

IQ INFOTECH LIMITED

CIN: L31909KA1985PLC006990

Registered Office: 185, 2nd Floor, Kannan Complex, Major Sandeep Unni Krishnan Road,
Chikkabettahalli, Vidyanarayapura, Bangalore, Karnataka, India - 560097

Email: cs@iqinfotech.net | Website: www.iqinfotech.net

NOTICE OF EXTRAORDINARY GENERAL MEETING AND REMOTE E-VOTING INFORMATION

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the Members of IQ Infotech Limited ("the Company") will be held on Monday, 30th March 2026 at 11.30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") only, without the physical presence of Members at a common venue, to transact the following Special Business as set out in the Notice of the EGM dated 4th March 2026, including the following:

SPECIAL BUSINESS

1. 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 authorised 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. 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 undertake 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. Reduction of Share Capital

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a 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/- (Rupee 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. Approve Amendments to 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 authorised to alter the Authorised 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."

DISPATCH OF NOTICE

The Notice of the EGM along with the Explanatory Statement under Section 102 of the Act has been sent to all Members whose names appear in the Register of Members/Beneficial Owners as on 4th March, 2026.

Members who have not received the Notice may download the same from the Company's website at



REMOTE E-VOTING INFORMATION

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide remote e-voting facility to its Members through KFin Technologies Limited (Kfintech)

The details are as follows:

- **Cut-off date:** 23rd March, 2026
- **Commencement of remote e-voting:** 27th March, 2026 at 9 A.M.
- **End of remote e-voting:** 29th March, 2026 at 5 P.M.
- Remote e-voting shall not be allowed beyond the said date and time.

Members attending the EGM through VC/OAVM who have not cast their vote through remote e-voting shall be eligible to vote through e-voting system during the EGM.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the EGM.

Any person who becomes a Member after dispatch of the Notice and holding shares as on the cut-off date may obtain login credentials by sending a request to the Company or Kfintech.

The results of the voting shall be declared within two working days from the conclusion of the EGM and shall be placed on the Company's website.

Members may refer to the Notice of the EGM for detailed instructions on remote e-voting and participation in the EGM.

The Board of Directors has appointed Mr. Dwarakanath Chennur, Practising Company and Mr. Ananth Deshpande, Practising Company Secretary, as the Scrutinizers to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner.

In case of any queries relating to remote e-voting, Members may refer the Frequently Asked Questions (FAQs) and e-voting manual available at evoting@kfintech.com or contact Kfintech at toll free number 1800-309-4001

By Order of the Board
Srinivasan Sudarshan
For IQ Infotech Limited

