

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of M/s. XTGlobal Infotech Limited (Formerly Frontier Informatics Limited) will be held at 10:00 AM on Wednesday, the 30th day of September, 2020 through Video Conferencing(“VC”)/Other Audio Visual Means(“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet as at March 31, 2020, the Profit & Loss Account and Cash Flow Statement for the period ended on March 31, 2020 along with schedules and annexure and the reports of the Board of Directors and Auditors thereon and in this regard to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** the audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”

2. Appointment of Director

To appoint a Director in place of Ms. Vuppuluri Sreedevi (DIN: 02448540), who retires by rotation, and being eligible, offers herself for re-appointment.

To consider and pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Ms. Vuppuluri Sreedevi (DIN: 02448540) who retires by rotation in accordance with section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

3. Appointment of Statutory Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of M/s. Niranjana & Narayan, Chartered Accountants, Firm Regn. No: 005899S, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 33rd Annual General Meeting for the period of one year at such remuneration as may be mutually agreed between the Board of Directors of the Company, Audit Committee and the Auditors.”

SPECIAL BUSINESS:**4. Appointment of Mr. Madhusudhana Rao Paladugu (DIN:08644451) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Madhusudhana Rao Paladugu (DIN:08644451), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, whose term expires at the ensuing 33rd Annual General Meeting of the Company.”

5. Appointment of Mr. Venkata Appala Narasimha Raju Kalidindi (DIN:08835460) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Venkata Appala Narasimha Raju Kalidindi (DIN:08835460), Independent Non-Executive Director of the Company who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th August, 2020 and who holds office up to the date of this Annual General Meeting of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, whose term expires at the ensuing 33rd Annual General Meeting of the Company.”

6. Appointment of Mr. Jagannatha Prasad Malireddy (DIN:08835457) as Non-Executive, Non-Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jagannatha Prasad Malireddy (DIN:08835457), Non-Executive Non-Independent Director of the Company, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th August, 2020 and who holds office up to the date of this Annual General Meeting of the Company, who is eligible for appointment, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, whose term expires at the 35th Annual General Meeting of the Company.”

7. To fix charges for Services of Document under Section 20 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members be and is hereby accorded to collect from every member of the Company who makes a specific request to the company to send any documents to him through a particular mode, a fee in advance as may be determined by the Board of Directors or a Committee thereof or the Registrars and Share Transfer Agents of the Company to cover the expenses involved in delivering the said documents through the mode indicated by the member.”

8. To approve XTGlobal Infotech Limited Employee Stock Benefit Scheme 2020

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**“SEBI (SBEB) Regulations”**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of XTGlobal Infotech Limited Employees Stock Benefit Scheme - 2020 (**“Scheme”**) and the Board of Directors of the Company (*hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution*) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, Employee Stock Options (**“Options”**) and Restricted Stock Units (**“RSUs”**) not exceeding 50,00,000 (Fifty Lakhs) “Pool of the scheme” (*or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time*) to such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole time Director or not but excluding Independent Director, Non-Executive Directors of the Company and its Subsidiary Company(ies) but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (**“Eligible Employees”**), exercisable into 50,00,000 (Fifty Lakhs) Equity Shares of face value Re. 1/- each (*or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time*), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.

RESOLVED FURTHER THAT the overall pool of the scheme comprises 30,00,000 (Thirty Lakhs) Options and 20,00,000 (Twenty Lakhs) RSUs respectively.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB) Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

9. To approve extending the benefits of XTGlobal Infotech Limited Employee Stock Benefit Scheme – 2020 to the Employees of Subsidiary Company (ies)

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**“SEBI (SBEB) Regulations”**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to extend the benefits of XTGlobal Infotech Limited Employees Stock Benefit Scheme – 2020 (**“Scheme”**) including the grant of Employee Stock Options (**“Options”**) and grant of Restricted Stock Units “RSUs” and issuance of Equity Shares thereunder, to such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole Time Director or not but excluding Independent Director, Non Executive Directors of the Subsidiary Company(ies) but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (**“Eligible Employees”**), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Scheme.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.”

**By order of the Board of Directors
For XTGlobal Infotech Limited**

Sd/-

Shikha Gangrade

Company Secretary & Compliance Officer

Date: 05th September, 2020

Place: Hyderabad

NOTES

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the Annual General Meeting of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Act read with the MCA Circulars and the Listing Regulations, the AGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
5. The Member’s log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

7. AGM through VC/OAVM:

Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFinTech. Members can join the AGM, 15 minutes before and after the scheduled time of commencement of the AGM. As per the MCA Circular up to 1000 members will be able to join the e-AGM on a first-come first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ KFinTech/ Depositories. Members may note that the Notice will also be available on the Company's website at www.fitindia.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of KFinTech at <https://evoting.karvy.com> For any communication, the Members may also send a request to the Company's investor email id: company.secretary@xtglobal.com.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM will be provided by KFinTech.
10. **Procedure for registering the email addresses and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).**

i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

a) Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.

b) Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited by sending an e-mail request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.

ii. "Those members who have not registered their email addresses with the Company / Depository Participants, as the case may be, are requested to visit the website of KFin Technologies Private Limited https://ris.kfintech.com/email_registration/ for temporary registration of email id of shareholders for 32nd e-AGM and follow the process as mentioned on the landing page to receive the Annual Report, AGM Notice and Voting Instructions.

iii. Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, in case the shares held in physical form.

11. Instructions for Members for attending the e-AGM through VC/OAVM are as under:

i. Attending the AGM: Members will be provided with the facility to attend the AGM through video conferencing platform provided by KFin Technologies Private Limited.

Members may access the same at <https://emeetings.kfintech.com/> by clicking 'Video Conference and Streaming' and login by using

the remote e-voting credentials. The link for e-AGM will be available in 'shareholders'/members' login where the EVENT and the Name of the Company can be selected.

ii. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote E-voting instructions mentioned in this notice.

iii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

iv. Members who need assistance before the AGM may contact KFin Technologies Private Limited at Tel: **+91 40 6716 2222** or Toll Free No.: **1800-345-4001**; or send an email request at the einward.ris@kfintech.com

12. Submission of Questions / Queries prior to e-AGM:

a) Members desiring any additional information or having any question or query pertaining to the business to be transacted at the e-AGM are requested to write to the Company Secretary on the Company's investor email-id i.e. company.secretary@xtglobal.com at least 48 hours before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, Members' questions will be answered only if they continue to hold the shares as on the cut-off date.

b) Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com/> and click on the tab "Post Your Queries " to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be activated during the remote e-voting period and shall be closed 48 hours before the time fixed for the e-AGM.

13. Speaker Registration before e-AGM:

In addition to above speaker registration may also be allowed during the remote e-voting period. Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in note no. 12 above.

14. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to company.secretary@xtglobal.com

15. Instructions for members for remote e-Voting:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFin Technologies Private Limited ('remote e-voting'). Members attending the e-AGM who have not already cast their vote by remote e-Voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman.

i. The remote e-voting facility will be available during the following period:

a. Day, date and time of commencement of remote e-voting: September 26, 2020 (9:00 A.M. IST) and ends on September 29, 2020 (5:00 P.M. IST).

b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: September 29, 2020 at 5:00 P.M.

ii. Details of Website: <https://evoting.karvy.com>.

iii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being Wednesday, September 23, 2020. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.

iv. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose name is recorded as on September 23, 2020 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. In case a person has become a Member of the Company after dispatch of the AGM Notice through email but on or before the cut-off date for e-voting i.e., Wednesday, September 23, 2020, or has registered his/her/its e-mail address after dispatch of the AGM Notice, he/she/it may obtain the User ID and Password in the manner as mentioned below:

a) If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS:

MYEPWD<space>'e-Voting Event Number' +Folio number or DPID Client ID to +91-9212993399

Example for NSDL: MYEPWDIN12345612345678

Example for CDSL: MYEPWD1402345612345678

Example for Physical: MYEPWD XXXX1234567890

b) If e-mail address or mobile number of the Member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.

c) Member may call KFin Technologies Private Limited's Toll free number 1-800- 3454-001. Member may send an e-mail request to inward.ris@kfintech.com

v. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin Technologies Private Limited upon expiry of aforesaid period.

vi. Details of persons to be contacted for issues relating to e-voting:

Mr. B. Srinivas, Manager

Unit: XTGlobal Infotech Limited

(Formerly Frontier Informatics Limited),KFin Technologies Private Limited,

Selenium Tower B, Plot 31-32, Gachibowli, Financial District,

Nanakramguda, Hyderabad – 500 032.

Contact No. 040 6716 2222, Toll Free No.: 18003454001. or write to email id: inward.ris@kfintech.com

vii. Details of Scrutinizer:

Mr. Ch. Veeranjanyulu, Partner of VCSR & Associates, practicing Company Secretaries has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.

16. The procedure and instructions for remote e-Voting facility are as follows:

- a. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVEN for XTGlobal Infotech Limited.
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. September 23, 2020 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as on the cut-off date. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- i. Voting has to be done for each item of the Notice separately.
- j. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- k. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- l. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at chveeru@gmail.com with a copy marked to evoting@kfintech.com and company's email id at company.secretary@xtglobal.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO”

17. Instructions for Members for Voting during the e-AGM:

- i. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- iv. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

18. General Instructions/Information for Members for voting on the Resolutions at the e-AGM:

- a. Members seeking any information/documents referred to in the Notice and the Explanatory statement with regard any other matter are available for inspection upto the date of AGM and members are also requested to write to the Company before the date of e-AGM through email to company.secretary@xtglobal.com for seeking information, if any. The same will be replied by the Company suitably.
- b. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Private Limited for assistance in this regard.

- c. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
 - d. 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 casting vote through e-Voting system during the meeting.
 - e. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.fitlindia.com. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form or transferees of Physical Shares must furnish their self-attested copy of the PAN card to the Company/ Registrar and Share Transfer Agents.

**By order of the Board of Directors
For XTGlobal Infotech Limited**

Sd/-

Shikha Gangrade
Company Secretary and Compliance Officer

Date: 05th September, 2020

Place: Hyderabad

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the items of business of the accompanying notice dated 05th September, 2020

ITEM No. 3

Brief Detail of Statutory Auditor seeking re-appointment at the 32nd Annual General Meeting:

{Pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

Name of Statutory Auditor	M/s. Niranjana & Narayan, Chartered Accountants
FRN:	005899S
Proposed fees payable	2,40,000/- (Rupees Two Lakhs Forty Thousand Only)
Terms of appointment	Appointed from the conclusion of 32 nd AGM till the conclusion of 33 rd AGM.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not applicable as the outgoing auditor is proposed to be re-appointed as Statutory auditor of the company.
Basis of recommendation for appointment	The firm has vast experience in corporate Audits, Bank Audits, Internal & management audits, Information Systems Audits and also in the areas in Direct and Indirect Taxes, Finance, Due Diligence etc., regulatory compliance assurances.
Details in relation to and credentials of the statutory auditor(s)	M/s. Niranjana & Narayan, has an over all standing of more than 27 years and has diversified over the years, with headquarters in Hyderabad and branches in Bangalore, Nagpur & Assam.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 3 of the Notice.

The Board recommends the Resolution under Item No. 3 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM No. 4

Mr. Madhusudhana Rao Paladugu (DIN:08644451) has been a Non-Executive Director of the Company since 19th December, 2019 and is considered as an Independent Director under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015. As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Madhusudhana Rao Paladugu has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Madhusudhana Rao Paladugu as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director for a period of One year whose term will expires at ensuing 33rd Annual General Meeting of the Company.

In the opinion of the Board, Mr. Madhusudhana Rao Paladugu fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, and in compliance with SEBI (LODR) Regulations, 2015 the appointment of Mr. Madhusudhana Rao Paladugu as an Independent Director is now being placed before the Members in general meeting for their approval.

Information in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is mentioned in the annexure which forms part of this notice.

Other than Mr. Madhusudhana Rao Paladugu, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned.

The Board recommends the ordinary Resolution set out at item number 4 of the Notice for approval by the Shareholders.

ITEM No. 5

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Venkata Appala Narasimha Raju Kalidindi (DIN:08835460) as an Additional Director with effect from 16th August, 2020. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") Mr. Venkata Appala Narasimha Raju Kalidindi holds office as Non-Executive Independent Director upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160(1) of the Act, from a member proposing the candidature of Mr. Venkata Appala Narasimha Raju Kalidindi, for the office of Director of the Company.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Venkata Appala Narasimha Raju Kalidindi has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Venkata Appala Narasimha Raju Kalidindi as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director for a period of One year whose term will expires at ensuing 33rd Annual General Meeting of the Company.

In the opinion of the Board, Mr. Venkata Appala Narasimha Raju Kalidindi fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, and in compliance with SEBI (LODR) Regulations, 2015 the appointment of Mr. Venkata Appala Narasimha Raju Kalidindi as an Independent Director is now being placed before the Members in general meeting for their approval.

Information in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings is mentioned in the annexure which forms part of this notice.

Other than Mr. Venkata Appala Narasimha Raju Kalidindi, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.

The Board recommends the ordinary Resolution set out at item number 5 of the Notice for approval by the Shareholders.

ITEM No. 6

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Jagannatha Prasad Malireddy (DIN:08835457) as an Additional Director with effect from 16th August, 2020. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") Mr. Jagannatha Prasad Malireddy holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160(1) of the Act, from a member proposing the candidature of Mr. Jagannatha Prasad Malireddy, for the office of Director of the Company.

The matter regarding appointment of Mr. Jagannatha Prasad Malireddy as Non-Executive, Non-Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as Non-Executive, Non-Independent Director for a period of Three years whose term will expires at ensuing 35th Annual General Meeting of the Company.

In the opinion of the Board, Mr. Jagannatha Prasad Malireddy fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Director.

In compliance with the provisions of Companies Act read with Schedule IV of the Act, and in compliance with SEBI (LODR) Regulations, 2015 the appointment of Mr. Jagannatha Prasad Malireddy as Non-Executive, Non-Independent Director is now being placed before the Members in general meeting for their approval.

Information in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings is mentioned in the annexure which forms part of this notice.

Other than Mr. Jagannatha Prasad Malireddy, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.

The Board recommends the ordinary Resolution set out at item number 6 of the Notice for approval by the Shareholders.

Brief Profile of Directors seeking Appointment / Reappointment at the 32nd Annual General Meeting:

{Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2)}

Name of the Director / Particulars	Ms. Vuppuluri Sreedevi	Mr. Madhusudhana Rao Paladugu	Mr. Venkata Appala Narasimha Raju Kalidindi	Mr. Jagannatha Prasad Malireddy
DIN	02448540	08644451	08835460	08835457
Date of Birth	27-03-1976	01-06-1968	21-06-1965	11-07-1954
Qualification	Commerce Graduate	Member of ICAI	Member of ICAI	Bachelor of Technology in Mechanical Engineering
Date of first Appointment	18-04-2018	19-12-2019	16-08-2020	16-08-2020
Nature of Appointment	Retires by rotation and offers herself for re-appointment	Re-appointment	Regularization	Regularization
Terms and Conditions of Re-appointment	Appointment as a WTD subject to retire by rotation	Appointment as an ID not liable to retire by rotation	Appointment as an ID not liable to retire by rotation	Appointment as a Director subject to retire by rotation
Expertise	Business Administration and Finance	Expert in Financial decisions & Corporate Taxation Planning	30 years of experience in the fields of accounting, auditing, and finance	Industrial Experience and Expert in Operations Management
Directorships as on 31 st March, 2020 in Other Listed Companies	Nil	Nil	Nil	Nil
Chairmanship/Membership of the Committees of other Companies	Nil	Nil	Nil	Nil
Shareholding in the Company	30,000 Equity shares	Nil	Nil	Nil
Disclosure of relationships between directors inter-se or with KMP:	She is not related to any Director/KMP of the Company	He is not related to any Director/KMP of the Company	He is not related to any Director/KMP of the Company	He is not related to any Director/KMP of the Company

For other details such as number of meetings of the board attended during the year, remuneration drawn in respect of above directors, please refer to the corporate governance report which is a part of this Annual Report.

ITEM No. 7

Section 20 of the Companies Act, 2013 prescribes various modes for service of documents by the Company on its members. The proviso to the said section states that a member may request the company for delivery of any documents through a particular mode, for which he/she shall pay such fees as may be determined by the company at its annual general meeting.

While the company does not normally charge any fee for serving any documents on its members, yet when a specific request is received from a member for delivery of a document in a particular mode where, the factors like the weight of the documents to be delivered, destination, mode of service etc., warrant charging a reasonable fee from the member concerned, to enable the company to collect the said fee in advance from the said member, the approval of the members as contemplated in the section 20 referred to above is sought through an ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives, is in any way concerned or interested, financially or otherwise, in the resolution.

The Board recommends the ordinary Resolution set out at item number 7 of the Notice for approval by the Shareholders.

ITEM No. 8 & 9

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the key Employees and to create a sense of ownership and participation amongst them, the Board of Directors in its meeting held on 05th September, 2020, approved XTGlobal Infotech Limited Employees Stock Benefit Scheme – 2020 (“Scheme”) to or for the benefit of such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole Time Director or not but excluding Independent Director and Non-executive director, of the Company and its Subsidiary Company(ies) but excluding an Employee who is a Promoter or a person belonging to the Promoter Group; or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time (“Eligible Employees”).

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI (SBEB) Regulations”) and Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Equity Shares to the Employees of the Company, the approval of the existing Members by way of Special Resolution is required. The Special Resolution set out at Item No. 8 is seeking your approval for the formulation and implementation of the Scheme and issuance of Equity Shares thereunder.

Further, as per Regulation 6(3)(c) of SEBI (SBEB) Regulations, 2014, approval of the Members by way of separate Special Resolution is also required for extension of the benefits of the Scheme including grant of Options and RSUs therein, to the Employees of Subsidiary Company(ies). The Special Resolution set out at Item No. 9 is seeking your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB) Regulations are as under:

1. Brief Description of the Scheme:

The Scheme shall be called as XTGlobal Infotech Limited Employees Stock Benefit Scheme – 2020.

The Purpose of the Scheme includes the followings:

- a. To motivate the Employees to contribute to the growth and profitability of the Company.
- b. To retain the Employees and reduce the attrition rate of the Company.
- c. To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

- d. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- e. To provide additional deferred rewards to Employees.

2. Total number of Options and RSUs to be granted under the Scheme:

The maximum number of Options and RSUs that may be granted pursuant to this Scheme shall not exceed 30,00,000 and 20,00,000 respectively (i.e collectively pool is 50,00,000) which shall be convertible into equal number of Equity Shares.

If any Option and/ or RSU granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option and/ or RSU shall be available for further grant under the Scheme unless otherwise determined by the Board of Directors of the Company (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee).

Further, the maximum number of Options and/ or RSU that can be granted and the Shares arise upon exercise of these Options and/ or RSU shall stand adjusted in case of corporate action (as defined in the Scheme).

3. Identification of classes of employees entitled to participate and be beneficiaries in Scheme:

- a. A permanent Employee of the Company who has been working in India or outside India; or
- b. A Director of the Company, whether a Whole-time Director or not but excluding an Independent Director and Non-executive director; or
- c. An Employee as defined in clause (a) or (b) of a Subsidiaries, in India or outside India of the Company

But does not include:

- a. An Employee who is a Promoter or a person belonging to the Promoter Group; or
- b. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

4. Requirement of Vesting and period of Vesting:

Vesting period for both options and RSUs shall commence after minimum period of 1 (One) year from the grant date and it may extend upto maximum of Four (4) years from the grant date, at the discretion of and in the manner prescribed by the Board of Directors.

The vesting schedule will be clearly defined in the grant letter of respective Employees. The Actual vesting may further be linked with the eligibility criteria, as determined by the Board of Directors in accordance with the Scheme, the same will be mentioned in the grant letter.

5. Maximum period within which the Options and RSUs shall be vested:

The Options and/or RSUs granted under the Scheme shall vest within a maximum period of Four (4) years from the grant date.

6. Exercise Price or Pricing Formula:

For options:

The exercise price shall be based on the Market Price of the Company.

For the above purpose Market price means the latest available closing price on a recognized stock exchange on which the Shares of the Company are listed on the date immediately prior to the relevant date i.e. date of the meeting of the Nomination and Remuneration Committee on which the grant is made.

Explanation – If the Shares of the Company got listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

The Board of Directors has a power to provide suitable discount on such price as arrived above. However, in any case the exercise price shall not go below the par value of Share of the Company.

For RSUs:

The exercise price shall be the face value of the Equity Shares of the Company presently being Re. 1/.

7. Exercise period and process of Exercise:

The exercise period for both Options and RSUs shall be 4 years from the date of respective vesting.

The Options and/or RSUs can be exercised through cash route by submitting the exercise application, as prescribed by the Board of Directors from time to time, along with exercise price, applicable taxes and other charges, if any. Upon valid exercise, Employee shall receive the Shares equivalent to the number of the Options and/or RSUs exercised in accordance with the terms and conditions of the Scheme and as mentioned in grant letter.

The mode and manner of the exercise shall be communicated to the Employees individually.

8. Appraisal process for determining the eligibility of the Employees to Scheme:

The Board of Directors may be based on all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of Options and / or RSUs under the Scheme and the terms and conditions thereof.

- Loyalty: It will be determined based on tenure of employment of an Employee / Grantee in the Company / Subsidiary Company.
- Performance of Employee / Grantee: Employee's / Grantee's performance during the financial year in the Company / Subsidiary Company based on decided parameters.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with Board of Directors from time to time.

9. The Maximum number of Options and RSUs to be granted per Employee and in aggregate:

Maximum number of Options and RSUs that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% (One Percentage) of the issued capital of the Company at the time of grant. The Board of Directors may decide to grant such number of Options and RSUs equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

The maximum number of Options and RSUs that may be granted pursuant to this Scheme shall not exceed 30,00,000 and 20,00,000 respectively (i.e. collectively pool is 50,00,000) which shall be convertible into equal number of Equity Shares.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and / or RSUs and the exercise price paid by the Employee.

11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

The Scheme shall be administered by the Nomination and Remuneration Committee which shall delegate some or all of its power to any other Committee or Persons for proper administration of the Scheme.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both

The Scheme involves new issue of Equity Shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.;

Not applicable since the scheme is proposed to be implemented by direct route.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme.

Not applicable since the scheme is proposed to be implemented by direct route.

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulations or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options and RSUs.

The Company shall comply with the requirements of IND-AS and shall use Fair Value method.

17. Statement with regard to Disclosure in Director's Report

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then 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, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options and/ or RSUs those may be granted under the said Scheme.

The Board of Directors of the Company recommends the Resolutions to be passed as Special Resolutions as set out at Item No. 8 and 9 for approval of the Members.

XTGlobal Infotech Limited Employees Stock Benefit Scheme – 2020 and other documents referred to in the aforesaid resolutions are available for inspection electronically.

