

## NOTICE

Notice is hereby given that the **21<sup>ST</sup> ANNUAL GENERAL MEETING OF DEV INFORMATION TECHNOLOGY LIMITED** will be held on **Saturday, 29<sup>th</sup> September, 2018 at 4:00 P.M.** at Block-12 Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej, Ahmedabad-380059, Gujarat, India, to transact the following business:

### ORDINARY BUSINESS:-

#### 1. Adoption of the Financial Statements:

To consider and adopt the Standalone and Consolidated Financial Statements as at 31<sup>st</sup> March, 2018 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.

#### 2. Declaration of dividend:

To declare dividend on equity shares at the rate of 5% i.e. Rs.0.50/- per share on Equity Shares of the Company for the Financial Year ended 31st March, 2018.

#### 3. Re-appointment of Director retiring by rotation:

To re-appoint a Director in place of Mr. Pranav N. Pandya (DIN: 00021744), who retires by rotation and being eligible offers himself for re-appointment.

#### 4. Modification to the resolution related to appointment of Statutory Auditors:

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

**"RESOLVED THAT** pursuant to the amendment to the section 139 of the Companies Act, 2013, effective from 7th May, 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors (M/s. Chandulal M. Shah & Co.) at every Annual General Meeting, from the resolution passed at the shareholders meeting held on September 30<sup>th</sup>, 2016."

### SPECIAL BUSINESS :-

#### 5. To extend the approval of Dev Information Technology Employee Stock Option Plan — 2018 ('ESOP 2018' or 'Plan')

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 (1) (b) of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) 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 and the provisions of the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014, ("SBEB Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws, rules and regulations, Circulars / guidelines for the time being in force and subject to any such other consents, permissions, sanctions and approvals of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed

or imposed by such authorities while granting such approval(s), and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee including the Nomination and Remuneration Committee ('Compensation Committee') which the board has constituted to exercise its powers including the powers conferred by the resolution), the consent of the Members be and is hereby accorded to the Compensation Committee to extend the benefits of ESOP 2018 proposed, to such persons who are in the permanent employment of the holding/subsidiary company(ies) of the Company, (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time), (hereinafter referred to as "Holding / Subsidiary Companies"), whether working in India or out of India and to the directors of the Holding/Subsidiary Companies, whether whole time or not, and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Compensation Committee, and selected on the basis of criteria prescribed by the Compensation Committee, hereinafter referred to as "Holding / Subsidiary Companies Employees" at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Compensation Committee in accordance with the ESOP 2018.

**RESOLVED FURTHER THAT** for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board/ Compensation Committee be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP 2018 from time to time or to suspend, withdraw, or revive ESOP 2018 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Compensation Committee be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company."

**By Order of Board of Directors,  
For, Dev Information Technology Limited,**

**Krisa Patel  
(Company Secretary & Compliance Officer)**

**Place:- Ahmedabad  
Date:- 29<sup>th</sup> August, 2018**

### **Registered Office:**

**Dev Information Technology Limited,**  
14, Aaryans Corporate Park,  
Nr. Shilaj Railway Crossing,  
Thaltej, Ahmedabad-380059,  
Gujarat, India.  
CIN: L30000GJ1997PLC033479  
Tel. No. +91-79-26304241/ 26305751  
Website: www.devitpl.com  
Email: cs@devitpl.com

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING (“AGM” or “MEETING”) OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A proxy form is attached with the said notice. The proxy form duly completed and signed, should be lodged with the Company, at its registered office at least 48 hours before the time of the Meeting.

Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Members.

2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to sub -section (1) of section 102 of the Companies Act, 2013 in respect of Special Business is annexed under Annexure-I hereto and forms part of this Notice.
4. A Statement giving the relevant details of the Directors seeking re-appointment under Item No. 3 of the accompanying Notice as required under regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, is annexed under Annexure-I herewith.
5. In case of joint holders attending the Meeting, only such Joint holder who is high in the order of names will be entitled to vote.
6. The record date for the purpose of determining the eligibility of the Members to attend the 21<sup>st</sup> Annual General Meeting of the Company and for the dividend is 21<sup>st</sup> September, 2018.
7. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID.
8. Member / proxy holder shall hand over the attendance slip, duly filled in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR Card or driving license.

Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends by registering their bank account details with the Company. For further information, you are requested to approach the Registrar and Share Transfer Agent of the Company. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be

automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. to provide efficient and better services.

9. **Members seeking any information or clarification on the accounts are requested to send written queries to the Company, atleast 10 days before the date of the Meeting to enable the management to keep the required information available at the Meeting.**
10. The Notice of the AGM along with the 21<sup>st</sup> Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the 21<sup>st</sup> Annual Report will also be available on the Company's website viz. [www.devitpl.com](http://www.devitpl.com).
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Link Intime India Pvt. Ltd.
12. Share holders are requested to bring their copy of the Annual Report to the meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
13. Company is exempted from conducting E – Voting vide Rule 20(2) of Companies (Management & Administration) Amendment Rule, 2015. So voting will be conducted by means of show of hands at the Annual General Meeting.
14. The resolutions shall be deemed to have been passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.
15. The route map showing directions to reach the venue of the 21<sup>st</sup> Annual General Meeting is annexed.



## ANNEXURE- I TO THE NOTICE:

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### **Details of the Directors seeking re-appointment at the forth coming Annual General Meeting**

#### **Annexure of Item No: 03:**

<b>Name of Director</b>	Mr. Pranav Niranjan Pandya
<b>DIN</b>	00021744
<b>Date of Birth</b>	15/03/1968
<b>Date of first Appointment</b>	23/12/1997
<b>Qualification</b>	Diploma in Electronics & Radio Engineering.
<b>Expertise in specific functional areas and Experience</b>	<p>Mr. Pranav Pandya hails from Family of Nobles at Rajkot who were legal advisors and administrator of many erstwhile kingdoms in Saurashtra. His parents were advocates with his father going retiring ultimately as Judge Bombay High court.</p> <p>Mr Pranav Pandya is a First Generation Electronic and Microprocessor Engineering entrepreneur with a strong backing of 25 years plus experience. He has very good understanding of technology business implications in local scenarios of both public and private sectors.</p> <p>A visionary and having an eye for details, he is very well known in the e-Governance power circle as a dependable IT expert who is always finding innovative solutions to a given challenge.</p> <p>His policy of going that extra mile translates into association of a long term relationship, making him one of the most well received businessman locally among varied crosssection of the community across the State of Gujarat, India.</p> <p>He is personally inclined towards rendering his services to the uplifting and modernization of education institutes and is active towards initiatives for Public Private Partnership in the said sector.</p> <p>He is Vice Chairman Gujarat Innovation Society (GIS) and Director on Board of Gujarat Electronic &amp; Software Industry Association. He is associated with National and State level industry bodies like NASCOM, CII, FICCI, TiE &amp; Gujarat Chamber of Commerce.</p>

<b>Directorship held in other Companies</b>	1. Xduce Infotech Private Limited 2. Gesia It Association
<b>Committee positions held in other Companies</b>	Nil
<b>No. of Equity Shares held in the Company as on 31/03/2018</b>	175500 Shares

The Board recommends the resolution at Item No. 3 of the Notice, for appointment of Mr. Pranav Pandya as an Executive Director, for your approval, as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except the director who is being re-appointed, are in any way concerned or interested in the said resolution.

### Annexure of Item No: 04:

The shareholders had, at 19<sup>th</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September, 2016, appointed M/s. Chandulal M. Shah & Co., Chartered Accountants (FRN: 101698W) as Statutory Auditors of the Company, to hold office from conclusion of 19<sup>th</sup> AGM of the Company till the conclusion of 23<sup>rd</sup> AGM, subject to ratification of such appointment by the shareholders at every AGM.

Pursuant to amendment of section 139 of the Companies Act, 2013 effective from 7<sup>th</sup> May, 2018, the requirement related to ratification of appointment of Statutory Auditors by the members of the Company at every AGM was omitted.

In view of the above, it is proposed to delete the requirement of seeking ratification of appointment of Statutory Auditors at every AGM from resolution passed at the shareholders meeting held on September 30, 2016.

The Board recommends the resolution at Item No. 4 of the Notice, for deleting the requirement of seeking ratification of appointment of Statutory Auditors at every AGM, for your approval, as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested in the said resolution.

### Annexure of Item No: 05:

The Board of Directors on Monday, March 05, 2018, subject to approval of the shareholders in a General Meeting, has approved the Dev Information Technology Limited Employee Stock Option Plan – 2018 (“ESOP 2018” or “Plan”) to create a sense of ownership within the organization, encourage employees to continue contributing to the success and growth of the organization, attract, retain and motivate employees, encourage and incentivize eligible employees to align their performance with Company objectives and reward them with proportionate ownership in proportion to their contribution.

Share based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organisational objectives by

participating in the ownership of the Company through share based compensation schemes / plans. The Company believes in rewarding its employees and Directors of the Company including Permanent Employees, Directors whether whole time or not, but excluding Promoters, members of the Promoter Group; Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company and that of its existing and future Subsidiary Company(ies) whether in or outside India (“Eligible Persons”) as may be decided by the Compensation Committee from time to time in due compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Companies Act, 2013 and rules made thereunder and in compliance with other applicable rules and regulations. By this, the Company will have a new Plan for rewarding the Eligible Employees for their continuous hard work, dedication and support.

The Company intends to implement ESOP 2018 directly through their existing Nomination and Remuneration Committee (“Compensation Committee”).

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), the Company seeks members’ approval for grant of employee stock options under the Plan (“Options”) to the Eligible Employees/ Directors of the Company and those of its Subsidiary Company(s) as decided by the Compensation Committee from time to time in due compliance of the SEBI SBEB Regulations.

The main features of the ESOP 2017 are as under:

#### **1. Brief Description of the Plan:**

The proposed Plan called the Dev Information Technology Limited Employee Stock Option Plan 2018 (“ESOP 2018” or “Plan”) is intended to reward the Eligible Employees of the Company, its Subsidiary and/or Holding Companies in India and abroad, if any, for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization as it views Employee Stock Options as instruments that would enable the Employees also to benefit directly from the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The Plan shall be implemented and administered by the Compensation Committee of the Company in compliance with the Companies Act and other applicable rules and regulations.

#### **2. Total number of Options to be granted:**

The number of options that would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Company(s) and/or Holding Company(s), if any, under ESOP 2018, in one or more tranches will not more than 5 (five) % of the aggregate number of issued and outstanding equity shares of the Company fully paid-up Shares. Each option would carry a right to apply for 1 (One) Equity Share in the Company of face value of Rs 10/- each, fully paid-up.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to

the Options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI SBEB Regulations.

Vested Options lapsed due to non-exercise and/ or unvested Options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Compensation Committee is authorized to re-grant such lapsed / cancelled Options as per the provisions of ESOP 2018, within overall ceiling.

**3. Identification of Eligible Employees:**

Following classes of employees are entitled to participate in ESOP 2018:

- i. A permanent employee of the Company, who has been, working in India or out of India; and
- ii. The Directors of the Company whether whole-time or not but excluding Independent Directors;
- iii. An Employee as defined in clause (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the Company.

**It excludes:**

- i. An employee who is a promoter or a person belonging to the promoter group; or
- ii. A director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

**4. Requirements of Vesting and Period of Vesting:**

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Holding/Subsidiary Company as the case may be subject to minimum vesting period of 12 (Twelve) months from the date of grant. The Compensation Committee may in consultation with the Board and/or at its discretion, lay down certain performance parameters and it shall have the power to prescribe and determine a graded Vesting mechanism based on different levels of achievement of the performance parameters.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

Quantum	Vested Option	Unvested Options
Normal/ Early Retirement	Exercisable Within 12 months of the date of retirement	Lapse
Resignation / Termination w/o Cause	Exercisable Within 30 days of the date of resignation/ termination	Lapse
Permanent Incapacity	Exercisable Within 12 months of the date of permanent total disablement	Exercisable Within 12 months of the date of permanent total disablement



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Death	Exercisable by the nominee/legal heir Within 12 months of the date of death	Exercisable by the nominee/legal heir Within 12 months of the date of death
Transfer to Subsidiary	Exercisable During Exercise Period	Lapse
Termination – misconduct	Expires & stand terminated	Expires & stand terminated
Termination due to any other Reasons	Compensation Committee shall have right to decide	

### 5. Maximum Period within which the Options shall be Vested:

Though the Plan do not envisage any restriction on the maximum period within which the Options shall be Vested, the Options shall vest as long as an employee continues to be in the employment of the Company and as per the performance basis laid down by the Compensation Committee, subject to minimum vesting period of 12 (Twelve) months from the date of grant.

### 6. Exercise Price or Pricing Formula:

The Exercise price per Options shall be determined by the Compensation Committee, from time to time in line with the SEBI SBEB Regulations, Companies Act and any other applicable guidelines which shall not be lower than the face value of the shares, which shall be mentioned in the Letter of Offer.

### 7. Exercise Period and the Process of Exercise:

The vested Options shall be allowed for exercise on and from the date of vesting. The Exercise Period of Vested Options shall not exceed 45 (forty-five) days from the date of vesting of the Options.

In order to Exercise, the Vested Options, an Optionee shall serve a prior written notice of 7 (seven) days in the prescribed form, attached to this Plan (“Exercise Notice”) to the Compensation Committee or its authorized representative specifying the intention to Exercise the Vested Options and the number of Options the Optionee wishes to Exercise.

### 8. The lock-in period, if any:

ESOP 2018 does not have any lock-in period and hence this shall not be applicable

### 9. Appraisal Process for Determining Eligibility:

The Compensation Committee reserves the right to offer Options to Eligible Employee(s) subject to the appraisal process. The appraisal process for determining the Employees to whom the Option shall be granted/offered will be specified by the Compensation Committee, and will be based on criteria such as the seniority of the Employee, length of service, performance record, merit of the Employee,

future potential contribution by the Employee and/ or any such other criteria that may be determined by the Compensation Committee at its sole discretion.

**10. Maximum number of Options Per Employee and In Aggregate:**

The maximum number of Options to be granted per Employee and in aggregate shall not exceed 5% (Five) of the issued capital of the company (excluding outstanding warrants and conversions) at the time of grant of options, except with the separate approval of the members of the Company, accorded in a general meeting.

However, the number of Stock Options that may be granted to identified Employees, during any one year, under the Plan shall not equal to or exceed 1% of the total issued Equity Share Capital in a financial year (excluding outstanding warrants and conversions) of the Company as at the time of grant of options except prior approval from shareholders by way of separate resolution in the general meeting.

**11. Whether ESOP 2018 is to be implemented and administered directly by the Company or through a trust:**

ESOP 2018 will be implemented directly by the Company under the guidance of the Compensation Committee of the Board.

**12. Whether ESOP 2018 involves new issue of shares by the Company or secondary acquisition by the trust or both:**

ESOP 2018 shall involve only new issue of shares by the Company.

**13. The amount of loan to be provided for implementation of ESOP 2018 by the company to the trust, its tenure, utilization, repayment terms, etc.:**

ESOP 2018 does not envisage any loan since this is a scheme directly implemented by the Company.

**14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2018:**

ESOP 2018 does not envisage any secondary acquisition and hence this shall not be applicable to the ESOP 2018.

**15. A Statement to the effect that the company shall conform to the accounting policies specified in regulation 15:**

The Company shall comply to the requirements of the 'Guidance Note on Accounting for Employee Share Based Payments' or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India ("ICAI") from time to time, including the disclosure requirements prescribed therein. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements, ESOP 2018 shall be governed by SEBI (SBEB) Regulations, as amended from time to time.

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the Company that the Plan has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

**16. The method which the company shall use to value its options:**

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method or Fair Value Method as per applicable Accounting Standards and other regulatory provisions for valuation of Stock Based Instruments granted. If Intrinsic Value Method is used the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Based Instruments and the impact of this difference on profits and on Earnings Per Share (EPS) of the Company shall also be disclosed in the Board's report.

**17. Other Terms:**

The Compensation Committee shall have a right to amend, alter or terminate the ESOP 2018 ("Variation") at any time, in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or regulations that may be issued by any appropriate authority from time to time, unless such variation, modification or alteration is detrimental to the interest of the Optionees.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the abovementioned resolution, except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

Our Directors recommend the abovementioned resolution of the notice for adoption by the shareholders as Special Resolution.

**By Order of Board of Directors,  
For, Dev Information Technology Limited,**

**Place:- Ahmedabad  
Date:- 29<sup>th</sup> August, 2018**

**Krisa Patel  
(Company Secretary & Compliance Officer)**

# ATTENDANCE SLIP & PROXY FORM

## DEV INFORMATION TECHNOLOGY LIMITED

(CIN: L30000GJ1997PLC033479)  
 Registered Office: 14, Aaryans Corporate Park Nr. Shilaj Railway Crossing,  
 Thaltej, Ahmedabad-380059 Gujarat, India  
 Tel No: +91-79-26304241/ 26305751; E-mail: cs@devitpl.com ;  
 Website: [www.devitpl.com](http://www.devitpl.com)

### ATTENDANCE SLIP

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

Folio No		*DP ID	
No. of Shares		*Client ID	

Full name of the member attending \_\_\_\_\_

Full name of the first joint-holder \_\_\_\_\_  
 (To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy \_\_\_\_\_  
 (To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 21<sup>ST</sup> ANNUAL GENERAL MEETING being at Block-12 Aaryans Corporate Park, Nr. Shilaj Railway Crossing, Thaltej, Ahmedabad-380059, Gujarat, India on **Saturday, 29<sup>th</sup> September, 2018 at 4:00 P.M.**

\_\_\_\_\_  
**Member's / Proxy Signature**  
**(To be signed at the time of handing over of this slip)**

\* Applicable to holders holding shares in demat/electronic form

Notes:-

1. Only Member / Proxyholder can attend the Meeting.
2. Member / Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.
3. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
4. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.

# ATTENDANCE SLIP & PROXY FORM

## DEV INFORMATION TECHNOLOGY LIMITED

(CIN: L30000GJ1997PLC033479)

Registered Office: 14, Aaryans Corporate Park Nr. Shilaj Railway Crossing,  
Thaltej, Ahmedabad-380059 Gujarat, India

Tel No: +91-79-26304241/ 26305751; E-mail: cs@devitpl.com ;

Website: [www.devitpl.com](http://www.devitpl.com)

### Form MGT-11 PROXY FORM

**[Pursuant to section 105(6) if the Companies Act, 2013 and rule 19(3) if the Companies (Management and Administration Rules, 2014)]**  
**21st Annual General Meeting**

Name of the member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Folio No.: \_\_\_\_\_

DP Id/Cient Id: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company,  
hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

## ATTENDANCE SLIP & PROXY FORM

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on Saturday, the 29<sup>th</sup> day of September, 2018 at 04:00 p.m. at 12, Aaryans Corporate Park Nr. Shilaj Railway Crossing, Thaltej Ahmedabad, Gujarat 380059 India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
<b>ORDINARY BUSINESS</b>			
1	Adoption of Annual Accounts, Auditor's & Director's Report		
2	Declaration of Dividend @ 5%		
3	Re-appointment of Mr. Pranav N. Pandya, as an Executive director, retire by rotation		
4	Modification to the resolution related to appointment of Statutory Auditors (M/s. Chandulal M. Shah & Co.), passed at 19 <sup>th</sup> AGM held on September 30 <sup>th</sup> , 2016		
<b>SPECIAL BUSINESS</b>			
5	To extend the approval of Dev Information Technology Employee Stock Option Plan — 2018 ('ESOP 2018' or 'Plan')		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Affix revenue  
Stamp of not  
less than Re. 1

\_\_\_\_\_  
Signature of Shareholder

**Note:**

1. This form of proxy in order to be effective should be duly completed deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For, the resolutions, statement setting out material facts concerning items of Special business, please refer the Notice convening 21<sup>st</sup> Annual General Meeting.

## AGM VENUE:

### DEV INFORMATION TECHNOLOGY LTD.

12, Aaryans Corporate Park, Near Shilaj Railway Crossing,  
Thaltej – Shilaj Road, Thaltej, Ahmedabad – 380059,  
Gujarat, INDIA

