

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting ('AGM') of the Members of GODREJ INFOTECH LIMITED ('the Company') will be held on Thursday, 25<sup>th</sup> July, 2024 at 11:30 a.m. (IST) through the medium of Video Conferencing ('VC') to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final Dividend on Equity Shares @ Rs. 1,000 (Rupees One Thousand only) per Equity Share for the financial year ended 31<sup>st</sup> March, 2024.
3. To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai, (firm registration no. 104607W/W100166), as the Statutory Auditors of the Company to hold office from the conclusion of this 27<sup>th</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held in the year 2029 and to authorize the Board of Directors to fix their remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time 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 Sections 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(s) thereof for the time being in force), and based on the approval received from the Board of Directors, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai, (firm registration no. 104607W/W100166), the retiring Auditors, be and are hereby re-appointed as the Auditors of the Company, to hold office for a period of five years from the conclusion of this 27<sup>th</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting to be held in 2029, on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."
4. 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.
5. 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.

**NOTES:**

- a) Pursuant to the General Circular Nos. 20/2020, 02/2022, 10/2022, 09/2023 and relevant Clarifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'the Circulars'), Companies are allowed to hold their AGMs through VC, without the physical presence of members at a common venue. In accordance with the said Circulars of the MCA and applicable provisions of the Companies Act, 2013 ('the Act'), the 27<sup>th</sup> AGM of the Company shall be conducted through VC.
- b) Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- c) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- d) Attendance of the Members through the medium of VC will be counted for the purpose of Quorum under Section 103 of the Act.
- e) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their respective Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to Mrs. Ashrita D'Souza, Authorised Person at [ashrita@godrej.com](mailto:ashrita@godrej.com) in case the shares are held by them in physical form.
- f) Manner of Voting during the AGM shall be through show of hands, unless a poll is demanded.
- g) If a poll is demanded by any Member, all the Members shall cast their votes on the Resolutions by sending an email to [ashrita@godrej.com](mailto:ashrita@godrej.com) only from their email addresses registered with the Company.
- h) ***Video Conferencing via Microsoft Teams:***
- The VC facility to join the AGM shall open 15 minutes prior to the time scheduled for the Meeting.
  - Please follow the steps mentioned below to join and participate in the AGM of the Company:
    1. Click on the link provided in the email sent to you.
    2. Those Members who do not have the Microsoft Teams App downloaded on their laptops/ mobile devices can join the Meeting as a Guest on the Web.
    3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
    4. **For any assistance in joining/ participating through Video Conferencing please contact** Mrs. Ashrita D'Souza, Authorised Person (+91 9920169242/ [ashrita@godrej.com](mailto:ashrita@godrej.com))

- i) Corporate Member intending to appoint its Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Act, is requested to send a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM at [ashrita@godrej.com](mailto:ashrita@godrej.com).
- j) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice are available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [ashrita@godrej.com](mailto:ashrita@godrej.com).
- k) The Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the AGM, will be paid as per the provisions of the Act, to the Members whose name appear on the Company's Register of Members on **Friday, 28<sup>th</sup> June, 2024**.
- l) Members may please note that in terms of Section 124 of the Act, 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 set up by the Government of India under Section 125 of the Act.
- m) **Dispatch of Annual Report through Electronic Mode:**

The Notice of the AGM along with the Annual Report is being sent to the Members only through electronic mode at the email addresses registered with the Company/ Depositories.

Members may also note that the Notice of the Annual General Meeting will also be available on the Company's website, under the tab 'Statutory Report', which is as under:  
<https://www.godrejinfotech.com/aboutUs.aspx>
- n) Any Member seeking any information is requested to write to the Company at least a week before the date of AGM through email on [ashrita@godrej.com](mailto:ashrita@godrej.com). The same will be replied by the Company suitably.
- o) All persons whose names are recorded in the Register of Members maintained by the Company /Depositories as on the cut-off date, i.e. **Friday, 12<sup>th</sup> July, 2024** only shall be entitled to attend and vote at the AGM.
- p) Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 can be obtained from their respective Depository Participant(s). The Company's Registrar and Transfer Agents for its share registry work (Physical and Electronic) are NSDL Database Management Limited.

- q) The Members are urged to dematerialise their shares held in physical form.
- r) The deemed venue for the AGM shall be the Registered Office of the Company.

For and on behalf of the Board of Directors

A. G. Verma  
Chairman  
DIN: 02366334

Mumbai, 14<sup>th</sup> May, 2024

*Registered Office:*  
Pirojshanagar, L.B.S. Marg,  
Vikhroli, Mumbai 400 079