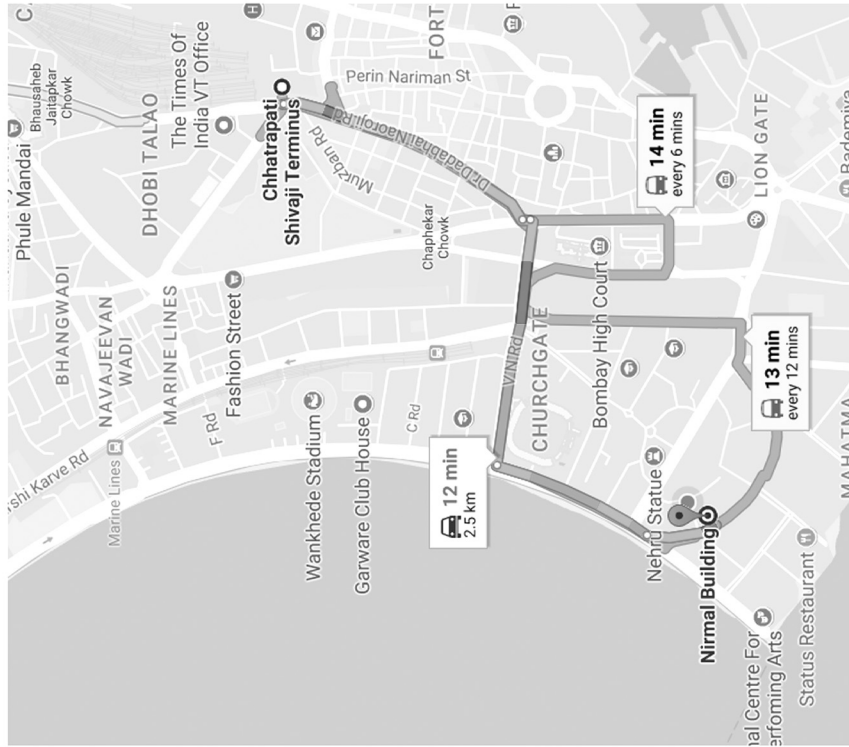
**As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting.
Shareholders are requested to kindly bring their copies to the meeting.**

ROUTE MAP TO THE VENUE OF THE AGM

ROUTE MAP TO THE VENUE OF THE AGM : 20TH FLOOR, NIRMAL BUILDING NARIMAN POINT MUMBAI - 400 021



Route from Churchgate Railway Station



Route from CST Railway Station

NOTICE

NOTICE is hereby given that the Sixtieth Annual General Meeting of the Members of **Informed Technologies India Limited** will be held **on Saturday, September 29, 2018 at 01:30 PM** at the Registered Office Address of the Company at **20th Floor, Nirmal Building, Nariman Point, Mumbai – 400 021** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Directors' Report and Auditors Report thereon; and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 together with the Auditors Report thereon.
2. To appoint a Director in place of Mrs. Suelve Gautam Khandelwal (DIN 00270811), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **RE-APPOINTMENT OF MRS. SUELVE GAUTAM KHANDELWAL (DIN: 00270811) AS EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 188 and 203 read with Schedule V and all other applicable provisions of the Companies Act and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of **Mrs. Suelve Gautam Khandelwal (DIN: 00270811)** as a Whole Time Director of the Company designated as "Executive Director", whose office will be liable to determination by retirement by rotation, for a period of 3 (Three) years with effect from April 01, 2018, on the terms and conditions of re-appointment including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Suelve Gautam Khandelwal (DIN: 00270811), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the re-appointment, the Executive Director shall be paid salary, perquisites and other allowances as set out in Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time, in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board 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."

4. REGULARIZATION OF APPOINTMENT OF MR. VIRAT MEHTA (DIN: 07910116) AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Virat Mehta (DIN: 07910116), who was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013, by the Board of Directors with effect from June 01, 2018 and who holds office upto the date of this Annual General Meeting (AGM) and in respect of whom the Company has received notice in writing from a Member under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from September 29, 2018 upto September 28, 2023 and that he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board 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.”

For and on behalf of the Board

Gautam Khandelwal

Chairman

DIN (00270717)

Place: Mumbai

Date: August 13, 2018

Registered Office:

"Nirmal", 20th Floor, Nariman Point, Mumbai 400021

CIN: L99999MH1958PLC011001

Website: www.informed-tech.com

NOTES

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special business to be transacted at the Annual General Meeting (AGM), as set out under Item No. 3 and 4 above and the relevant details of the Directors seeking re-appointment and appointment under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
2. M/s. Parekh Sharma and Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 59th Annual General Meeting held on September 28, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, hence the Company is not proposing an item on ratification of appointment of Auditor at this AGM.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxies to be effective should be deposited at the Registered Office of the Company **not less than 48 (Forty Eight) hours before the commencement of the meeting.** Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form for the AGM is enclosed.
4. Corporate Members/Societies etc. intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution / Authority Letter etc. as applicable, authorizing their representatives to attend and vote at the AGM.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, September 23, 2018 to Saturday, September 29, 2018** (both days inclusive).
6. In terms of Section 123 of the Companies Act, 2013 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). *Accordingly, in the year 2017-2018 the Company has transferred unpaid dividend for the year ended March 31, 2010 to IEPF. Further, in the year 2018-19, the Company would be transferring the unclaimed or unpaid final dividend for the year ended March 31, 2011 to IEPF. Thus, shareholders are requested to claim the dividend on or before October 19, 2018. No claim shall lie from a Member once the transfer is made to the said Fund. The Members who have not encashed their dividend warrants are requested to encash the same before the said transfer in their own interest.*
7. **As per the provisions of Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012, the Company has placed on its website (www.informed-tech.com), the information on dividend which remains unclaimed with the Company as on Thursday, September 28, 2017 i.e. date of the previous AGM. The information is also available on the website of the Ministry of Corporate Affairs (www.mca.gov.in).**
8. Further, pursuant to the provisions of section 124 of the Companies Act, 2013 read with IEPF Rules, all shares on which

dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the Shareholders whose shares are due for transfer to the IEPF Authority and has also published notice in newspapers. Further, the said details of shareholders are also uploaded on website of the Company and can be accessed at <http://informed-tech.com/investors/unclaimed-dividend/>. Further, the shareholders whose dividend/shares is/will be transferred to the IEPF Authority can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority (<http://www.iepf.gov.in/IEPFA/refund.html>).

9. The Company's equity shares are listed at Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 and the Company has paid the Annual Listing Fees to the Stock Exchanges for the Financial Year 2018-19.
10. In terms of Section 72 of the Companies Act, 2013, and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every share holder of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her shares in the Company shall vest in the event of his/her death. Members, who wish to avail this facility, may fill the prescribed Form No. SH-13 (which will be made available on request) and forward the same to the Registrar and Transfer Agent, M/s. Link Intime India Private Limited.
11. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
12. For the convenience of the Members, attendance slip is enclosed in the Annual Report. Members/Proxy Holders/ Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
13. The Directors' Report, Auditors Report and Audited Financial Statements (Standalone and Consolidated) as at March 31, 2018 are enclosed.
14. Inspection of Documents - Copies of the Memorandum and Articles of Association of the Company and all other documents relevant for the resolution contained in the notice will be available for inspection at the Registered Office of the Company from 11:00 AM to 1:00 PM on all working days (excluding Saturday) up to the date of the Annual General Meeting.
15. In accordance with the Companies Act, 2013 read with the Rules, the Annual Reports are sent by electronic mode to those members whose email ids are registered with the Company/Depositories, unless any member has requested for a physical copy for the same. For members who have not registered their email ID, physical copies are being sent by the permitted mode.
16. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence. They are also requested to bring their copy of Annual Report while coming to the meeting.
17. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID Numbers for easy identification of attendance at the meeting.
18. ***The Name of the Company has been changed from Khandelwal Ferro Alloys Limited to KFA Corporation Limited and later from KFA Corporation Limited to Informed Technologies India Limited w.e.f. August 06, 2001.***

19. **THOSE MEMBERS WHO HAVE NOT SURRENDERED THEIR OLD CERTIFICATES FOR EXCHANGE TO OBTAIN THEIR NEW SHARE CERTIFICATES ARE REQUESTED TO SURRENDER THE SAME AT THE REGISTERED OFFICE ADDRESS OF THE COMPANY/RTA AT MUMBAI.**
20. SEBI notification SEBI/LAD-NRO/GN/2018/24 dated 8 June, 2018 & BSE circular no. LIST/COMP/15/2018-19 dated 05 July, 2018 stated that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed after 5th December 2018, unless the securities are held in the dematerialized form with the depositories. The Members of the Company are requested to dematerialize their physical securities. Members can contact the company or M/s. Link Intime India Private Limited for assistance in this regard.
21. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account alongwith the original cancelled cheque bearing the name of the Member to Link Intime/Company to update their Bank Account details.
22. 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 M/s. Link Intime India Private Limited, Registrar and Share Transfer Agents, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, Maharashtra.
23. ***To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Private Limited /Depositories or send a request to the Company for the same.***
24. **Process and manner for members opting for Remote e-voting are as under:**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM.

A. The instructions for Shareholders voting electronically are as under:-

- (i) The remote e-voting period begins on Wednesday, September 26, 2018 (9:00 AM) and ends on Friday, September 28, 2018 (5:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 22, 2018, may cast their vote electronically. The remote 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" tab.
- (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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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. Please enter the DOB or Dividend Bank Details in order to login.</p> <ul style="list-style-type: none"> • 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 (v).

- (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, 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 <**INFORMED TECHNOLOGIES INDIA 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 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.
- (xix) **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 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.
- (xx) 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.
- (xxi) Shareholders can also cast their vote using CDSL’s mobile app “CDSL m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- B. 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 of Saturday, September 22, 2018.
- C. Mr. Sanam Umbargikar, Partner of M/s. DSM and Associates, Practicing Company Secretary (Membership No. 26141, COP No. 9394), has been appointed as Scrutinizer for scrutinizing the remote e-voting procedure in a fair and transparent manner.
- D. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- E. The declared Results, along with the Scrutinizer’s Report, will be available on the Company’s corporate website www.informed-tech.com under the section ‘Investor’ and on the website of CDSL; such Results will also be forwarded to the Stock Exchange where the Company’s shares are listed.
- F. The Facility for voting through poll shall be made available at the meeting and members attending the meeting who

have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.

- G. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Details of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting

Name Of Director	Mrs. Suelve Gautam Khandelwal	Mr. Virat Mehta
Date of Birth	02.06.1964	25.08.1957
Nationality	Indian	Indian
Date of Appointment	01.04.2015	01.06.2018
Qualifications	She holds a Graduate degree from University of Delhi	He holds a Graduate degree from University of Delhi and has completed his MBA in Marketing and International Business from Fordham Gabelli School of Business, New York
Expertise in specific functional areas	She is responsible for business diversification, business process re-engineering, organizational development in the Company and she had significantly contributed in past to the overall performance and growth of the Company	He has an extensive experience of 30 years in Communication and Brand Marketing. He has worked in Advertising and Brand Building projects in top agencies like Ogilvy and JWT. His last assignment was at Nestle India where he was Vice President Communications for more than 10 years.
Directorships held in other companies (excluding foreign companies)	1. Zeppelin Investments Pvt. Ltd. 2. TypeOut Media Private Limited	1. Nagpur Power And Industries Limited 2. The Motwane Manufacturing Company Private Limited
Committee position held in other companies	Nil	AUDIT COMMITTEE Nagpur Power And Industries Limited STAKEHOLDER RELATIONSHIP COMMITTEE Nagpur Power And Industries Limited NOMINATION AND REMUNERATION COMMITTEE Nagpur Power And Industries Limited
No. of shares held in the Company	1,01,580 Equity Shares	Nil
Inter-se relationship between Directors	Wife of Mr. Gautam Premnath Khandelwal	None

*Board Meeting Attendance and Remuneration Details are provided in Directors Report.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

Item No. 3**RE-APPOINTMENT OF MRS. SUELVE GAUTAM KHANDELWAL (DIN: 00270811) AS EXECUTIVE DIRECTOR OF THE COMPANY**

Mrs. Suelve Gautam Khandelwal has been the Executive Director of the Company since April 01, 2015. The present tenure of Mrs. Suelve Gautam Khandelwal as an Executive Director ends on April 01, 2018.

The Board of Directors of the Company (the 'Board'), at its meeting held on February 14, 2018 and further variation on August 13, 2018, subject to the approval of members, re-appointed Mrs. Suelve Gautam Khandelwal as Whole Time Director of the Company designated as "Executive Director", whose office will be liable to determination by retirement by rotation, for a period of 3 (three) years from the expiry of her present term, which expired on March 31, 2018, at a remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Brief profile of Mrs. Suelve Gautam Khandelwal is as follows:

Mrs. Suelve Gautam Khandelwal has been the Executive Director of the Company in the past, and as such she is aware with the business operations of the Company. She is wife of Mr. Gautam Khandelwal, Chairman of the Company.

Mrs. Suelve Gautam Khandelwal is responsible for business diversification, business process re-engineering, organizational development in the Company and had significantly contributed in past to the overall performance and growth of the Company. In recognition of her valuable contribution, the nomination and remuneration committee and the Board of Directors at its meeting held on February 14, 2018, have recommended the appointment of Mrs. Suelve Khandelwal as "Executive Director" of the Company for a period of 3 years w.e.f April 01, 2018 to March 31, 2021.

Particulars of her qualifications, brief resume, area of expertise and other details are also provided in the Directors' Report.

The material terms of appointment and remuneration as contained in the Re-appointment letter are given below: -

i) Remuneration:

- a) Basic Salary: Rs. 24 Lakhs per annum or such amount as may be decided by the Board of Directors with such increment as may be decided by the Board of Directors from time to time.
- b) benefits, perquisites and allowances shall include furnished accommodation or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses, gas, electricity, water, furnishing and repairs, medical reimbursement for self and family, Children education allowances (at present Rs. 20,000/- per month per child), leave travel concession for self and family, club fees and expenses, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities in accordance with Companies policies and determined by the Board from time to time. The value of the perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in absence of any such rules. However, the Company's contribution to provident fund, gratuity and leave encashment at the end of the tenure, as per the rules of the Company and to the extent are not taxable under the Income- tax law, shall not be included for the purpose of the overall ceiling of remuneration.
- c) Reimbursement of Expenses : Expenses incurred for travelling, boarding and lodging during business trips; and provisions of car and communication expenses for use in respect to Company's business shall be reimbursed at actual and would not be considered as perquisites.
- d) Provision of car, telephone, audio and video conference facilities at residence, Internet and other communication facilities at residence, on Company's business, would not be considered as perquisites.
- e) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year

during the currency of the tenure as a Whole Time Director, the Company has no profits or its profits are inadequate, the Company may subject to requisite approvals, pay remuneration by way of basic salary, benefits, perquisites and allowances as specified above, and within the limits laid down under Section II of Part II of Schedule V to the Companies Act, 2013.

ii) Other Terms:

The period of office of Mrs. Suelve Gautam Khandelwal shall be liable to determination by retirement of directors by rotation. If Mrs. Suelve Gautam Khandelwal is re-appointed as a director, immediately on retirement by rotation she shall continue to hold office of Whole-time Director designated as “Executive Director” and such re-appointment as director shall not be deemed to constitute break in her appointment as a Whole-time Director designated as “Executive Director”.

iii) General:

- a) The Executive Director will perform her duties as such with regard to all work of the Company and she will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Executive Director will be under the overall authority of the Board of Directors of the Company.
- b) The Executive Director shall act in accordance with the Article of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.
- c) The office of the Executive Director may be terminated by the Company by giving One months’ prior notice in writing. Also the Executive Director can resign by giving One Months’ prior notice in writing subject to approval of the board of directors of the Company.

Mrs. Suelve Khandelwal is interested in the Resolution mentioned at Item No. 3 of the Notice with regard to her respective appointment. None of the Directors and Key Managerial Personnel’s of the Company or their relatives except Mr. Gautam Khandelwal is interested in or concerned with the said Resolution.

The Board of Directors recommends the Resolutions at Item No. 3 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

Statement as per Section II, Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:

1	Nature of Industry	Back Office Processing Unit
2	Date or expected date of commencement of commercial production	Fresh certificate of Incorporation was received upon change of name dated August 06, 2001 and there upon the company started its IT enabled services BPO unit from the year 2002.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	As per balance sheet
5	Export performance and net foreign exchange Collaborations	The entire revenue from operations is arising from export of IT enabled services.
6	Foreign investments or collaborators, if any	None

II. INFORMATION OF APPOINTEE: MRS. SUELVE GAUTAM KHANDELWAL

1	Background details	She holds a Graduate degree from University of Delhi.
2	Past remuneration	Rs. 48,00,000/- per annum
3	Recognition or awards	None
4	Job Profile and her suitability	Overall Management of affairs of the company.
5	Remuneration proposed	Rs. 24,00,000/- per annum
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Not Available
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Part of Promoter Group. Also wife of Mr. Gautam Khandelwal, Chairman of the Company.

III. OTHER INFORMATION

1	Reasons of loss or inadequate profits	Company is in a growing stage and under revenue constraints.
2	Steps taken or proposed to be taken for improvement	The Board of Directors of the Company is devoted to developing customer relationship for gaining more business from them.
3	Expected increase in productivity and profits in measurable terms	The Board is hopeful of improvements in profits in coming years.

Item No. 4

APPOINTMENT OF MR. VIRAT MEHTA (DIN: 07910116) INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Virat Mehta as an Additional Director (Independent) of the Company with effect from June 01, 2018. In terms of the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), Mr. Virat Mehta holds office till the date of this AGM. The Company has received a notice pursuant to Section 160 of the Act together with the requisite amount of deposit from a Member proposing the candidature of Mr. Virat Mehta as a Director of the Company.

The Company has also received a declaration from Mr. Virat Mehta confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Virat Mehta is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Brief profile of Mr. Virat Mehta is as follows:

Mr. Virat Mehta is Graduate from University of Delhi and has completed his MBA in Marketing and International Business from Fordham Gabelli School of Business, New York. He has an extensive experience of 30 years in Communication and Brand Marketing. He has worked in Advertising and Brand Building projects in top agencies like Ogilvy and JWT. His last assignment was at Nestle India where he was Vice President Communications for more than 10 years. He is currently on the board of “Nagpur Power And Industries Limited” and “The Motwane Manufacturing Company Private Limited”.

In the opinion of the Board, Mr. Virat Mehta possesses appropriate skills, experience and knowledge and fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Mr. Virat Mehta as an Independent Director, who shall not be liable to retire by rotation.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working days (excluding Saturday) and except when the registers and the books are closed under the provisions of the Act and is also available on the website of the Company www.informed-tech.com.

Mr. Virat Mehta is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Virat Mehta and his relatives, are in any way, concerned or interested in the said resolution.

The Board of Directors recommends the Resolutions at Item No. 4 of the accompanying Notice for the approval of the Members of the Company as an Ordinary Resolution.

For and on behalf of the Board

Gautam Khandelwal

Chairman

DIN (00270717)

Place: Mumbai

Date: August 13, 2018

Registered Office:

"Nirmal", 20th Floor, Nariman Point, Mumbai 400021

CIN: L99999MH1958PLC011001

Website: www.informed-tech.com