

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on 4:00 P.M. on Saturday, 30<sup>th</sup> September 2017 at Second Floor, No.3, Swaminathan Street, West Mambalam, Chennai-600033.

### **ORDINARY BUSINESS**

- 1.** To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March 2017, the statement of Profit & Loss and other financial statements of the Company for the year ended as on that date together with the reports of Directors' and Auditors' thereon.
- 2.** To appoint a Director in place of Mr. Nanjappan Aravind (DIN 01895602), who retires by rotation, and being eligible, offers himself for re-appointment.
- 3.** Ratification of Appointment of Auditors.

To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at the AGM held on 30.09.2015, the appointment of M/s. Ramraj & Co., (FRN: 002839S), Chartered Accountants, Chennai, as the Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration for the financial year 2017-2018 in consultation with the auditors.”

Place: Chennai  
Date: 02.09.2017

By order of Board  
For Innovation Software Exports Limited  
Sd/-  
(Nanjappan Aravind)  
Director  
(DIN 01895602)

**Notes:**

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote instead of him / herself and the proxy need not be a member of the company.** The instrument appointing the proxy, in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting.
- 2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 25<sup>th</sup> September, 2017 to Saturday, 30<sup>th</sup> September, 2017 (both days inclusive).**
- 3. For the convenience of members, an attendance slip is annexed to the Proxy form. Members are requested to fill in and append their signature(s) at the space provided thereof and hand over the attendance slip at the entrance of the place of the meeting. Proxy/ representative of a member should mark on the attendance slip as 'Proxy' or 'Representative' as the case may be. Members are also requested not to bring with them any person, who is not a Member/Proxy.**
- 4. Members are requested to notify immediately changes in their address, if any, quoting their Client ID No./ Folio No., Number of Shares held, etc. to the Company's Shares Transfer Agents, M/s Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083. Tel No: +91 22 49186000, Fax No: +91 22 49186060, email id: mumbai@linkintime.co.in, website: www.linkintime.co.in.**
- 5. All enquiries and correspondence regarding Transfer of Shares, Dematerialization, etc. should be addressed to Registrar and Share Transfer Agents of the Company, M/s Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083. Tel No: +91 22 49186000, Fax No: +91 22 49186060, email id: mumbai@linkintime.co.in, website: www.linkintime.co.in.**
- 6. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting will be by show of hands only, on all the agenda items at the Meeting unless a poll is demanded.**
- 7. Information pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of proposed appointment/re-appointment of Directors.**

Name	Mr. Nanjappan Aravind (DIN 01895602)
Age	47 years
Qualifications	B. Tech
Other Directorships (Name of the Company)	1. Crazy Infotech Limited 2. Aanjaay Software Limited
Committee Memberships, if any, with position	<u>M/s Crazy Infotech Limited</u> Audit Committee-Member Stakeholders Relationship Committee-Member Nomination & Remuneration Committee-Member
Date of Appointment	15.07.2008
Number of shares held in the Company	Nil

**8. E-Voting facility to the members.**

**A. Information and other instructions relating to e-voting are as under:**

1. In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). In order to enable the Members, who do not have the access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given herein below.
2. The facility for voting through ballot or polling paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting or by Ballot Form shall be able to exercise their right at the meeting.
3. The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

**B. The process and manner for remote e-voting are as under:**

1. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
  - I. Open the e-mail and also open PDF file namely "Innovation e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - II. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - III. Click on Shareholder – Login.
  - IV. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
  - V. If you are logging-in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. Click Login.
  - VI. The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice, making sure that it contains a minimum of eight digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - VII. Once the remote e-voting home page opens, click on remote e-voting > Active e-Voting Cycles.
  - VIII. Select "REVEN" (Remote E-Voting Event Number) of Innovation Software Exports Limited. Now you are ready for remote e-voting as Cast Vote page opens.

- IX. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- X. Upon confirmation, the message “Vote cast successfully” will be displayed.
- XI. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
2. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose e-mail addresses are not registered with the Company/ Depositories or requesting physical copy):
- Initial password is provided in the enclosed Ballot Form. REVEN (remote e-voting number), user ID and password.
  - Please follow all steps from SI. No. (ii) to SI. No. (xi) as above in (1), to cast your vote.
3. Other Conditions:
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members, available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - The remote e-voting period commences on Wednesday, 27<sup>th</sup> September, 2017 (9.00 a.m. IST) and ends on Friday, 29<sup>th</sup> September, 2017 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 23<sup>rd</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.
  - You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
  - The voting rights of 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, 23<sup>rd</sup> September, 2017 and as per the Register of Members of the Company.
  - Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., 23<sup>rd</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form, as well as voting at the Annual General Meeting through Ballot Form/polling paper.
  - CS. A.Kumar Reddy, Practicing Company Secretary (Membership No. 7162), Chennai has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
  - Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at No.127/ 143, Room No.9, First Floor, Nelson Manickam Road, Mehta Nagar, Chennai – 600029 in the enclosed postage pre-

paid self-addressed envelope, not later than 29<sup>th</sup>, September, 2017 (5.00 p.m. IST). Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [kbcchennai@gmail.com](mailto:kbcchennai@gmail.com) by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than Friday, 29<sup>th</sup> September, 2017 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

- A Member can opt for only one mode of voting i.e., either through remote e- voting or by Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.
- At the Annual General Meeting, at the end of the discussion on each of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.
- The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, 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 make not later than 3 days of conclusion of the meeting, 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.
- The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.innovationsoft.in](http://www.innovationsoft.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

**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: L74999TN1992PLC023734

Name of the company: Innovation Software Exports Limited

Registered office: Second Floor, No.3, Swaminathan Street, West Mambalam, Chennai – 600033.

Name of the member (s): Reg-  
istered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of Innovation Software Exports Limited, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

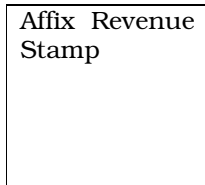
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual general meeting of the Company, to be held on the 30th day of September, 2017 at 4.00 P.M at the Registered Office; Second Floor, No.3, Swaminathan Street, West Mambalam, Chennai – 600033 of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Resolution
1.	To receive, consider and adopt the audited Balance Sheet of the Company as at 31 <sup>st</sup> March 2017, the statement of Profit & Loss and other financial statements of the Company for the year ended as on that date together with the reports of Directors' and Auditors' thereon.
2.	To appoint a Director in place of Mr. Nanjappan Aravind (DIN 01895602), who retires by rotation, and being eligible, offers himself for re-appointment.
3.	Ratification of Appointment of Auditors.  To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:  "RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at the AGM held on 30.09.2015, the appointment of M/s. Ramraj & Co.(FRN: 002839S), Chartered Accountants, Chennai, as the Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2017-2018 in consultation with the auditors."

Signed this \_\_\_\_ day of September 2017.

Signature of the shareholder: \_\_\_\_\_



Signature of the Proxy: \_\_\_\_\_

**Note:**

1. This form of proxy 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.
2. Appointing proxy does not prevent a member from attending in person if he so wishes.
3. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**ATTENDANCE SLIP**  
**(To be presented at the entrance)**

**INNOVATION SOFTWARE EXPORTS LIMITED**  
**(CIN: L74999TN1992PLC023734)**

**25<sup>th</sup> Annual General Meeting on Saturday, 30<sup>th</sup> September 2017 at 04.00 P.M**  
**At Second Floor, No.3, Swaminathan Street, West Mambalam, Chennai – 600033.**

Regd. Folio No. \_\_\_\_\_ DP ID \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the member: \_\_\_\_\_ Signature: \_\_\_\_\_

Name of the Proxyholder: \_\_\_\_\_ Signature: \_\_\_\_\_

I certify that I am a Registered Shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the Company on Saturday, 30<sup>th</sup> September, 2017 at 4.00 P.M at Second Floor, No.3, Swaminathan Street, West Mambalam, Chennai – 600033.

Note:

- Please fill this attendance slip and hand it over at the entrance of the hall.
- Member/ Proxy holder should bring his/her copy of the Annual Report for reference at the meeting.



INNOVATION SOFTWARE EXPORTS LIMITED  
(CIN L74999TN1992PLC023734)  
Regd Off: Second Floor, No.3, Swaminathan Street,  
West Mambalam, Chennai – 600033.

**BALLOT FORM**  
(In Lieu of e-voting)

Name and Registered Address of the sole /first named Shareholder:

Name(s) of the Joint Shareholder(s) if any :  
Registered Folio No./DP ID No./Client ID No :  
No. of equity share held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of Annual General Meeting of the Company to be held on September 30<sup>th</sup>, 2017 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (  ) mark at the appropriate box below.

Sl No.	Resolutions	No. of equity shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
<b>Ordinary Business:</b>				
1.	Adoption of audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Mr. Nanjappan Aravind (DIN 01895602), Director retiring by rotation.			
3.	Ratification of appointment of M/s. Ramraj & Co. (FRN 002839S) as Statutory Auditors.			

Place:

Date:

Signature of the Shareholder

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**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number	User ID	Password

Note:

Please read the instructions printed under the Note no. 8 to the Notice dated, 02<sup>nd</sup> September, 2017 of the 25<sup>th</sup> Annual General Meeting before filling the form. Valid ballot forms received by the Scrutinizer till 5.00 P.M. on 29<sup>th</sup> September, 2017 shall only be considered.

*The Voting period starts on Wednesday, 27<sup>th</sup> September, 2017 at 9:00 am (IST) and ends on Friday, 29<sup>th</sup> September, 2017 at 5:00 P.M. (IST).*