



Notice

Notice is hereby given that the 19th Annual General Meeting (AGM) of the Members of IKF Technologies Limited will be held on Friday, 14th September, 2018 at 3.00 P.M at the Convergence Centre, DPSC Plot No. X-1, 2&3, Block EP, Sector- V, Salt Lake: 700091, to transact the following business:

Ordinary Business

Item No. 1 – Adoption of Financial Statements

To receive consider and adopt the Audited Financial Statement (including the Consolidated Financial Statements) of the Company for the financial year ended March 31st, 2018 and the reports of the Board of Directors ('The Board') and the Auditors thereon.

Item No. 2 – Appointment of Sunil Kumar Goyal as a director liable to retire by rotation.

To appoint a director in place of Sunil Kumar Goyal (Din: 00550933), who retires by rotation and being eligible offers himself for reappointment and to pass the following resolution with or without modification (s) as an Ordinary Resolution.

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, the approval of the members of the Company be, and is hereby accorded for the reappointment of Sunil Kumar Goyal (Din :00550933) as a whole time director, to the extent he is required to retire by rotation.”

Special Business

Item No. 3- Change in Designation of Mr. Manoj Rungta from Independent Director to Executive Director

To Consider and, if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 152, 197 & 203 of the Companies Act, 2013 and all other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, consent of the members of the Company be and is hereby accorded to the change in designation of Mr. Manoj Rungta from Non- Executive Independent Director to Executive Director and Chief Executive Officer as Key Managerial Personnel of the Company with effect from 28th July, 2018. He will be liable to retire by rotation of Directors, as well as payment of salary, commission and perquisites per month.

“RESOLVED FURTHER THAT the terms and conditions applicable for a Executive Director and a Chief Executive officer will also be applicable to Mr. Manoj Rungta with

effect from the appointment date.

“RESOLVED FURTHER THAT Mr. Sunil Kumar Goyal, Director of the Company be and is hereby authorised to File Form DIR-12, Form MGT-14 and any other form as may be required with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

NOTES :

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) MAY APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
- B. As per Section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. The member holding more than ten percent (10%) of the total share capital of the company may appoint a single proxy and such proxy shall not act as a proxy for any other person or shareholder.
- C. The instrument appointing a proxy in order to be effective must be deposited at the company's registered office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
- D. Corporate members intending to send their authorized representative in accordance with Section 113 of the Companies Act, 2013 to attend and vote at the meeting are required to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal.
- E. The related Explanatory Statement pursuant to section 102(1) of the companies Act, 2013, in respect of the business under item no 3 is annexed hereto.
- F. Pursuant to provision of Section 91 of the Companies Act, 2013 the Register of members and share Transfer book of the Company shall remain closed from Friday 7th September, 2018 to Friday, 14th September, 2018(both days inclusive).
- G. The Register of Directors and Key Managerial Personnel and their shareholding maintained under

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Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.

- H. In case of Several joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
- I. Members are requested to send all communications relating to shares and change of address etc to the Company's Registrars & Transfer Agents M/s. Bigshare Services Private Limited having its office at 1st Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra .
- J. Members holding share in electronic mode are requested to intimate any change in their address or bank mandates or demise of any member to the Registrar & Share Transfer Agent of the Company, M/s. Bigshare Services Private Limited at 1st Floor, Bharat Tin Works Building , Opp Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra and /or to Company Secretary at the registered office of the company at 2ND Floor, J-1/12, Block EP&GP, Sector- V, Salt Lake, Kolkata- 700091, quoting their Folio Number. Shareholders holding share in dematerialized form are requested to address all their correspondence to their respective Depository Participants.
- K. In all correspondence with the Company, members are requested to quote their Account/Folio Number and in case their shares are held in dematerialized form their client ID and DP ID numbers.
- L. Electronic copy of the Annual report for the FY 2017-18 are being sent to all the members whose E-mail IDs are registered with the Company/ Depository Participants for communication purpose unless any member has requested for a hard copy of the same.
- M. Electronic copy of the Notice of this meeting inter alia indicating the process and manner of e-voting along with the attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the company/ Depository Participants for communication purpose unless any member has requested for a hard copy of the same. Members may also note that Notice of this meeting and the Annual Report will also be available on the Company's website www.ikftech.in for their convenience. For members who have not registered their e-mail address, physical copies will be sent

through permitted mode.

- N. Members are requested to Bring their copies of Annual Report.
- O. Members are requested to bring their attendance slips duly filled in and signed as per the specimen signature recorded with the company for attending the meeting along with Annual Report already circulated to them. Members/ Proxies attending the AGM are requested to carry their identity proof.
- P. The Securities & Exchange Board of India (SEBI) has mandated the submission of the Permanent Account No (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 Registrar and Share Transfer Agents.
- Q. Members holding share in the same manner or in the same order of names but in several folios are requested to consolidate them into one Folio.
- R. Additional information, pursuant to Regulation 36 of Listing Obligation and Disclosure Requirement, in respect of the directors seeking appointment/ reappointment at the AGM, forms integral part of Notice.
- S. The Company has no unpaid or unclaimed dividends for the purpose of transferring into the Investor Education and Protection Fund (The IEPF) established by the Central Government.
- T. All documents referred to in the Notice will be available for inspection, at the Company's registered office during normal business hours on working days upto the date of the AGM.
- U. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of meeting. This would enable the company to compile the information and provides replies in the meeting.
- V. Voting through electronic means

In compliance with Section 108 of the Act, read with corresponding rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') the Company has provided a facility to its members to exercise their votes electronically through electronic (e-voting) services facilitated by The National Securities Depository Limited (NSDL).The facility for voting through ballot papers will also be made available at the AGM and members

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attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM, through ballot papers. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. **The instructions for e voting are annexed to the Notice.** The Board has appointed Mr. Pramod Kumar Pal Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting/ballot papers in affair and transparent manner.

1. The facility for voting through poll by ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through poll by ballot paper.
2. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
3. The Board of Directors of the Company has appointed Mr. Pramod Kumar Pal, Practicing Company Secretary, Kolkata as Scrutinizer the poll by ballot paper and remote e-voting process in a fair and transparent manner and has communicated his willingness to be appointed and will be available for same purpose.
4. 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 cut-off date i.e. 7th September 2018 only shall be entitled to avail the facility of remote e-voting/Poll by ballot paper.
5. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
6. In case of any query pertaining to e-voting, please visit Instructions FAQ's for Members & E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no. 1800222990 or contract Mr. Sidhart Kapoor, Assistant Manager NSDL at designated emails ids.evoting@nsd.co.in or RajivR@nsdl.co.in or at telephone no 022 24994600/022 24994738. Members may also address their queries relating to e-voting to the e-mail evoting@ikftech.in.
7. The Remote E-voting period begins at 9.00 A.M. on Tuesday, 11th September 2018 and ends at 5.00 P.M. on Thursday, 13th September 2018. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut – off date i.e. 7th September, 2018 may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter.
8. EVEN number of the Company is 108986.
9. The instruction for members for voting electronically is annexed to this Notice.
- W. Explanatory Statement under section 102(1) of the companies Act, 2013 which sets out details relating to special Business to be transacted at the meeting, in annexed hereto and forms part of the Notice.
- X. A Route map and prominent landmark for easy location of the venue of the meeting is enclosed with this notice.

Registered Office:

2nd Floor, Plot No. J-1/12 Block- EP & GP, Sector-V
Salt Lake, Kolkata-700 091
CIN: L72200WB2000PLC111253
Phone: +91 33 23572610/11
E-mail: info@ikftech.in
Website: www.ikf-technologies.com

Date: 28th July, 2018
Place: Kolkata

By Order of the Board of Directors
For **IKF Technologies Limited**



Priyanka Chowdhary
Company Secretary

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Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No 3

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Manoj Rungta (DIN: 02170863) was appointed as an Executive Director on the Board of the Company at their meeting held on 28th July, 2018 pursuant to provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013. Mr. Manoj Rungta is a commerce graduate from Calcutta University. He started his career as an Entrepreneur in Media and Distribution industry. He has been associated with IT&ITES, ISP and BPO industries for more than 15 years.

BRIEF PROFILE OF DIRECTOR:

As required by Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the particulars of Director who are proposed to be appointed is given below.

Name : Mr. Manoj Rungta

Age: 48 years

Qualification: B.Com

Experience: Mr. Rungta is a commerce graduate from Calcutta University. He started his career as an Entrepreneur in Media and Distribution industry. He has been associated with IT & ITES, ISP and BPO industries for more than 15 years.

Other Directorship as on 31.03.2018.

Ranger Reality Private Limited

IKF Green Fuel Limited

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Process of E-voting:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number (108986) followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 108986 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you.

Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail pramodpal.acs@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or

“Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will 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

Other information:

- i Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- ii It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Route Map of AGM Venue

