



iq infotech Ltd

Regd. Office & Factory : No. 185,
2nd Floor, Kannan Complex,
Major Unikrishnan Road,
Vidyaranya, Bangalore-560097

Tele/Fax : 080-23645949
E-mail : sudarshan@iqinfotech.net

NOTICE

NOTICE is hereby given that the **01/EGM/2025-2026 Extra Ordinary General Meeting** of the Members of **IQ INFOTECH LIMITED**, will be held on **Monday, the 30th day of March 2026** at 11.30 A.M through Video Audio Visual Means to transact the following Special Business:

SPECIAL BUSINESS:

1. TO CONSIDER THE ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION IN LINE WITH COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, with or without modification(s), following resolution as **SPECIAL RESOLUTION.**

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (the ‘Act’), read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, (including any modification(s) thereto or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded, to substitute the existing Memorandum of Association of the company and adopt new set of Memorandum of Association as per the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things, including filing necessary forms with the Registrar of Companies, as may be deemed necessary, proper, or expedient to give effect to this resolution.”

2. TO CONSIDER THE ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION IN LINE WITH COMPANIES ACT, 2013:

To consider and, if thought fit, to pass, with or without modification(s), following resolution as **SPECIAL RESOLUTION.**

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (the ‘Act’), read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members be and is hereby accorded, to substitute the existing Articles of Association of the company and adopt new set of Articles of Association as per the provisions of the Companies Act, 2013 which shall also include an enabling clause permitting the Company to under take Reduction of Share Capital in accordance with Section 66 of the Act and other applicable provisions.”

“RESOLVED FURTHER THAT any one of the Director of the Company, be and is hereby authorized to do all such acts, deeds, matters, and things, including filing necessary forms with the Registrar of Companies, as may be deemed necessary, proper, or expedient to give effect to this resolution.”

3. TO DISCUSS AND APPROVE THE REDUCTION OF SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification(s), following resolution as **SPECIAL RESOLUTION.**

“RESOLVED THAT pursuant to Section 66(1)(b)(i) and other applicable provisions of the Companies Act, 2013, read with rules, circulars, notifications, if any made there under, (including any statutory modification, amendment or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded, subject to the approval of the Hon'ble National Company Law Tribunal (NCLT), the proposal for the reduction of the Company's share capital, which shall be achieved by writing off the accumulated losses of the Company through the reduction of the face value of equity shares from Rs. 10/- (Rupees Ten only) to Rs. 0.10/- (Ten Paise only) per share.”

“RESOLVED FURTHER THAT upon such reduction taking effect, the subscribed, issued and paid-up equity share capital of the Company shall stand reduced or otherwise altered from Rs. 10,51,25,500/- (Rupees Ten Crore Fifty-One Lakh Twenty-Five Thousand Five Hundred only) comprising 1,06,46,800 (One Crore Six Lakh Forty-Six Thousand Eight Hundred) equity shares, consisting of Rs. 10,46,78,000/- (Rupees Ten Crore Forty-Six Lakh Seventy-Eight Thousand

only) divided into 1,04,67,800 (One Crore Four Lakh Sixty-Seven Thousand Eight Hundred) equity shares of Rs. 10/- (Rupees Ten only) each, fully paid-up, and Rs. 4,47,500/- (Rupees Four Lakh Forty-Seven Thousand Five Hundred only) divided into 1,79,000 (One Lakh Seventy-Nine Thousand) equity shares of Rs. 10/- (Rupees Ten only) each, paid-up to the extent of Rs. 2.50 (Rupees Two and Paise Fifty only) per share, with the balance of Rs. 7.50 (Rupees Seven and Paise Fifty only) per share remaining in calls in arrears, to Rs. 10,64,680/- (Rupees Ten Lakh Sixty-Four Thousand Six Hundred Eighty only) divided into 1,06,46,800 (One Crore Six Lakh Forty-Six Thousand Eight Hundred) equity shares of Rs. 0.10 (Ten Paise only) each, and that the differential amount of Rs. 10,40,60,820/- (Rupees Ten Crore Forty Lakh Sixty Thousand Eight Hundred Twenty only) representing the reduction of the existing subscribed, issued and paid-up equity share capital be and is hereby extinguished and cancelled.”

“RESOLVED FURTHER THAT the reduction shall be effected by utilizing and adjusting the balances in the Capital Reserve, Capital Redemption Reserve and General Reserve, and by setting off / writing off the accumulated losses of the Company to the extent of Rs. 10,40,60,820/- out of the total accumulated losses of Rs. 14,87,31,970/-.”

“RESOLVED FURTHER THAT the reduction of share capital does result in the diminution of the liabilities of the Company in respect of any partly paid-up shares, including the amounts lying in calls in arrears, to the full extent of the reduced or cancelled of amount on such shares.”

“RESOLVED FURTHER THAT no consideration in cash or in kind shall be payable to the shareholders in lieu of the Reduction, cancellation and extinguishment of the equity share capital.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to take all necessary steps, execute all requisite documents, make necessary filings with the Registrar of Companies and other statutory or regulatory authorities, and do all such acts, deeds, matters and things as may be required or considered expedient for the purpose of giving effect to this resolution.”

4. TO APPROVE AMENDMENT OF THE MEMORANDUM OF ASSOCIATION FOR ALTERATION OF SHARE CAPITAL PURSUANT TO THE PROPOSED REDUCTION OF SHARE CAPITAL:

To consider and, if thought fit, to pass, with or without modification(s), following resolution as **SPECIAL RESOLUTION.**

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 66 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to the approval of the Hon'ble National Company Law Tribunal (NCLT) under Section 66 of the Companies Act, 2013, the consent of members be and is hereby authorized to alter the Authorized Capital Clause (Clause V) of the Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT subject to the approval of the Hon'ble National Company Law Tribunal (NCLT), Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the existing Clause V of the Memorandum of Association and substituting the following:”

“V. The authorized share capital of the company is Rs.11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,00,000 (One Hundred Ten Crores only) equity shares of Rs.0.10 (Rupees Ten Paise Only) each with power to increase or decrease as and when the company deems fit.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorised to sign, execute and submit all necessary forms, applications, documents and returns with the Registrar of Companies, Bangalore, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

Place: Bangalore

Date: 05/03/2026

-/By order of the Board/-
For IQ INFOTECH LIMITED

Sri ~~vasa~~ Sudarshan
Managing Director
DIN: 00382354

NOTES:

1. The explanatory statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the Company.
3. The instrument appointing the proxy, duly completed, stamped and signed must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy form for the Extra Ordinary General Meeting is enclosed herewith.
4. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company.
6. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, each as amended, companies are permitted to send official documents to their shareholders electronically.
7. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 05:00 P.M. (except Sunday) up to the date of General Meeting and will also be available during the General Meeting.



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013, ANNEXURE TO AND FORMING PART OF THE NOTICE**

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the Extraordinary General Meeting of the Company.

ITEM NO.1:

The existing Memorandum of Association (“MOA”) of the Company was originally adopted in accordance with the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, the format and certain provisions of the MOA have undergone significant changes. In order to align the MOA of the Company with the requirements and terminology of the Companies Act, 2013, it is proposed to substitute the existing MOA.

The Board of Directors accordingly proposes to adopt a new set of Memorandum of Association in place of the existing MOA and seeks the approval of the shareholders for the same.

A copy of the proposed Memorandum of Association of the Company will be available for inspection by the members at the Registered Office of the Company during the business hours on any working day, except Sundays, between 10:00 A.M. and 05.00 P.M., up to the conclusion of the Extraordinary General Meeting.

The Board of Directors recommends the resolution at Item No. 1 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.



ITEM NO.2:

The existing Articles of Association (“AOA”) of the Company were originally adopted in accordance with the provisions of the Companies Act, 1956. With the implementation of the Companies Act, 2013, various provisions relating to corporate governance, management, and operational procedures have undergone significant changes. Consequently, the format and contents of the existing AOA need to be updated to bring them in line with the requirements of the Companies Act, 2013.

To ensure full alignment with the provisions of the Act, it is proposed to adopt a completely new set of Articles of Association in substitution of the existing AOA. The proposed Articles have been drafted in accordance with Table F of Schedule I of the Companies Act, 2013 and incorporate necessary enabling provisions to support the efficient functioning and future requirements of the Company.

Additionally, the proposed new Articles include an enabling clause allowing the Company to undertake Reduction of Share Capital in accordance with Section 66 of the Companies Act, 2013 and other applicable provisions, as may be required for any future restructuring activity.

A copy of the proposed new set of Articles of Association of the Company is available for inspection by the members at the Registered Office of the Company during business hours on any working day, except Sundays, between 10:00 A.M. and 05:00 P.M., up to the date of the Extra-Ordinary General Meeting. The same will also be made available at the meeting.

The Board of Directors recommends the resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

ITEM NO.3:

The Board of Directors of the Company has reviewed the financial position of the Company and noted that the accumulated losses standing in the books amount to 114,87,31,970/-, which have significantly eroded the net worth of the Company. As a result, the existing subscribed, issued and paid-up share capital of the Company is not adequately represented by the realizable value of its assets. In order to present a true and fair view of the financial position and to right-size the Balance Sheet, the Board considers it necessary to adjust a portion of the accumulated losses through a reduction of the share capital.



To achieve this, the Board of Directors has proposed a reduction in the face value of each equity share of the Company from 110/- (Rupees Ten Only) to 10.10/- (Rupees Ten Paise Only) per share, by cancelling the number of partly paid up equity shares.

This reduction will result in the subscribed, issued and paid-up share capital being reduced from Rs. 10,51,25,500/- comprising 1,06,46,800 equity shares, consisting of Rs. 10,46,78,000/- divided into 1,04,67,800 equity shares of Rs. 10/- each (fully paid-up) and Rs. 4,47,500/- divided into 1,79,000 equity shares of Rs. 10/- each paid-up to the extent of Rs. 2.50 per share (with the balance of Rs. 7.50 per share remaining in calls in arrears), to Rs. 10,64,680/- divided into 1,06,46,800 equity shares of Rs. 0.10 each.

The proposed reduction is intended exclusively for writing off accumulated losses and aligning the capital structure with the current financial status of the Company. The reduction shall be carried out by utilising the balances available in the Capital Reserve, Capital Redemption Reserve, and General Reserve, along with the reduction of paid-up equity share capital, to adjust accumulated losses to the extent of Rs. 10,40,60,820/- (Rupees Ten Crore Forty Lakh Sixty Thousand Eight Hundred Twenty only) out of the total accumulated losses of t14,87,31,970/-.

SI NO.	Particulars	Before Capital Reduction	After Capital Reduction
1	Authorised Share Capital	Rs.11,00,00,000/- divided into 1,10,00,000 Equity Shares of Rs.10/- Each	Rs.11,00,00,000/- divided into 1,10,00,00,000 Equity shares of Rs.0.1/- each
2	Total Paid Up share Capital	Rs. 10,51,25,500/- comprising 1,06,46,800 equity shares, consisting of Rs. 10,46,78,000/- divided into 1,04,67,800 equity shares of Rs. 10/- each (fully paid-up) and Rs. 4,47,500/- divided into 1,79,000 equity shares of Rs. 10/- each paid-up to the extent of Rs. 2.50 per share (with the balance of Rs. 7.50 per share remaining in calls in arrears)	Rs. 10,64,680/- divided into 1,06,46,800 equity shares of Rs. 0.10 each



3	Fully Paid Up share Capital	Rs. 10,46,78,000/- divided into 1,04,67,800 equity shares of Rs. 10/- each (fully paid-up)	Rs.10,46,780/- divided into 1,04,67,800 Equity shares of Rs.0.10/- Each
4	Partly Paid Up Share capital	Rs. 4,47,500/- divided into 1,79,000 equity shares of Rs. 10/- each paid-up to the extent of Rs. 2.50 per share (with the balance of Rs. 7.50 per share remaining in calls in arrears)	Rs.17,900/- divided into 1,79,000 Equity shares of Rs.0.10/- Each

The reduction of share capital does result in the diminution of the liabilities of the Company in respect of any partly paid-up shares, including the amounts lying in calls in arrears, to the full extent of the reduced or cancelled of amount on such shares.

The proposed capital reduction will operate uniformly for all shareholders of the Company. The Members are further informed that no consideration, whether in cash or otherwise, shall be payable to any shareholder as a result of the proposed reduction, cancellation or extinguishment of the equity share capital.

The proposed reduction of share capital is subject to the approval of the Members by way of a special resolution and confirmation by the Hon'ble National Company Law Tribunal (NCLT). Upon receipt of the NCLT order and its filing with the Registrar of Companies, the revised capital structure shall take effect in accordance with the Resolution.

The Board of Directors recommends the resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any



ITEM NO.4:

The existing Authorised Share Capital of the Company, as reflected in Clause V of the Memorandum of Association (“MOA”), requires alteration of the face value of shares, which is proposed to be undertaken pursuant to and subject to the approval of the Reduction of Share Capital under Section 66 of the Companies Act, 2013. In order to align the nominal value of shares with the proposed restructuring of the share capital, it is necessary to amend the Authorised Share Capital accordingly. Therefore, pursuant to Sections 13, 61, and 66 of the Companies Act, 2013 and the rules made thereunder, it is proposed to alter the Authorised Share Capital of the Company and modify Clause V of the MOA.

The proposed resolution seeks the approval of the members to alter the Authorised Share Capital Clause of the MOA by deleting the existing Clause V and substituting it with the revised clause reflecting the new authorised capital of **111,00,00,000/-** (Rupees Eleven Crores only) divided into 1,10,00,00,000 (One Hundred Ten Crores only) equity shares of 10.10 each, with the necessary powers to increase or decrease the capital as may be deemed appropriate by the Company, subject to the approval of the Hon'ble National Company Law Tribunal (NCLT) for the Reduction of Share Capital.

The Board of Directors recommends the resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members as an Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.



FormNo .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]

CPN :L31909KA1985PLC006990

Name of the company : IQ INFOTECH LIMITED

Registered office : 185, 2^o Floor, Kannan Complex, Major Sandeep Unnikrishnan Road,
Chikka Betta iTalli, Vidya, Ranyapura, Bangalore, Karnataka - 560097

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of.....Shares of the above named company, 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 Extra Ordinary General Meeting of the company, to be held on Monday, the 30th March, 2026 at 11.30 A.M. at 185, 2nd Floor, Kannan Complex, Major Sandeep Unnikrishnan Road, Chikka Betta Halli, Vidya, Ranyapui'a, Bangalore, Karnataka — 560097 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	ISOLATION	VOTE (OPTIONAL SEE NOTE 2)	
		FOR	AGAINST
	SPECIAL BUSINESS		
1	To Consider the Adoption of New Set of Memorandum of Association in line with Companies Act, 2013		
2	To Consider the Adoption of New Set of Articles of Association in line with Companies Act, 2013		
3	To Discuss and Approve the Reduction of Share Capital of the Company		
4	To Approve Amendments to the Memorandum of Association for Alteration of Share Capital Pursuant to the Proposed Reduction of Share Capital.		

Signed this day of 2026

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp

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.

Note 2: *It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

General Instructions & Information

1. National Securities Depository Limited ('WSDL') will facilitate remote e-voting for Members participating in the 1st EGM for the financial year 2025-26 through the VC/OAVM platform.
2. In accordance with the provisions of the Companies Act, 2013 (the "Act"), a member entitled to attend and vote at the EGM may appoint a proxy to attend and vote on their behalf. However, pursuant to the applicable MCA General Circular No.03/2025 dated 22.09.2025, physical attendance of Members has been dispensed with, and therefore, the facility for appointment of proxies under Section 105 of the Act shall not be available for this EGM. Notwithstanding the above, in terms of Sections 112 and 113 of the Act, representatives of Members, such as the President of India, the Governor of a State, or a body corporate, may attend the EGM through VC/OAVM and cast their votes via e-voting. Institutional or corporate Members (other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG) of the Board or Governing Body Resolution / Authorization authorizing their representative to attend the EGM and vote electronically. Such Resolution/Authorization should be sent by email from the registered email address of the Member to ananta.deshpande@csdco.in with a copy marked to evoting@kfintech.com, prior to the EGM.
3. Members may join the EGM through the VC/OAVM facility by following the instructions Provided in the Notice. The VC/OAVM platform will be accessible from 15 minutes before the scheduled time of the EGM and will remain open until 15 minutes after the scheduled start time. The Company reserves the right to close the window thereafter.
4. Participation through VC/OAVM will be limited to 1,000 Members on a first-come, first-served basis. This restriction shall not apply to Shareholders holding 2% or more of the shareholding, Institutional Investors, Directors, Key Managerial Personnel, Auditors, and other invitees who are permitted to attend the EGM without any limitation on the first-come, first-served basis.
5. Attendance of Members participating in the EGM through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Act.
6. Pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and in accordance with the MCA Circulars dated April 08, 2020, April 13, 2020, and May 05, 2020, the Company is providing its Members the facility to exercise their right to vote electronically ("remote e-voting"). Members holding shares either in physical or dematerialized form may cast their votes electronically on the resolutions set

forth in the Notice. Only Members whose names appear in the Register of Members / Depositories as on the Cut-off Date (23rd March 2026) shall be entitled to vote.

7. The Company has engaged Kfintech to provide the remote e-voting platform. Detailed instructions for accessing and using the remote e-voting facility, as well as voting during the EGM, are provided in this Notice. For any technical assistance, Members may contact Kfintech and company.
8. The board has appointed Mr. Dwarakanath Chennur, Practising Company and Mr. Ananth Deshpande, Practising Company Secretary issued by the Institute of Company Secretaries of India (ICSI) to scrutinize the e-Voting process in a fair and transparent manner.
9. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within 2 working days of conclusion of the meeting, submit his report to the Chairman / Managing Director / Chief Financial Officer & Company Secretary of the Company.
10. The remote e-Voting period begins on **27th March 2026 at 9:00 A.M. (IST)** and ends on **29th March 2026 at 5:00 P.M. (IST)**. The remote e-Voting module shall be disabled by Kfintech for voting thereafter. Members who have not cast their vote on any of the resolutions using the remote e-Voting facility can vote on those resolutions during the EGM. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.
11. As the Extraordinary General Meeting (“EGM”) will be conducted through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), the Route Map is not annexed to this Notice.
12. Members are requested to ensure that their email ID and mobile number provided to the Company / Depository Participant are valid and updated to enable smooth access to VC/OAVM and e-voting.