

KMG INFOTECH LIMITED

Reg.off.: Flat No.310, Gedore House, 51-52 Nehru Place, New Delhi 110019
Corp.Off: 262, Udyog Vihar, Phase IV, Gurgaon – 122015
CIN No: U74110DL1999PLC291383

NOTICE

NOTICE is hereby given that the **Nineteenth Annual General Meeting** of the Members of KMG Infotech Limited for the financial year 2017-18 will be held on Thursday 27th day of September 2018 at B-9, Sarita Vihar, South Delhi 110076 at 11:30 AM to transact the following business:

ORDINARY BUSINESS

1. Adoption of Consolidated & Standalone Financials Statements and Report of the Directors and the Auditors

To receive, consider, approve and adopt the Audited Annual Accounts for the year ended March 31, 2018 together with the Auditors' and Directors' Report thereon.

2. Re-appointment of a Director

To consider and approve appointment of director in place of Mr. Subhash Bhatia (DIN-01899007) who retires by rotation and eligible to get re appointed

SPECIAL BUSINESS

1. RE- APPOINTMENT OF MS. POORNIMA RAMPAL AS WHOLE TIME DIRECTOR AND CFO OF THE COMPANY

RESOLVED THAT in accordance with the provision of Section 196, 197 and 203 read with schedule v and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or enactment(s) thereof, for the time being in force), subject to such modification and variation as may be approved, approval of the Company be and is hereby accorded for the re-appointment of Ms. Poornima Rampal (DIN:02878637), as Whole time director & Chief Financial officer of a company for a further period of 5(five year)from the expiry of her present term of office upto the financial year ending on 31st March 2023 on the same term and conditions, and remuneration so as to not exceed the limit specified in schedule V of the Companies Act, 2013 as may be agreed by the Board of Directors and Ms. Poornima Rampal

Note:

- 1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy and such proxy need not be a member of the Company. Proxy, in order to be effective should be received by the Company not less than 48 Hours before the meeting.**
- 2. Shareholders are requested to immediately notify the Company of any change in their address**
- 3. Register of Directors shareholding, maintained under section 170 of Companies 2013 will be available for inspection by the member at the AGM**
- 4. Explanatory statement pursuant to the provision of section 102 of the Companies Act, 2013 for material facts related to special Business is annexed herewith.**
- 5. Rout Map of the venue of the Meeting is provided at the end of the Notice**

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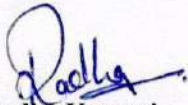
ANNEXURE TO THE NOTICE

Explanatory Statement [Pursuant to Section 102(2) of the Companies Act, 2013]

RE- APPOINTMENT OF MS. POORNIMA RAMPAL AS WHOLE TIME DIRECTOR AND CFO OF THE COMPANY

Ms. Poornima Rampal had been appointed as Whole Time director & CFO of the Company on August 16, 2016 w.e.f April 1, 2016 for a period of 3 years. The term of office of Ms. Poornima Rampal as Whole Time Director and CFO of the Company is due to expire on April 1, 2018. The present proposal is to seek the Shareholders' approval for the re-appointment of Ms. Poornima Rampal as the Whole Time Director is in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors of the Company (the 'Board'), at its meeting held on August 23, 2018 has, subject to the approval of the Shareholders, reappointed for a further period of 5 years from April 1, 2018. The payment of remuneration has already been approved by the Audit Committee in its meeting held on August 23, 2018 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore the Board proposes to seek approval of the Shareholders of the Company,

For and on behalf of the Board of Directors of
KMG Infotech Limited



Radha Kumari
Company Secretary
Mem.No. A36905