

**NOTICE**

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of LCC INFOTECH LIMITED (CIN L72200WB1985PLC073196) will be held on Friday, 29<sup>th</sup> December 2017 at "**Bharatiya Bhasha Parisad**" 36A, Shakespeare Sarani, Kolkata-700017 at 11:00 A.M. to transact the following Business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited financial statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2017 together with Directors' Report and Auditors' Report thereon.

2. To appoint a director in place of Shri Sidharth Lakhotia (DIN: 00057511), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for reappointment.

3. To appoint statutory auditor and fix their remuneration

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Anil Malani & Associates, Chartered Accountants (Firm Registration No. 329096E), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Budhia & Co, Chartered Accountants (Firm Registration No. 320163E), to hold office from the conclusion of this 31st Annual General Meeting (AGM) until the conclusion of the 36th AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

**Special Business**

4. Confirmation of reappointment of Mr. Sidharth Lakhotia as WTD:

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

"**RESOLVED THAT** pursuant to the provisions of section 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification and re-enactment thereof for the time being in force) the consent of the company be and is hereby accorded to the re-appointment of Mr. Sidharth Lakhotia as WTD of the Company for a period of 3 (Three) years with effect from 01.04.2017 on rotational basis and on terms and conditions including remuneration as set out in the agreement to be entered into with Mr. Sidharth Lakhotia

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide from time to time for the payment of perquisites as defined in the Schedule V of the Companies Act, 2013 to Sidharth Lakhotia, WTD of the Company, the aggregate value of which shall be equivalent to the salary being paid to Mr. Sidharth Lakhotia during the period;

**RESOLVED FURTHER THAT** Mr. Sidharth Lakhotia shall not be entitled to any sitting fee for attending meetings of the Board and / or Committee(s) thereof;

**RESOLVED FURTHER THAT** to give effect to the above resolution, Mrs. Kirti Lakhotia, Managing Director of the Company be and is hereby authorised to do all such acts, deeds or things and to take all such steps as may be required or considered necessary or incidental thereto."

12.09.2017

REGD. OFFICE:

P-16,C.I.T. ROAD

KOLKATA-700014

M. No.2525

CIN: L72200WB1985PLC073196

Phone: 033-40033636/37

Fax: 033-24852932

E-mail: corporate@lccinfotech.co.in

Website: www.lccinfotech.co.in

By Order of the Board  
For LCC INFOTECH LIMITED



P.N.Roychoudhury

Company Secretary

**Note:**

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself, and the proxy need not be a member of the Company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before 27<sup>th</sup> December 2017 10.30 a.m.. IST). A proxy form for the AGM is enclosed.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. Pursuant to section 91 of the Companies Act 2013 the Register of Members and Share Transfer Registers of the Company will remain closed from **22<sup>nd</sup> December 2017 to 29<sup>th</sup> December 2017 (both days inclusive)**.
5. An Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 read with section 110 of Companies Act 2013 relating to the Special Business to be transacted at the meeting under Item No.4 is annexed hereto.
6. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act'), will be available for inspection by the members at the AGM
8. Members of the company holding more than one Share Certificate in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant Equity Share Certificates to the Company's Registrar & Share Transfer Agent M/S S.K. INFOSOLUTION PVT.LTD. Situated at 34/1A, Sudhir Chatterjee Street, Kolkata 700 006.
9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members holding the equity shares under multiple folios in same names are requested to consolidate their holdings into one folio. The shareholders holding shares in physical form are once again advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
12. Pursuant to the provisions of the Companies Act, 2013 read with the rules framed there under, the Company may send Notice of General Meeting, Directors' Report, Auditors' Report, Audited Financial Statements and other documents through electronic mode. We request our members to support environmental protection initiative please updates your email addresses with your depository participants to receive any communications electronically.
11. Members are requested to address all correspondence, including on dividends if any , to the Registrar and Share Transfer Agents, M/s. S.k.Infosolution private Limited, 34/a, Sudhir Chatterjee Street, Kolkata-700013, Phone: 033-22196797, Email: [skcdilip@gmail.com](mailto:skcdilip@gmail.com).
12. Relevant documents referred to in the accompanying notice including Annual Report for the financial year 2016-17 are open for inspection by members at the registered office of the company on all working days of the Company (Monday to Friday) between 11:00 a.m. and 1:00 p.m. up to the date of AGM.
13. The 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 Registrar and Share Transfer Agents.
14. The details of directors who are proposed to be reappointed/newly appointed are given in Corporate Governance Report forming part of this Annual Report..

15. Members are requested to: (i) bring their copies of the annual report and the attendance slip duly completed and signed at the meeting. (ii) Quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
16. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
17. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at [www.lccinfotech.co.in](http://www.lccinfotech.co.in)
18. Voting Through Electronic Means
- I. In compliance to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

- (i) The remote e-voting period commences on 25th December, 2017 (9:00 am) and ends on 28th December, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd December 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) 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, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-
	~ 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.

DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.
	Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. LCC Infotech Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- ~ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - ~ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ~ After receiving the login details they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
16. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before **28<sup>th</sup> December 2017**, upto 5:00 pm without which the vote shall not be treated as valid.

17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> December 2017.
19. The shareholders shall have one vote per equity share held by them as on the cut-off date of **22<sup>nd</sup> December 2017**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
20. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22<sup>nd</sup> December 2017**, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
21. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
22. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. **22<sup>nd</sup> December 2017** are requested to send the written / email communication to the Company at [corporate@lccinfotech.co.in](mailto:corporate@lccinfotech.co.in) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
23. Mr. Atul Kumar Labh , Practicing Company Secretary, CP No- 3238 has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hrs. of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website- [www.lccinfotech.co.in](http://www.lccinfotech.co.in) and on the website of CDSL. The same will be communicated to the stock exchange where the shares of the company are listed.

12.09.2017

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P-16,C.I.T. ROAD  
KOLKATA-700014  
M. No.2525  
CIN: L72200WB1985PLC073196  
Phone: 033-40033636/37  
Fax: 033-24852932  
E-mail: [corporate@lccinfotech.co.in](mailto:corporate@lccinfotech.co.in)  
Website: [www.lccinfotech.co.in](http://www.lccinfotech.co.in)

By Order of the Board  
For LCC INFOTECH LIMITED

Sd/-



P.N.Roychoudhury  
Company Secretary

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item : 4**

Mr. Sidharth Lakhotia was reappointed as WTD of the Company at the meeting of the Board of Directors of the Company held on 30.03.2017 for a period of 3 (Three) years with effect from 01.04.2017 subject to the approval of the members.

The agreement entered into by the company with Mr. Sidharth Lakhotia in respect of his appointment, inter alia, contains the following terms and conditions:

Salary Rs. 30000/- per month

Perquisites Rs. 20,000/- per month

He shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilization of gas, electricity, water, furnishing and repairs, medical insurance and such other perquisites and / or allowances upto the amounts specified above, subject to overall ceiling of remuneration stipulated in section 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification and reenactment thereof for the time being in force). The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any other rules there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). However, Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration or perquisites aforesaid. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Sidharth Lakhotia in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.

The terms and conditions set out for appointment and payment of remuneration herein and / or in the Agreement may be altered and varied from time to time by the Board of Directors of the Company as it may, at its discretion deem fit so as not to exceed the limits specified in the Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any amendments made thereto.

The agreement may be terminated by either party (Company or WTD) by giving the other three months prior notice of termination in writing.

**Additional information on director recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sidharth Lakhotia**

Mr. Sidharth Lakhotia is WTD and CEO of the company. He is member on Borad of Director of Company since 1998.

As CEO of Company, Mr. Sidharth Lakhotia has overall strategic and operational responsibility for the entire portfolio of the Company's offerings. He oversees the key functions of promotions, sales, finance and business Development of the company. He make the continuous renewal of key processes, systems and policies across the Company, sales effectiveness, delivery excellence, quality, talent management and leadership development. He also is actively involved in all technological aspects related to Computer Training and Software Development.

Mr. Sidharth Lakhotia has over 16 years of industry experience.

Mr. Sidharth Lakhotia holds a degree in MBA from Indiana University.

**Nature of expertise in specific functional areas**

IT & Business Management.

**Disclosure of inter-se relationships between directors and Key Managerial Personnel**

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sidharth Lakhotia in his personal capacity and Mr. Pratik Lakhotia and Mrs. Kirti Lakhotia being the relatives of Mr. Sidharth Lakhotia is interested or deemed to be interested, financially or otherwise, in the proposed resolution

**Listed companies (other than LCC Infotech Limited) in which Mr. Sidharth Lakhotia holds directorship and committee membership :**

Directorship : Nil

Chairperson / Membership of Board committees : Nil

Shareholding in the Company : **10859674**

The Agreement entered into between the Company and Mr. Sidharth Lakhotia is available for inspection at the Registered Office of the Company on any working day excluding Saturdays and holidays, upto the date of the ensuing Annual General Meeting between 11.00 a.m. to 1.00 p.m. Yours Directors commend the resolution for your approval.

12.09.2017

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By Order of the Board  
For LCC INFOTECH LIMITED

Sd/-   
P.N. Roychoudhury  
Company Secretary

