

IB INFOTECH ENTERPRISES LIMITED

Reg. Off.: 428, Kailash Plaza, Vallabh Baug Lane, Ghatkopar (E), Mumbai 400 075.

Telephone No. (022) 6670 9800

Email ID: iielimited@yahoo.in

CIN: L30006MH1987PLC045529

POSTAL BALLOT NOTICE

**[Pursuant to Sections 110 and 108 of the Companies Act, 2013
read with Rules 22 and 20 of the Companies (Management and
Administration) Rules, 2014]**

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the "Act") read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (the "SS-2"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") including any statutory modification(s), substitution(s) or re-enactment(s) thereof for the time being in force and General Circular No. 03/2025 dated 22nd September, 2025, issued by the Ministry of Corporate Affairs (the "MCA") read along with other connected circulars issued from time to time in this regard (the "MCA Circulars") and any other applicable law, rules and regulations, the items of special business as set out in this Notice are proposed for consideration by the Members of IB INFOTECH ENTERPRISES LIMITED (the "Company") for approval by means of Postal Ballot through voting by electronic means ("remote e-voting" or "e-voting") only.

In compliance with the aforesaid MCA Circulars, The IB Infotech Enterprises Limited ('Company') is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this

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Notice. The Notice is also available on the website of the Company i.e. www.ibinfotech.net.in.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Wednesday, 06th May, 2026. The remote e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by him. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's Report, will be announced by the Chairman or such person as authorised, within two working days from 06th May, 2026. The same will be displayed on the website of the Company www.ibinfotech.net.in, the website of CDSL and shall also be communicated to BSE Limited ('BSE'), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com.

The Resolution, if approved, will be taken as having been passed effectively on the last date specified for remote e-voting i.e. Wednesday, 06th May, 2026.

SPECIAL BUSINESS:

1. To consider and approve appointment of Mr. Chinmay Shukla (DIN: 05124432) as an Independent Director of the Company for a term of five consecutive years w.e.f. 28th October, 2025:

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

"RESOLVED THAT pursuant to provisions of sections 149, 150 152 and any other applicable provisions of the Companies Act, 2013, (hereinafter referred to as the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation(s)") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Chinmay Shukla (DIN 05124432) who, on recommendation of

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Nomination and Remuneration and Compensation Committee, was appointed as an Additional Director and designated as an Independent Director of the Company by the Board of Directors at their Meeting held on 28th October, 2025, and who holds his office upto the date of ensuing Annual General Meeting (AGM) pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director in the prescribed manner, be and is hereby appointed as a Regular Director designated as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 28th October, 2025".

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

2. To consider and approve sub-division of Equity Shares of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), including the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended from time to time, to the extent applicable (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), and pursuant to the Article of Association of the Company and subject to such permissions, consents and approvals, if any, required from the concerned statutory authorities as may be required in this respect and based on the recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for sub-division of equity shares of the Company, such that 1 (One) equity share having face value of Rs. 10/- (Rupees Ten Only) each, fully paid-up, be sub-divided into

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10 (Ten) equity shares having face value of Re. 1/- (Rupee One Only) each, fully paid- up, ranking pari-passu with each other in all respects with effect from such date as may be fixed for this purpose ("Record Date") by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee constituted / to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution).

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares as aforesaid and with effect from the Record Date:

- a) the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect from the record date. The Board of Directors and/or Company's Registrar and Share Transfer Agents shall, without requiring the Members to surrender their existing Share Certificate(s), and credit the corresponding sub-divided equity shares in dematerialised form. In accordance with Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall credit such sub-divided shares to a separate demat (Suspense / Escrow) Account for those Members who do not have demat accounts, until such time as they open a demat account and claim their respective shares, in compliance with applicable laws, rules, and regulatory guidelines.
- b) the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT the sub-division of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company including to fix and announce the Record Date, to make appropriate

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adjustments on account of sub-division of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations.”

3. To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals as may be necessary, approval of the Members of the Company be and is hereby accorded to alter and substitute the existing clause V of the Memorandum of Association of the Company with the following New Clause:

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters, and things and to give such directions as may be necessary or expedient for the purpose of giving effect to the above Resolution.”

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4. To consider and approve alteration of the Articles of Association of the Company:

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

“RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the rules framed thereunder, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the consent of the members be and is hereby accorded to replace, alter, modify, revise and adopt, the existing Articles of Association of the Company with the new set of Articles of Association (“New Articles”), and that the said New Articles be and are hereby approved and adopted as the Articles of Association of the Company and the said New Articles shall be the regulations of the Company, in substitution of and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters, and things and to give such directions as may be necessary or expedient for the purpose of giving effect to the above Resolution.”

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**By Order of the Board of
Directors
For IB Infotech Enterprises
Limited**

**Sd/-
Divya Trivedi
Company Secretary**

**Mumbai
31/03/2026**

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Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the MUFG Intime India Private Limited ('MUFG'), the Company's Registrars and Transfer Agents ('RTA') as on Friday, 03rd April, 2026 ('Cut-Off Date') and whose email addresses are registered with the Company/ RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 03rd April, 2026.
3. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
4. It is, however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to nonregistration of their email addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No.14 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
6. The remote e-voting shall commence on Tuesday, 07th April, 2026 at 9:00 a.m. (IST) and shall end on Wednesday, 06th May, 2026 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast

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their vote electronically. The remote e-voting module shall be disabled by CSDL for voting thereafter.

7. The Board of Directors has appointed Mr. Harshvardhan Nikhil Tarkas (Membership No. ACS 30701, CP No. 24169) Practising Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from Wednesday, 06th May 2026. The Scrutinizer's decision on the validity of votes cast will be final.
9. The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website www.ibinfotech.net.in and on the website of CDSL, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares is listed viz. BSE and be made available on their respective websites viz. www.bseindia.com. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Wednesday, 06th May 2026.
10. A copy of this Postal Ballot Notice is also available on the website of the Company viz. www.ibinfotech.net.in, the relevant section of the website of BSE viz. www.bseindia.com on which the Equity Shares of the Company are listed and on the website of CDSL.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. All the material documents referred to in this Postal Ballot Notice and Explanatory Statement are available for electronic inspection without any fee by the members up to the last date of e-voting. Members seeking to inspect such documents can send an email to iielimited@yahoo.in from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID.
13. Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant(s) for sending future communication(s) in electronic form and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA i.e. MUFG Intime India Private

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Limited. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.

14. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 07th April, 2026 and ends on Wednesday, 06th May, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 03rd April 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will

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	<p>authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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	4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at

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evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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CIN: L30006MH1987PLC045529

- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; iielimited@yahoo.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

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3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

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**By Order of the Board of
Directors
For IB Infotech Enterprises
Limited**

**Sd/-
Divya Trivedi
Company Secretary**

**Mumbai
31/03/2026**

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EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1:

Mr. Chinmay Shukla was appointed as an Additional (Independent) Director of the Company with effect from 28th October, 2025, by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Mr. Chinmay Shukla holds office only up to the date of the forthcoming Annual General Meeting but is eligible for appointment as an Independent Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Chinmay Shukla's appointment for the office of Independent Director of the Company. Additional information in respect of Mr. Chinmay Shukla in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standards on General Meetings (SS-2), is annexed to this Notice. Mr. Chinmay Shukla is not related to any Director of the Company. In the opinion of the Board, Mr. Chinmay Shukla fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

After taking into consideration the recommendation of the Nomination and Remuneration and Compensation Committee, the Board is of the opinion that Mr. Chinmay Shukla's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.1 of this Notice relating to the appointment of Mr. Chinmay Shukla as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 28th October, 2025 for your approval. Mr. Chinmay Shukla has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations.

The Company has also received: (i) the consent in writing to act as Director and intimation that he is not disqualified under section 164 of the Companies Act, 2013. (ii) a declaration to the effect that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. (iii) A copy of the draft letter for the appointment of Mr. Chinmay Shukla as Independent Director setting out the terms & conditions

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would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.iielimited@yahoo.in.

Mr. Chinmay Shukla is deemed to be interested in the resolution as set out in Item No. 1 of the Notice. His relatives may also be deemed to be interested in the said respective resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in this resolution.

Item No.2 & 3:

In order to improve the liquidity of Company's Share and to make it more affordable for small investors and also to broaden the base of investors, the Board of Directors of the Company, in their meeting held on 31st March, 2026 have recommended to sub-divide (split) 1(One) Equity share of face value of Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Face Value of Re. 1/- (Rupee One only) each for the approval of members.

The Record date for the aforesaid sub-division shall be fixed by the Board of Directors after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company. The proposed sub-division of fully paid-up Equity Shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Equity Capital of the Company.

Further, such sub-division shall not be construed as reduction in share capital of the Company in compliance of the applicable provisions of the Companies Act, 2013 ("Act") and other applicable regulations/ provisions in this regard.

The aforesaid Sub-division of equity shares of face value of Rs. 10/- each requires amendment to the existing Clause V 'Capital Clause' of the Memorandum of Association of the Company as set out in Item no. 3, of this Notice. A draft copy of the revised MOA of the Company (with proposed changes) is available for inspection by the Members upto the last date of

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remote e voting. Accordingly, the Clause V of the Memorandum of Association of the Company will be altered as follows:

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of face value of Re. 1/- (Rupee One Only) each.

Approval of the members of the Company by way of ordinary resolution is required for the aforesaid subdivision of shares and amendment in Clause V of the Memorandum of Association of the Company.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 and 3 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 2 and 3 of this notice to be passed as Ordinary Resolution.

Item No.4:

The Board of Directors of the Company, at its meeting held on 31st March, 2026, approved the proposal to alter and replace the existing Articles of Association ("AOA") of the Company with a new set of Articles. The existing Articles of Association are based on the provisions of the Companies Act, 1956 and contain several references thereto. Certain provisions of the existing AOA are no longer in conformity with the Companies Act, 2013 and the rules made thereunder. To align the Articles of Association with the provisions of the Companies Act, 2013, it has become necessary to revise, modify, and replace the existing AOA.

Accordingly, the Board has approved the adoption of a new set of Articles of Association ("New Articles"), which have been drafted in line with Table F of Schedule I to the Companies Act, 2013, with suitable modifications as considered necessary in the best interests of the Company.

The proposed New Articles, upon approval by the Members, shall replace the existing Articles of Association in their entirety and shall govern the management and administration of the Company.

However, pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders by way of a Special Resolution is required to alter the Articles of Association of the Company.

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None of the Directors/Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any

The Board recommends the resolution set out under Item No. 4 of this Notice for approval of the members as a Special Resolution through Postal Ballot, by voting through remote e-voting.

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**By Order of the Board of
Directors
For IB Infotech Enterprises
Limited**

**Sd/-
Divya Trivedi
Company Secretary**

**Mumbai
31/03/2026**

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CIN: L30006MH1987PLC045529**ANNEXURE TO THE NOTICE****Details of the Director retiring by rotation / seeking appointment / re-appointment [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Clause 1.2.5 of Secretarial Standard-2 on General Meetings]**

Name of Director	Mr. Chinmay Shukla
Date of Birth	05 th November, 1984
Age	41
Date of first Appointment on the Board	28 th October, 2025
Experience/Expertise in specific functional areas	Mr. Chinmay Shukla is (M.Com) from the University of Mumbai. He has an experience of more than 15 years in the field of Financial Accounts & Tax planning & having a rich experience around key areas such as Financial Management, Corporate Advisory Services
Terms and conditions of Appointment/Re appointment	As per the Notice
Remuneration proposed to be paid	The Director shall be entitled for payment of sitting fees for attending the Board Meetings.
Qualifications	M.Com from the University of Mumbai
number of Meetings of the Board attended during the year 2025 – 26.	Since from the date of his appointment as Director on the Board of the Company he has attended 2 Board Meetings of the Company.
Name of the listed entities in which the persons also holds directorship	None
Memberships / chairmanship of the committees of the board of other Companies	None
Number of Shares held in the Company (including shareholders as a beneficial owner)	Nil

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Relationship with other directors, manager and other Key Managerial Personnel of the Company	None
Names of the listed entities from which the person has resigned in the past three years	None