



**26<sup>th</sup> ANNUAL REPORT**  
**2017 - 18**

**Bartronics India Limited**

## CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Mr. K. Udai Sagar, Managing Director Mr. A. B. Satyavas Reddy, Director Mr. Shareq Jamil Ayaaz Mowla- Independent Director - Appointed w.e.f May 25,2018 Mr. Krishna Kishore Madicharla- - Independent Director – Appointed w.e.f May 25, 2018. Ms. Gaddam Varshitha - Independent Director – Appointed w.e.f May 25, 2018. Ms. Archana Kalra, Independent Director –Resigned w.e.f August 14, 2018. Mrs. V. Geetha, Independent Director - Resigned w.e.f May 30, 2018.
MANAGEMENT COMMITTEE	:	Mr. A. B. Satyavas Reddy Mr. K. Udai Sagar
AUDIT COMMITTEE	:	Mr. Shareq Jamil Ayaaz Mowla, Chairman Ms. Gaddam Varshitha, Member Mr. A. B. Satyavas Reddy, Member.
STAKEHOLDERS RELATIONSHIP	:	Mr. Krishna Kishore Madicharla , Chairman Ms. Gaddam Varshitha, Member Mr. A. B. Satyavas Reddy, Member Mr. K. Udai Sagar, Member
NOMINATION AND REMUNERATION COMMITTEE	:	Mr. Shareq Jamil Ayaaz Mowla, Chairman Ms. Gaddam Varshitha, Member Mr. A. B. Satyavas Reddy, Member
RISK MANAGEMENT COMMITTEE	:	Mr. Krishna Kishore Madicharla, Chairman Mr. Shareq Jamil Ayaaz Mowla, Member Mr. A. B. Satyavas Reddy, Member
COMPLIANCE OFFICER	:	Mr. K. Udai Sagar
STATUTORY AUDITORS	:	M/s. T. Raghavendra & Associates, Chartered Accountants, Hyderabad
INTERNAL AUDITORS	:	M/s. Kommula & Co., Chartered Accountants, Hyderabad

### REGISTERED OFFICE :

Survey No. 351, Raj Bollaram Village,  
Medchal Mandal, R R Dist, Telangana – 501 401.  
www.bartronics.com

### CORPORATE OFFICE :

Suite # 201 & 202, Ashoka Capitol,  
Road No. 2, Banjara Hills, Hyderabad,  
Telangana – 500 034.

### LISTING : EQUITY

BSE Limited (BSE)  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001  
National Stock Exchange of India Limited (NSE)  
5th Floor, Exchange Plaza,  
Bandra (E), Mumbai - 400 051

### BANKERS :

Andhra Bank  
Bank of Baroda  
Bank of India  
Barclays Bank  
IDBI Bank Limited  
Indian bank  
LIC

### REGISTRAR & SHARE TRANSFER AGENTS :

M/s Bigshare Services Private Limited  
306, Right Wing, 3rd Floor, Amrutha Ville, Opp: Yashoda  
Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082.  
Phone No: 040-2337 4967  
Email: bsshyd@bigshareonline.com  
Website: www.bigshareonline.com

## NOTICE OF 26<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of the Members of the Company will be held on Friday, the 28th day of September, 2018 at Survey No. 351, Raj Bollaram Village, Medchal Mandal, Ranga Reddy District, Telangana – 501 401, at 11.00 A.M., to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended on 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Avula Balliahgari Satyavas Reddy (DIN: 00137948) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and to fix their remuneration and if thought fit, to pass without modification(s), the following resolutions as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s N. G. Rao & Associates (Membership No. 207300) Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 26th Annual General Meeting, for a single tenure of 5 (five) years (ie for the financial years 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23) in place of M/s. T. Raghavendra & Associates (Membership No. 023806), Chartered Accountants, Hyderabad”.

“RESOLVED FURTHER THAT the remuneration shall be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do such acts, deeds and things and

to file necessary e – forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

### SPECIAL BUSINESS:

4. **To Appoint Mr. Shareq Jamil Ayaz Mowla (DIN: 03597008) as an Independent Director and in this regard 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, 152, 161 and all other applicable provisions of the Companies Act, 2013, 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 Companies Act, 2013, and provisions of Listing Agreement, Mr. Shareq Jamil Ayaz Mowla (DIN: 03597008), who was earlier appointed as an Additional Director (Independent Director) w.e.f, 25th May, 2018, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Shareq Jamil Ayaz Mowla as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 25th May, 2018 to 24th May, 2023, whose period of office shall not be liable to retire by rotation”.

5. **To Appoint Mr. Krishna Kishore Madicharla (DIN: 07582428) as an Independent Director and in this regard 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, 152, 161 and all other applicable provisions of the Companies Act, 2013, 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 Companies Act, 2013, and provisions of Listing Agreement, Mr. Krishna Kishore Madicharla (DIN: 07582428), who was earlier appointed as

an Additional Director (Independent Director) w.e.f., 25th May, 2018, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Krishna Kishore Madicharla as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 25th May, 2018 to 24th May, 2023, whose period of office shall not be liable to retire by rotation”.

**6. To Appoint Ms. Gaddam Varshitha (DIN: 08129521) as an Independent Director and in this regard 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, 152, 161 and all other applicable provisions of the Companies Act, 2013, 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 Companies Act, 2013, and provisions of Listing Agreement, Ms. Gaddam Varshitha (DIN: 08129521), who was earlier appointed as an Additional Director (Independent Director) w.e.f., 25th May, 2018, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Gaddam Varshitha as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 25th May, 2018 to 24th May, 2023, whose period of office shall not be liable to retire by rotation”.

BY ORDER OF THE BOARD

**Mr. K. Udai Sagar**  
Managing Director  
(DIN: 03298532)

Place: Hyderabad  
Date: August 29, 2018.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A

PROXY, OR WHERE, THAT IS ALLOWED ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY STAMPED, SIGNED AND DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights and such person, who shall not act as a proxy for any other member.

Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

2. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the meeting. Members/Proxies are requested to bring along with them Annual Reports being sent to them.
3. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/DP ID-Client ID to enable us to give you a duly filed attendance slip for your signature and participation at the meeting.
4. Members who holds shares in dematerialized form and want to change/correct the Bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR code of their Bank to their Depository participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the Bank account details. The Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.

5. Non-resident Indian Shareholders are requested to inform about the following immediately to the Share Transfer Agent or the concerned Depository as the case may be:-
  - a. the change of residential status on return to India for permanent settlement.
  - b. the particulars of NRE Account with a Bank in India, if not furnished earlier.
6. An explanatory statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item No. 4, 5, 6 and 7 of the notice is annexed hereto.
7. Copy of the draft letters of appointment of Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also available @ [www.bartronics.com](http://www.bartronics.com).
8. The details under regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the uniform Listing Agreement with the Stock Exchanges in respect of Director seeking appointment/re-appointment at the Annual General Meeting is annexed hereto.
9. The Share Transfer Books and Register of Members of the Company will remain closed on September 27, 2018 to September 28, 2018 (Two days only).
10. Shareholders desiring any information as regards to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
11. The registration of share transfers and other related correspondence will be dealt with, by the Company at M/s. Bigshare Services Private Limited of Mumbai, having its branch office at 306, Right Wing, 3rd Floor, Amruta Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082.
12. The shareholders / members of the Company, who are having equity shares of the Company in physical form, are advised to get dematerialized of their respective equity shares by way of surrendering their physical share certificates to the Registrar and Share Transfer Agents (RTA) of the Company (i.e., M/s Bigshare Services Pvt. Ltd., Hyderabad) through their respective Depository Participants. The shareholders /members, who are not having demat accounts are requested to open the demat accounts and thereafter approach the RTA for dematerialization of their equity shares.
13. 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 Participants Members holding shares in physical form can submit their PAN details to the RTA.
14. Electronic copy of the Annual Report for 2017-18 (including Notice of the 26th Annual General Meeting of the Company along with Attendance Slip and Proxy) is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not having email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
15. Members holding shares in electronic form are requested to update the email id with their respective Depository Participants to receive all the communications in electronic mode.
16. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.bartronics.com](http://www.bartronics.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days.
17. Voting through electronic means.

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to cast their votes electronically on all resolutions said forth in the notice conveying the 26th Annual General Meeting. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).

The e-voting facility will be available on and from 25th September, 2018 at 9.00 a.m., and ends on 27th September, 2018 at 5.00 p.m.

Mr. Y. Ravi Prasada Reddy, Practicing Company Secretary (having CP No. 5360), Hyderabad, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 25th September, 2018 at 9.00 a.m., and ends on 27th September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> <li>• The sequence number is available on the address label/email of their respective.</li> </ul>
Dividend Bank Details OR DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN <180830104> for the relevant Company <Bartronics India Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”):**

**The following statement sets out all material facts relating to the business mentioned in Item No. 04 of the accompanying Notice:**

### **Item No. 04:**

The Board of Directors of the Company, pursuant to the provisions of Section 149 and 160 of the Act and the Articles of Association of the Company and Clause 49 of the Listing Agreement, proposes to appoint Mr. Shareq Jamil Ayaaz Mowla (DIN: 03597008) who was appointed as Additional Director (Independent Director) on 25th May, 2018 by the Board of Directors, as Independent Directors of the Company who shall hold office for a term up to 5 (five) consecutive years with effect from 25th May, 2018 to 24th May, 2023 subject to his election as a Director by the members at this Annual General Meeting.

The Company has received notice in writing from a member, under Section 160 of the Act proposing the candidature of Mr. Shareq Jamil Ayaaz Mowla (DIN: 03597008) as Independent Director of the Company.

The Company has also received declarations from Mr. Shareq Jamil Ayaaz Mowla (DIN: 03597008) that he meets with criteria of Independence as prescribed both under subsection (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Shareq Jamil Ayaaz Mowla (DIN: 03597008) is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that he is eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act and Clause 49 of the Listing Agreement.

The Board of Directors of your Company is also of the opinion that the appointee is independent of the management of the Company.

The Board considers that keeping in view his vast expertise and knowledge; it will be in the interest of the Company to appoint him as an Independent Director. Accordingly, the Board recommends the resolution in relation his appointment as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company.

The details as stipulated under Regulations of the SEBI

(Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreement entered with the Stock Exchanges are provided in Annexure to the Notice.

Mr. Shareq Jamil Ayaaz Mowla (DIN: 03597008) being an appointee is interested in the resolutions set out at Item No. 5 of the Notice with regard to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreement entered with the Stock Exchanges.

The Board recommends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the shareholders.

**The following statement sets out all material facts relating to the business mentioned in Item No. 05 of the accompanying Notice:**

### **Item No. 05:**

The Board of Directors of the Company, pursuant to the provisions of Section 149 and 160 of the Act and the Articles of Association of the Company and Clause 49 of the Listing Agreement, proposes to appoint Mr. Krishna Kishore Madicharla (DIN: 07582428) who was appointed as Additional Director (Independent Director) on 25th May, 2018 by the Board of Directors, as Independent Directors of the Company who shall hold office for a term up to 5 (five) consecutive years with effect from 25th May, 2018 to 24th May, 2023 subject to his election as a Director by the members at this Annual General Meeting.

The Company has received notice in writing from a member, under Section 160 of the Act proposing the candidature of Mr. Krishna Kishore Madicharla (DIN: 07582428) as Independent Director of the Company.

The Company has also received declarations from Mr. Krishna Kishore Madicharla (DIN: 07582428) that he meets with criteria of Independence as prescribed both under subsection (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Krishna Kishore Madicharla (DIN: 07582428) is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Board of Directors of your Company, after reviewing the provisions of the

Act, are of the opinion that he is eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act and Clause 49 of the Listing Agreement.

The Board of Directors of your Company is also of the opinion that the appointee is independent of the management of the Company.

The Board considers that keeping in view his vast expertise and knowledge; it will be in the interest of the Company to appoint him as an Independent Director. Accordingly, the Board recommends the resolution in relation his appointment as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company.

The details as stipulated under Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreement entered with the Stock Exchanges are provided in Annexure to the Notice.

Mr. Krishna Kishore Madicharla (DIN: 07582428) being an appointee is interested in the resolutions set out at Item No. 5 of the Notice with regard to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreement entered with the Stock Exchanges.

The Board recommends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

**The following statement sets out all material facts relating to the business mentioned in Item No. 06 of the accompanying Notice:**

**Item No. 06:**

The Board of Directors of the Company, pursuant to the provisions of Section 149 and 160 of the Act and the Articles of Association of the Company and Clause 49 of the Listing Agreement, proposes to appoint, Ms. Gaddam Varshitha (DIN: 08129521) who was appointed as Additional Director (Independent Director) on 25th May, 2018 by the Board of Directors, as Independent Directors of the Company who shall hold office for a

term up to 5 (five) consecutive years with effect from 25th May, 2018 to 24th May, 2023 subject to his election as a Director by the members at this Annual General Meeting.

The Company has received notice in writing from a member, under Section 160 of the Act proposing the candidature of Ms. Gaddam Varshitha (DIN: 08129521), as Independent Director of the Company.

The Company has also received declarations from Ms. Gaddam Varshitha (DIN: 08129521), that she meets with criteria of Independence as prescribed both under subsection (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Ms. Gaddam Varshitha (DIN: 08129521), is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that she is eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act and Clause 49 of the Listing Agreement.

The Board of Directors of your Company is also of the opinion that the appointee is independent of the management of the Company.

The Board considers that keeping in view his vast expertise and knowledge; it will be in the interest of the Company to appoint her as an Independent Director. Accordingly, the Board recommends the resolution in relation her appointment as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company.

The details as stipulated under Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreement entered with the Stock Exchanges are provided in Annexure to the Notice.

Ms. Gaddam Varshitha (DIN: 08129521), being an appointee is interested in the resolutions set out at Item No. 6 of the Notice with regard to her appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreement entered with the Stock Exchanges.

The Board recommends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

BY ORDER OF THE BOARD

Place: Hyderabad  
Date: 29th August, 2018

**Mr. K. Udai Sagar**  
Managing Director  
(DIN : 03298532)