

Infronics Systems Limited**CIN:** L72200TG2000PLC033629**Registered Office:** Plot No: 30, 31, Brigade Towers, West Wing, First Floor, Nanakramguda, Financial District
Hyderabad Rangareddi TG 500032 IN**Tel:**+91-7207919111**Email:** info@infronics.com, **Web:** www.infronics.com**NOTICE OF POSTAL BALLOT/ E-VOTING**

Notice is hereby given to the Members of Infronics Systems Limited (“The Company”) pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) read with General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 03/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs (“the MCA Circulars”) in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic” (collectively referred to as “SEBI Circulars”), to transact the items of special business, as set out in this Postal Ballot Notice and to seek approval of the Members by way of Ordinary/Special Resolution, through voting by electronic means (“remote e-voting”) only. The proposed Ordinary/Special Resolutions and Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, pertaining to the said resolutions setting out all material facts concerning each resolution and the reasons thereto along with Postal Ballot form is annexed hereto for your consideration.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent by email to only those shareholders, who have registered their email addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the register of members / list of beneficial owners of the Company provided by the Depositories as on Friday, December 09, 2022 (i.e., the “Cut-off Date”). In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution(s).

The Company is providing the facility of remote e-voting to its Members on the items of Special Businesses set out in this Notice and has engaged the services of Central Depository Services Limited (“CDSL”) for this purpose. Members are requested to go through the detailed “INSTRUCTIONS FOR REMOTE E-VOTING” and other Notes appended to this Postal Ballot Notice.

The remote e-voting period shall commence on Tuesday, December 13, 2022 (09:00 hours) India Standard Time (IST) and end on Wednesday, January 11, 2023 (17: 00 hours) (IST), both days

inclusive. Members are requested to record their ASSENT or DISSENT on the resolution(s) set out in this Postal Ballot Notice through remote e-voting only, not later than 17:00 hours (IST) on Wednesday, January 11, 2023, after which the remote e-voting facility shall not be allowed by CDSL.

The Board of Directors of the Company has appointed CS K Surendra (M No: 34205, CP No: 12732) from M/s ASN & Associates, Practicing Company Secretaries, Visakhapatnam as the Scrutinizer for conducting this Postal Ballot process through electronic means / remote e-voting, in a fair and transparent manner. Based on the report of the Scrutinizer, the results of Postal Ballot / remote e-voting shall be announced within two working days of conclusion of remote e-voting process, i.e., on or before Friday, January 13, 2023 and will be uploaded on the website of the Company i.e., www.infronics.com and of CDSL i.e., www.evotingindia.com. The results will also be available at the Registered Office of the Company.

SPECIAL BUSINESS: -

1. Appointment of Statutory Auditor to fill casual vacancy:

To Consider and if thought fit, to pass with or without modification, the following resolution as a Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. R.Subramanian and Company LLP, Chartered Accountants (Firm Reg. No.004137S/S200041), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Rajagopal & Badri Narayanan, Chartered Accountants, (Firms Registration No. 003024S).

“RESOLVED FURTHER THAT M/s. R.Subramanian and Company LLP, Chartered Accountants (Firm Reg. No.004137S/S200041), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 10th December, 2022, until the conclusion of 23rd Annual General Meeting of the Company to be held in the year 2023, and they shall conduct the Statutory Audit for the period ended 31st March, 2023 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Directors of the Company.”

“RESOLVED FURTHER ALSO THAT the Board of Directors be and are hereby authorized to take all necessary steps to do all acts and things to effect the above resolution.”

By order of the Board of Directors
For **Infronics Systems Limited**

sd/-

Prashal Pandey
Company Secretary
& Compliance Officer
M.No. A61549

Date: 10th December, 2022
Place: Hyderabad

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. Members holding Equity Shares shall have one vote per share as shown against their holding. The Member need not use all his/ her/ its votes, nor does he/ she/ it need to cast all his/ her/ its votes in the same way.
3. Voting Rights shall be reckoned on the paid-up value of Shares registered in the name of the Beneficial Owners as on the close of business hours on Friday, December 09, 2022 (“Cut-off Date”). Only those Members whose names are recorded in the List of Beneficial Owners, as furnished by the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), as on the Cut-off Date will be entitled to cast their votes on the resolutions set forth in this Notice. A person who is not a Member of the Company on the Cut-off Date should treat this Notice for information purpose only.
4. M/s ASN & Associates, Practicing Company Secretaries, Visakhapatnam, has been appointed by the Board of Directors of the Company in their meeting dated 10.12.2022 as Scrutinizer for conducting the Postal Ballot process/ e-voting in accordance with the Act and in a fair and transparent manner.
5. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Postal Ballot Notice is being sent in electronic mode only to all the Members whose names appear in the List of Beneficial Owners as furnished by the NSDL and CDSL as on the close of business hours on Friday, December 09, 2022 (“Cut-off Date”) and whose e-mail IDs are registered with the Company / Depositories. Members, who have not registered their e-mail IDs, are requested to follow the instructions given at point no. 14.
6. Due to the threats posed by COVID-19 Pandemic and in compliance with MCA circulars, the hard copy of this Postal Ballot Notice along with the Postal Ballot Forms and prepaid business envelope are not being sent to the Members for this Postal Ballot. Accordingly, the communication of the assent and dissent of the Members would take place through remote e-voting system only.
7. In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules and MCA Circulars and Regulation 44 of the Listing Regulations, the Company is providing remote e-voting facility to the Members of the Company, to exercise their right to vote by electronic means on the Resolutions set forth in the Notice. The Company has engaged the services of CDSL to provide the remote e-voting facility. Instructions for the process to be followed for voting through electronic means are given at point no. 15.
8. The voting period begins from Tuesday, December 13, 2022 at 09.00 A.M. (IST) to Wednesday, January 11, 2023, 5.00 P.M. (IST). During this period, shareholders of the company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 09.12.2022 (including those members who may not receive this postal ballot notice due to non-registration of their email address) can cast their votes electronically, in respect of the resolution set out in the postal ballot notice only through the remote e-voting. Members are requested to follow the procedure as stated in the said notice for remote e-voting for casting their vote(s).

9. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representative with proof of their authorization.
10. The results of the Postal Ballot will be declared on or before Friday, January 13, 2023. The results of the Postal Ballot will be hosted on the website of the company viz. www.infronics.com and also will be communicated to the Stock Exchange where the equity shares of the company are listed. The results of the Postal Ballot will be declared by the Chairman, or in his absence by the Wholetime Director or Company Secretary, or any other person so authorized by the Chairman and it will display at Company's Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots / e-voting indicate that the votes cast by shareholders in favor of the proposal amounts to more than the number of votes cast by shareholders against the proposal.
11. The resolutions shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. Wednesday, January 11, 2023, 5.00 P.M. (IST) and as if they have been passed at a General Meeting of the Members.
12. Shareholders who have registered their e-mail ID's with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the respective Depository Participants.
13. The Scrutinizer's decision on the validity of the Postal Ballot / e-voting will be final.
14. **Process for those shareholders whose email ids are not registered with the depositories:**

Members who have not registered their e-mail ids are requested to register/ update the same with their respective Depository Participant(s) with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant.

15. **The Instructions for Members for Remote E-Voting are as Under: -**

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.

The voting period begins on Tuesday, December 13, 2022 (09:00 hours) and ends on Wednesday, January 11, 2023 (17: 00 hours) (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, December 09, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.

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

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 above said 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"> <li data-bbox="555 1205 1385 1413">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 & New System Myeasi Tab. <li data-bbox="555 1451 1385 1805">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the 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. <li data-bbox="555 1843 1385 1984">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 & New System Myeasi Tab and then click on registration option.

	<p>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 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 e-voting is in progress and also be 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>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a 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 the 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.</p> <p>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/ideasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open a 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login</p>	<p>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 the e-Voting option, you will be</p>

through their Depository Participants (DP)	redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the 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.
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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 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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.
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. <ul style="list-style-type: none"> 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.

- a) After entering these details appropriately, click on “SUBMIT” tab.
- b) 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.
- c) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- d) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- e) 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.
- f) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- g) 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.

- h) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- i) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- j) 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.
- k) There is also an optional provision to upload BR/POA if any, uploaded, which will be made available to the scrutinizer for verification.
- l) 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 at asn@asnassociates.com and to the Company at the email address viz; info@infronics.com, 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 i.e. info@arthiconsultants.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

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 22 55 33

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 22 55 33.

By order of the Board of Directors
Infronics Systems Limited

sd/-

Prashal Pandey
Company Secretary
& Compliance Officer
M.No. A61549

Place: Hyderabad
Dated: 10th December, 2022

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Special Business: -

Resolution No.01

Appointment of Statutory Auditor to fill casual vacancy:

The company had appointed M/s. Rajagopal & Badri Narayanan Chartered Accountants (Firm Reg. No.003024S) as Statutory Auditor of the Company at the 22nd Annual General Meeting held on 30th September, 2022 to hold office from the conclusion of the 22nd Annual General Meeting till the conclusion of the 23rd Annual General Meeting. M/s. Rajagopal & Badri Narayanan Chartered Accountants (Firm Reg. No.003024S), tendered their resignation dated 01st December, 2022 stating their Pre-occupancies in other assignments and due to that they are unable to continue as the Statutory Auditor of the company with immediate effect.

Subsequently in compliance with Section 139(8) of Companies Act 2013 and on the recommendation of the Audit Committee, M/s. R.Subramanian and Company LLP, Chartered Accountants (Firm Reg. No.004137S/S200041) were appointed by the Board of Directors of the Company as the Statutory Auditors of the Company to hold office till the conclusion of the ensuing 23rd Annual General Meeting of the Company to be held in calendar year 2023. Further in compliance with Section 139 (8), the said appointment of Statutory Auditor to fill the casual vacancy by the Board of Directors of the Company is to be confirmed by the Shareholders of the Company within a period of 3 months from the date of the Board Meeting.

Accordingly your Board of Directors have proposed to ratify the appointment of M/s. R.Subramanian and Company LLP, Chartered Accountants (Firm Reg. No.004137S/S200041) as Statutory Auditors of the Company and recommend this resolution for approval of the shareholders of the company to be passed as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out in item no. 01 except to the extent of their shareholding.

By order of the Board of Directors
Infronics Systems Limited

sd/-

Prashal Pandey
Company Secretary
& Compliance Officer
M.No. A61549

Place: Hyderabad
Dated: 10th December, 2022