

# Engage With The Emerging

## Transform At The Intersect

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# OUR VISION

## VALUES, MOTIVES AND BELIEFS

WE, NIIT, BELIEVE THAT OUR GROWTH IS THE DERIVATIVE OF THE GROWTH OF EACH ONE OF US. IT IS THE DUTY OF EACH ONE OF US TO ESPOUSE AND GIVE ACTIVE EFFECT TO THE VALUES, MOTIVES AND BELIEFS WE STATE HERE

•

## NIIT IS PEOPLE

WE HAVE POSITIVE REGARD FOR EACH ONE OF US

•

WE WILL FOSTER CAREER-BUILDING BY CREATING OPPORTUNITIES THAT DEMAND LEARNING, THINKING AND INNOVATION FROM EACH ONE OF US.

•

WE EXPECT EACH OF US TO CONTRIBUTE TO THE PROCESS OF ORGANISATION BUILDING AND THUS DERIVE PRIDE, LOYALTY AND EMOTIONAL OWNERSHIP.

•

WE RECOGNISE THE NECESSITY OF MAKING MISTAKES AND RISK-TAKING WHEN IT CONTRIBUTES TO THE LEARNING, INNOVATION AND GROWTH OF EACH ONE OF US.

•

## NIIT IS QUALITY AND VALUE

EACH OF US WILL ENSURE THAT IN ANY ASSOCIATION WITH SOCIETY, SOCIETY BENEFITS SUBSTANTIALLY MORE THAN:

(A) WHAT SOCIETY GIVES TO US.

(B) WHAT SOCIETY WOULD GAIN FROM ANY OTHER SIMILAR ASSOCIATION

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WE WILL MEET ANY AND EVERY COMMITMENT MADE TO SOCIETY IRRESPECTIVE OF ANY COST THAT MAY HAVE TO BE INCURRED.

•

WE WILL ENSURE OUR PROFITABILITY, LONG-TERM GROWTH AND FINANCIAL STABILITY, THROUGH THE PROCESS OF DELIVERING THE BEST, BEING SEEN AS THE BEST AND BEING THE BEST.

•

WE WILL BE FAIR IN ALL OUR DEALINGS AND PROMOTE HIGH STANDARDS OF BUSINESS ETHICS.

•

## NIIT IS A MISSION

WE WILL GROW IN THE RECOGNITION AND RESPECT WE COMMAND, THROUGH PIONEERING AND LEADING IN THE EFFECTIVE DEPLOYMENT OF TECHNOLOGY AND KNOW-HOW.

•

WE WILL SEEK TO PLAY A KEY-ROLE IN THE DIRECTIONS AND DEPLOYMENT OF TECHNOLOGY AND KNOW-HOW FOR THE BENEFIT OF MANKIND.

## Corporate Information

### Board of Directors



**Mr. Basab Pradhan**  
Non-Executive Independent Director  
- Chairperson



**Mr. Hari Gopalakrishnan**  
Non-Executive Director



**Mr. Patrick John Cordes**  
Non-Executive Director



**Mr. Kenneth Tuck Kuen Cheong**  
Non-Executive Director



**Mr. Kirti Ram Hariharan**  
Non-Executive Director



**Mr. Ashwani Puri**  
Non-Executive Independent Director



**Ms. Holly Jane Morris**  
Non-Executive Independent Director

**Chief Executive Officer**

Sudhir Singh

**Chief Financial Officer**

Sanjay Mal

**Company Secretary & Legal Counsel**

Lalit Kumar Sharma

**Auditors**

S.R. Batliboi & Associates LLP

**Financial Institutions/Bankers**

Indian Overseas Bank

ICICI Bank Limited

Standard Chartered Bank

Citibank NA

Wells Fargo Bank

**Registered Office**

NIIT Technologies Limited

8, Balaji Estate, First Floor

Guru Ravi Das Marg, Kalkaji,

New Delhi - 110 019, India

Email: [investors@niit-tech.com](mailto:investors@niit-tech.com)

Tel : +91-11-41675000

Fax : +91-11-41407120

**Registrar & Share Transfer Agent**

Alankit Assignments Limited

Unit - NIIT Technologies Limited

3E/7, Jhandewalan Extn.,

New Delhi - 110 055

Tel : +91-11-23541234, 42541234

Fax : +91-11-41543474

Email: [rta@alankit.com](mailto:rta@alankit.com)

**NIIT Technologies Website**

Corporate Website : [www.niit-tech.com](http://www.niit-tech.com)

All trademarks acknowledged.

## NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of NIIT Technologies Limited will be held on Saturday, September 21, 2019 at 09:00 A.M. at Country Inn & Suites, 579, Main Chhatarpur Road, Shahoorpur Extension, Satbari, New Delhi, 110030 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with Report of the Auditors thereon;

### SPECIAL BUSINESS

2. To re-classify the Promoter Shareholding to Public Shareholding 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 Regulation 31 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions, if any, and subject to the requisite approval from the Stock Exchange(s) and other statutory and regulatory authorities, as may be necessary, the approval of the members of the Company be and is hereby accorded for re-classification of following persons/entities (hereinafter referred to as “Promoters and Promoter Group Seeking Re-classification”), from “Promoters & Promoter Group” category shareholders to “Public” category shareholders:

1. V K Thadani HUF
2. Renuka Vijay Thadani
3. Vijay Kumar Thadani
4. R S Pawar HUF
5. Neeti Pawar
6. Rajendra Singh Pawar
7. Pawar Family Trust through Mr. R S Pawar (Trustee)
8. Thadani Family Trust through Mr. Vijay K Thadani (Trustee)
9. NIIT Limited
10. Global Solutions Private Limited
11. Pace Industries Private Limited

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby authorised to take all necessary steps in relation to aforesaid re-classification, to do all such acts, deeds and things as they may, in their absolute discretion deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and to make &

submit all requisite applications, representations, filings, undertakings and any other documents, to the Stock Exchanges and other regulatory authorities for their approval, as may be required, in order to give effect to this resolution.”

3. To appoint Mr. Kirti Ram Hariharan (DIN: 01785506) as a Non- Executive Director of the Company 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 Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of the Company), Mr. Kirti Ram Hariharan (DIN: 01785506) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation.”

4. To appoint Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) as a Non- Executive Director of the Company 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 Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of the Company), Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation.”

5. To appoint Mr. Hari Gopalakrishnan (DIN: 03289463) as a Non- Executive Director of the Company 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 Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of

## NOTICE

the Company), Mr. Hari Gopalakrishnan (DIN: 03289463) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation."

6. To appoint Mr. Patrick John Cordes (DIN: 02599675) as a Non-Executive Director of the Company and in 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 Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Articles of Association of the Company), Mr. Patrick John Cordes (DIN: 02599675) who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 17, 2019 and whose term of appointment expires at this Annual General Meeting of the Company and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Director of the Company, whose office is liable to retire by rotation."

7. To appoint Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board 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 read with Schedule IV to the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for time being in force and Articles of Association of the Company), Mr. Basab Pradhan (DIN: 00892181), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 29, 2019 and whose term expires at the Annual General Meeting and who meets the criteria of independence as provided in the Act and SEBI Listing Regulations be and is hereby appointed as an Independent Director of the Company and Chairperson of the Board to hold office for a term of two (2) consecutive years with effect from June 29, 2019 to June 28, 2021.

8. To re-appoint Mr. Ashwani Puri (DIN: 00160662) as an Independent Director of the Company for second term and in this regard 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 Sections 149, 152 read with Schedule IV to the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for time being in force and Articles of Association of the Company), Mr. Ashwani Puri (DIN: 00160662) who holds office of Independent Director up to March 31, 2019 and who meets the criteria of independence as provided in the Act and SEBI Listing Regulations and being eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term not exceeding 5 (five) consecutive years on the Board of the Company effective from April, 01, 2019."

9. To approve payment of remuneration to non-executive directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to section 197, 198 and any other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment and / or any re-enactment(s) thereof for the time being in force), the Non-Executive Independent Directors of the Company be paid remuneration, by way of commission, as may be determined by the Board or any Committee thereof, not exceeding three (3) percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to all such Directors together for each financial year commencing from 1st April 2019.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and Committee meetings.

**By the Order of the Board  
For NIIT Technologies Limited  
Sd/-**

**Lalit Kumar Sharma**

**Place: Noida  
Date: July 23, 2019**

**Company Secretary & Legal Counsel  
Membership No. FCS 6218**

## NOTICE

### Notes:

1. The relevant details as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item Nos. 3 to 8 of the Notice are also annexed.
  2. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.** A person shall not act as a proxy for more than 50 members and holding in the aggregate not more than 10% of the total voting share capital of the company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the company provided that such person shall not act as a proxy for any other person or shareholder.
  3. Proxy shall not be entitled to speak at the Meeting. Proxies, in order to be effective should be duly completed, stamped and signed and must be received at the Registered Office of the Company at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi -110019, either in person or through post not later than 48 hours before the commencement of the meeting. A blank proxy form is enclosed. The Members may please note that:
    - All un-named, undated, unstamped or inadequately stamped proxy forms shall not be considered as valid.
    - Proxy-holder shall carry his/her identity proof (Driving License/Aadhaar Card/Voter ID Card/Passport/PAN Card) in order to prove his/her identity at the Annual General Meeting.
    - In case the meeting gets adjourned, the proxy given for the adjourned meeting shall revoke the proxy for the original meeting.
    - A proxy later in date shall revoke any proxy/proxies dated prior to such proxy.
    - Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company in the business hours during the period beginning twenty-four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged is required to be provided to the Company at its Registered Office situated at 8, Balaji Estate, First Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019 or Email: [investors@niit-tech.com](mailto:investors@niit-tech.com).
  4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
  5. Members/proxies/authorized representatives are requested to bring to the Meeting, duly completed and signed Attendance Slips mentioning therein the details of their DP ID & Client ID/Folio No. to attend the Meeting.
  6. While Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 3E/7, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, Members having shares in electronic form may inform such changes directly to their Depository Participant immediately so as to enable the Company to dispatch dividend warrant(s) at their correct address(es).
  7. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.
  8. Every Company, as per the provisions of SEBI circular no. DCC/FITTCIR-3/2001 dated October 15, 2001 and circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, is mandatorily required to use Electronic Clearing System (ECS/NEFT/RTGS) facility for distributing dividends or other cash benefits to investors wherever applicable. Currently ECS facility is available at locations specified by RBI.
- In view of the above, the shareholders holding shares in physical form are requested to provide to Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: NIIT Technologies Limited 3E/7, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, so that all future dividends can be remitted through ECS. In case of shareholders staying at locations not covered by ECS, the bank details shall be printed on the Dividend Warrants so as to protect against any fraudulent encashment of the same. The Shareholders can obtain a copy of the ECS Mandate Form from the Registered Office of the Company or can download from the website of the Company at [www.niit-tech.com](http://www.niit-tech.com). In respect of members who hold shares in dematerialized form, their Bank Account details, as furnished by their Depositories to the Company, will be printed on their Dividend Warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of or change in Bank Account details. Members who wish to change their



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Bank Account details are therefore requested to advise their Depository Participants about such change. We encourage members to utilize Electronic Clearing System (ECS) for receiving Dividends.

9. In terms of provisions of Companies Act, 2013, Members desirous of appointing their Nominees for the shares held by them may apply in the Nomination Form (Form - SH 13). The said form can be downloaded from the Company's website [www.niit-tech.com](http://www.niit-tech.com) (under 'Investors' section). Members holding shares in physical form may submit the same to the Company at the Registered Office. Members holding shares in electronic form may submit the same to their respective Depository Participant.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. The following Registers will be available for inspection of Members of the Company at the Annual General Meeting:
  - Register of Directors & KMP u/s 170 of the Companies Act, 2013
  - Register of Contracts or Arrangements in which Directors are interested u/s 189 of the Companies Act, 2013
12. The certificate from the Auditors of the Company certifying that the Company's Employee Stock Option Plan has been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, and in accordance with the resolutions passed by the members in the General Meeting will be available at the venue for inspection by the Members.
13. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
14. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
15. Pursuant to Section 124 of the Companies Act, 2013, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unclaimed/unpaid dividend for the Financial Year ended on March 31, 2011, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year. No claim shall be entertained against IEPF or the Company for the

amount already transferred. Members who have not so far encashed Dividend Warrant(s) for the financial year ended March 31, 2012 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately.

The Ministry of Corporate Affairs ('MCA') has notified Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 07, 2016 and subsequent amendments thereof ("the Rules"). In terms of Section 124(6) of the Companies Act, 2013, all shares in respect of which unclaimed/unpaid dividend has been transferred to the IEPF as aforesaid, are also required to be transferred by the company to the credit of the Demat Account of IEPF Authority along with a statement containing such details as may be prescribed.

The Company has issued a newspaper advertisement on May 02, 2019. Also, the Company had sent letters individually to the concerned shareholders whose shares are liable to be transferred to the demat account of the IEPF Authority, at their latest address registered with the Company so that they can apply to the Company with requisite details and documents and claim their shares, if any.

The Company has also uploaded full details of such shareholders and shares due for transfer to the demat account of the IEPF Authority on its website at link <http://www.niit-tech.com/investors>.

The Company shall be transferring the amount lying unclaimed or unpaid for the financial years 2011-12 to the Investor Education and Protection Fund in August 2019 amounting to Rs 2,038,672. Further, the Company is also in process of transferring the shares in respect of the same to the Demat Account of IEPF Authority. During the year, the Company has already transferred 78,607 equity shares to the Investor Education and Protection Fund Authority for the year 2010-11.

Members whose shares and unclaimed dividends have been transferred to IEPF Authority fund are entitled to claim the said shares and dividend from IEPF by submitting an online application in the prescribed form available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical of the same duly signed to the Company along with requisite documents enumerated in the Form IEPF5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

16. 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

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to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Further, in order to facilitate payment of dividends, SEBI vide its circular dated April 20, 2018 has mandated the Company/RTA to obtain copy of PAN Card and Bank Account details from all the members holding shares in physical form. Accordingly, members holding shares in physical form shall submit their PAN and bank details to the Registrar and Transfer Agent of the Company i.e. Alankit Assignments Limited, at Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi 110055.

17. The Securities and Exchange Board of India (SEBI) vide Notification dated June 08, 2018 has mandated that with effect from December 05, 2018, only Dematerialized securities will be allowed to be transferred except for transmission or transposition of securities.

**The shareholders holding shares in physical form are requested to immediately accordingly get their shares dematerialized in order to avoid the inconvenience at the time of transferring their shares.**

18. Pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide an advance opportunity at least once in a Financial Year to the Members to register their E-mail address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Directors' Report, Auditors' Report, Audited Financial Statements and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.
19. Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting. Members may also note that the Notice and Annual Report for the financial year 2018-19 will also be available on the Company's website [www.niit-tech.com](http://www.niit-tech.com).
20. Electronic copy of the Notice of the 27<sup>th</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any

Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the permitted mode.

21. The Route map showing the directions to reach the venue is annexed to the back side of Attendance Slip.

### 22. Voting through electronic means:

In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the 27<sup>th</sup> Annual General Meeting to be held on Saturday, September 21, 2019 at 09:00 AM, electronically through the e-voting service provided by NSDL. Resolution(s) passed by the Members through e-voting is/ are deemed to have been passed as if they have been passed at the Annual General Meeting. The e-voting facility will commence from 09:00 AM on Wednesday, September 18, 2019 and end at 05:00 PM on Friday, September 20, 2019.

E-voting shall not be allowed beyond the said period. During this period the members holding shares either in physical form or in dematerialized form, as on the cut-off date of September 14, 2019 may cast their votes electronically or through postal ballot.

Further, the facility for voting through polling paper/tab shall also be made available at the Annual General Meeting and the Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

### 23. Instructions for Remote e-Voting:

NSDL shall be sending the User-ID and Password to those Members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company / Depository Participant(s).

- (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your UserID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on "Shareholder – Login"
- (iv) Put User-ID and password as initial password/PIN noted in step (i) above. Click on Login. If you are already