



*McDowell Holdings Limited*

ANNUAL REPORT  
**2018 - 2019**

# McDOWELL HOLDINGS LIMITED

<b>Directors</b>	Mr. M. S. Kapur	<i>Chairman, Independent Director</i>
	Mr. Ajay Kumar Vijay	<i>Executive Director and Chief Executive Officer</i>
	Ms. Tushita Patel	<i>Non-Executive Director</i>
	Mr. Nitin Kochhar	<i>Independent Director</i>
<b>Company Secretary and Compliance Officer</b>	Mr. Manoj Kumar	
<b>Chief Financial Officer</b>	Mr. Arindam Ash	
<b>Statutory Auditors</b>	M/s. BVC & Company Chartered Accountants No. 371, 1st Floor, 8th Main Road Sadashivanagar, Bengaluru – 560 080	
<b>Registered Office</b>	UB Tower, Level - 12, UB City, No. 24 Vittal Mallya Road, Bengaluru – 560 001	
<b>Registrars and Share Transfer Agent</b>	INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LTD CIN NO: U74900TN2015PTC101466 No. 30, Ramana Residency, 4th Cross, Sampige Road Malleswaram, Bengaluru – 560 003	

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## McDOWELL HOLDINGS LIMITED

CIN: L05190KA2004PLC033485

Registered Office: UB Tower, Level-12, UB City, 24, Vittal Mallya Road, Bengaluru – 560 001

E-mail: mhlinvestor@ubmail.com Website: www.mcdowellholdings.co.in

Tel. : +91 80-46686060 Fax : +91 80 2227 4890

**NOTICE IS HEREBY GIVEN THAT THE FIFTEENTH ANNUAL GENERAL MEETING** of the Members of McDowell Holdings Limited will be held at Level - 1, UB Tower, UB City, 24, Vittal Mallya Road, Bengaluru – 560 001 on Thursday, September 26, 2019 at 03:30 p.m. to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To reappoint a Director in place of Ms. Tushita Patel (DIN 07017591), who retires by rotation and, being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS :

3. To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Mr. Ajay Kumar Vijay (DIN: 02599167), who was appointed as an Additional Director of the Company with effect from May 9, 2019 and who, in terms of Section 161 of the Companies Act, 2013 (“the Act”), holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Ajay Kumar Vijay, as a candidate for the office of Director, be and is hereby appointed a Director of the Company, not liable to retire by rotation, so long as he holds the office of the Whole Time Director of the Company.

4. To consider and if thought fit, to pass, with or without modification, the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration of Mr. Ajay Kumar Vijay (DIN: 02599167) as the Whole Time Director being designated as the Executive Director and Chief Executive Officer of the Company for a period of 3 years with effect from May 9, 2019 to May 8, 2022 not being liable to retire by rotation, upon the terms, conditions and remuneration set out herein below;

- (i) **Salary** : Basic Salary of ₹ 3,40,000/- per month with such increments as may be decided by the Board of Directors of the Company from time to time, and with proportionate increase in all benefits related to the quantum of salary.
- (ii) **Personal Allowance**: 1,12,950/- per month as per the rules of the Company.
- (iii) **Special Allowance**: 1,00,000/- per month.
- (iv) **Performance Evaluation Payment**: 35% of Basic Salary subject to performance in accordance with the rules of the Company.
- (v) **Perquisites**:
  - i) **Housing** – Unfurnished residential accommodation up to 60 % of the basic salary or house rent allowance of upto 50% of basic salary in lieu thereof per month.
  - ii) **Flexi Compensation Package (FCP)**:
    - a. FCP 1 - Comprising of LTA Allowance of ₹ 7,500/- per month as per the rules of the Company.
    - b. FCP 2 - Comprising of car lease rental, fuel, lunch vouchers, house repairs,

- painting and maintenance – ₹ 51,025/- per month as per the rules of the Company.
- c. FCP 3 - Comprising of driver's salary – ₹ 11,500/- per month as per the rules of the Company.
- iii) Medical Reimbursement – Expenses incurred for Mr. Ajay Kumar Vijay and his spouse as per the rules of the Company, at actuals.
- iv) Utility- reimbursement on actuals for gas, water and electricity subject to submission of bills.
- v) Club Fees – Fees of club subject to a maximum of one club. This will include admission and life membership fees.
- vi) Group Terminal Policy (GTP) – As per the rules of the Company for a capital sum of ₹ 100,00,000/-.
- vii) Group Medical Policy (GMP) for a sum of ₹ 5,00,000/-
- viii) Provident Fund – As per the applicable laws.
- ix) Superannuation Fund – Company's contribution to Superannuation Fund shall be in accordance with the rules of the fund.
- x) Gratuity – Payable in accordance with the rules of the approved Fund of the Company.
- xi) Encashment of leave not availed of, as per the rules of the Company.
- xii) Cell phone and telephone at the residence of Mr. Ajay Kumar Vijay as per the rules of the Company.
- xiii) Such other benefits, amenities, facilities and perquisites as per the rules of the Company and as may be applicable to employees at Grade M-1.

**FURTHER RESOLVED THAT**, in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, special allowance, performance evaluation payment, perquisites, benefits, amenities and facilities payable to Mr. Ajay Kumar Vijay shall be subject to the provisions prescribed under Section 197 read with Schedule V of the Act, and Rules framed thereunder and any other applicable provisions of the Act or any Statutory modification or re-enactment thereof.

**FURTHER RESOLVED THAT**, Mr. Ajay Kumar Vijay, Executive Director and Chief Executive Officer be entrusted with powers of management of the Company in the ordinary course of business and perform all other functions as Executive Director and Chief Executive Officer and be responsible for the general conduct of the business and affairs of the Company under the overall supervision of the Board of Directors of the Company.

**FURTHER RESOLVED THAT**, the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**By Order of the Board**

S/d.

**Manoj Kumar**

**DGM-Legal & Company Secretary**

[FCS No. : F6698]

Bengaluru

August 02, 2019

### NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Transfer Books and Register of Members will remain closed from Friday, September 20, 2019 to Thursday, September 26, 2019 (both days inclusive).
- 3) Members are requested to intimate immediately to the Company's Registrars and Share Transfer Agent, Integrated Registry Management Services Private Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru 560 003 (Telephone No. 080-23460815-818 Fax No. 080 2346 0819), any change in their e-mail id / correspondence address along with Pin Code Number.
- 4) Members holding shares in the same name or same order of names under different ledger folios are requested to apply for consolidation of such folios, to the Company's Registrars and Share Transfer Agent at the address as stated in Note No. 3 above.
- 5) Members may address all their documents/ correspondence relating to the equity shares of the Company directly to the Company's Registrars and Share Transfer Agent at the address as stated in Note No. 3 above.
- 6) Nomination facility for shares is available for Members. The prescribed form in this regard can be obtained from the Company's Registrars and Share Transfer Agent at the address as stated in Note No. 3 above.
- 7) The Company's equity shares are under compulsory dematerialisation. Accordingly, trading of these shares through the Stock Exchanges would be facilitated if the share certificates are in dematerialised mode. Members having physical share certificates are advised to consider opening a Demat Account with an authorised Depository Participant and arrange for dematerialising their shares in the Company.
- 8) The Company has designated an exclusive e-mail id viz, [mhlinvestor@ubmail.com](mailto:mhlinvestor@ubmail.com) to enable the investors to post their grievances and monitor their redressal.
- 9) There is no unclaimed dividend required to be transferred to the Investor Education and Protection Fund.
- 10) The cut-off-date for the purpose of ascertaining shareholders who are eligible to receive this notice is Friday, August 23, 2019.  
Members attending the Annual General Meeting are requested to bring with them the following:
  - a. Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting;
  - b. The Attendance Slip duly completed and clearly indicating their DP ID & Client ID, in case of shares held in dematerialised mode and Folio Number in case of shares held in physical mode, to facilitate identification of membership at the Meeting.
- 11) The Company would accept only the Attendance Slip from a Member actually attending the Annual General Meeting, or from the person attending as a Proxy under a valid Proxy Form registered with the Company not less than 48 hours prior to the Meeting. Attendance Slips of Members/valid Proxies not personally present at the Meeting, or relating to Proxies which are invalid, will not be accepted from any other member/person.
- 12) The Meeting is for Members or their proxies only. Please avoid being accompanied by non-members/ children.
- 13) Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- 14) Members are requested to quote the Folio Number / Client ID/DP ID in all correspondence.
- 15) Members may note that the Notice of the Fifteenth Annual General Meeting and the Annual Report for 2018-19 is also available on the Company's website [www.mcdowellholdings.co.in](http://www.mcdowellholdings.co.in).
- 16) Physical copies of all documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except on Saturdays, Sundays and Public Holidays up to and including the date of Annual General Meeting of the Company.
- 17) The relevant information required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 seeking re-appointment/

appointment of Ms. Tushita Patel as Director and Mr. Ajay Kumar Vijay as Whole Time Director designated as Executive Director and Chief Executive Officer are given in the Annexure to the Notice and forms part of the Corporate Governance Report.

18) Electronic copies of the Annual Report and Notice are being sent to all the Members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report and Notice are being sent in the permitted mode. Members who require communication in physical form in addition to e-communication, or have any queries may write to Company on [mhlinvestor@ubmail.com](mailto:mhlinvestor@ubmail.com)

### 19) Voting options:

#### I. Voting through electronic means:

A. In terms of the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called “the Rules” for the purpose of this Section of the Notice) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard SS-2 issued by the Institute of Company Secretaries of India, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to Members holding shares as on Thursday, September 19, 2019 (end of day) being the Cut-off Date (Record Date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of Members, entitled to participate in the e-voting process, through

e-voting platform provided by Central Depositories Services (India) Limited (CDSL)

- B. The remote e-voting period begins on Monday September 23, 2019 at 9:00 a.m. and ends on Wednesday, September 25, 2019 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date Thursday, September 19, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- C. The Members may participate even after casting their votes through e-voting but shall not be allowed to cast vote again at the AGM.
- D. The instructions for Members for voting electronically are as under:
  - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (ii) Click on Shareholders.
  - (iii) 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.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) 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.

(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders)</p> <ul style="list-style-type: none"> <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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (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> <ul style="list-style-type: none"> <li>• 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 (iv).</li> </ul>



- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Company "McDowell Holdings Limited".
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) 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.

- (xvii) 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 linked in the login 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..
- (xviii) 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).

## II Voting at Annual General Meeting

Members who have not cast their votes through remote e-voting, can exercise their voting rights at the AGM.

- A. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- B. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- C. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your

- vote on any specific item it will be treated as abstained.
- D. A Member can opt for only one mode of voting i.e. either in person or through proxy at the Meeting or through remote e-voting. Members attending the Annual General 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. Members who have already cast their vote by remote e-voting shall not be allowed to vote again at the Annual General Meeting. If a member casts votes by all the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
- E. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the Cut-off Date i.e. Thursday, September 19, 2019, may obtain a copy of the Notice by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)/ [mhlinvestor@ubmail.com](mailto:mhlinvestor@ubmail.com). Such persons may follow the instructions given in the Notice for casting their votes through e-voting provided by CDSL. In case of any assistance on e-voting, please contact the Registrars at [irg@integratedindia.in](mailto:irg@integratedindia.in)/ Phone No. 080-23560815-818/ Fax: 080-23460819.
20. The Company has appointed Mr. Sudhir Hulyalkar, Company Secretary in Practice (Membership No. FCS 6040, CP No. 6137), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding three (3) days from the conclusion of the Annual General Meeting.
22. The Results shall be declared at or after the Annual General Meeting of the Company by the Chairman or the person authorised by him. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company- [www.mcdowellholdings.in](http://www.mcdowellholdings.in) and on the website of CDSL – [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.

**By Order of the Board**

S/d.

**Manoj Kumar**

**DGM-Legal & Company Secretary**

[FCS No. : F6698]

Bengaluru

August 02, 2019

### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 3 & 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 9, 2019 had appointed Mr. Ajay Kumar Vijay (Mr. Vijay) as an Additional Director not liable to retire by rotation with effect from May 9, 2019 and Whole Time Director designated as the Executive Director and Chief Executive Officer of the Company for a period of 3 (three) years with effect from May 9, 2019 subject to the approval of Shareholders of the Company.

The Board, while appointing Mr. Vijay as the Executive Director and Chief Executive Officer of the Company, considered his background, experience and contributions to the Group Companies.

The Board on the recommendations of the Nomination and Remuneration Committee had approved the terms

of remuneration of Mr. Vijay, subject to the approval of the Shareholders specified under Item No. 4 of this Notice.

The profile and specific areas of expertise of Mr. Vijay are provided as an Annexure to this Notice.

#### Statement pursuant to Schedule V of the Companies Act, 2019

##### I. General Information:

- (1) Nature of industry: Investment and Financial Services
- (2) Date or expected date of commencement of commercial production: 04-03-2004
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable



(4) Financial performance based on given indicators;

Sr. No.	Particulars	Years		
		2016-17	2017-18	2018-19
1	Paid up Capital	1,399.22	1,399.22	1,399.22
2	Reserves and Surplus	(319.65)	(480.40)	(174.23)
3	Turnover	107.64	103.96	157.17
4	Net profit as per Sec.198 (read with Section 349) of the Companies Act, 1956	(2,114.02)	(16.67)	300.60
5	Amount of Dividend Paid	Nil	Nil	Nil
6	Rate of Dividend Declared	Nil	Nil	Nil

(5) Foreign investments or collaborations, if any. Nil

**II. Information about the appointee:**

(1) Background details:

Mr. Vijay is a Chartered Accountant with an extensive experience of over 30 years. His skill sets are in the fields of financial accounting and reporting, corporate audit, treasury and banking, mergers, taxation, due diligences, regulatory and statutory compliances, corporate litigations, settlements and negotiations. He has worked in multi-cultural and cross functional teams with senior leaders. His expertise also lies in the fields of corporate planning, strategy formulations and corporate governance.

(2) Past remuneration: Mr. Vijay while in his previous employment was receiving a gross remuneration of ₹ 1.15 cr per annum.

(3) Recognition or awards: Award for Excellence in Commerce from St. Xavier's College.

(4) Job profile and his suitability: Mr. Vijay has a rich and diverse experience in Finance, Corporate Affairs, Treasury, General Management, Fund Management, Litigation and Settlements. With his proven track record under difficult conditions and his expertise, the Company will benefit immensely from his experience and will have a reinforced direction to steer through the challenging times.

(5) Remuneration proposed;

Details of the total remuneration comprising inter alia, salary, perquisites and allowances, other benefits, if any, which are proposed to be paid to Mr. Vijay for the period of 3 years effective from May 9, 2019 have been fully set out under Item No. 4 of this Notice.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).

The Nomination and Remuneration Committee and the Board of Directors had approved remuneration payable to Mr. Vijay considering the competence, subject matter expertise, diversified experience and considering his contribution, it is more than appropriate that Mr. Vijay be appointed as the Executive Director and Chief Executive Officer of the Company in order to drive the operations in the current phase of the Company which will help the Company to emerge successful. Therefore, the payment of aforesaid remuneration stated at the Resolution No.4 is reasonable and comparable to the remuneration paid to Professional Directors in the Industry and hence more than justified for payment to him.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Mr. Vijay is not related to any managerial personnel in the Company. He does not have any pecuniary relationship, directly or indirectly with the Company or with any managerial personnel nor does he have any direct or indirect interest in the equity share capital of the Company besides the remuneration set out in Resolution No.4.

**III. Other information:**

(1) Reasons of loss or inadequate profits

Refer to Report of the Directors and Management Discussion and Analysis.

(2) Steps taken or proposed to be taken for improvement

Refer to Report of the Directors and Management Discussion and Analysis.

(3) Expected increase in productivity and profits in measurable terms.

Refer to Report of the Directors and Management Discussion and Analysis.

**IV. Disclosures:**

Details of the total remuneration comprising inter alia, salary, perquisites and allowances, other benefits, if any, which are proposed to be paid to Mr. Vijay for the period of 3 years effective from May 9, 2019 to May 8, 2022 have been fully set out in the Resolution under Item No.4 of this Notice.

No Director of the Company have been paid any remuneration other than sitting fee during the period under review and the same is disclosed in the Corporate Governance Report, which forms a part of the Report of the Board of Directors in the Annual Report of the Company for financial year 2018-19.

As mentioned earlier, since the payment of aforementioned remuneration set out under Resolution No. 4 as Minimum Remuneration to Mr. Vijay, Executive Director and Chief Executive Officer may exceed the ceiling limit for remuneration laid down in Sections 196, 197 and 198 read with Schedule V to the Companies Act, 2013, Shareholder's approval is sought by way of a Special Resolution for payment of the aforesaid remuneration for the respective financial years as specified in the Resolution No. 4 in accordance with Schedule V of the said Act.

The Board of Directors of the Company are of the view that as the Executive Director and Chief Executive Officer of the Company, Mr. Vijay shall be shouldered

with vast responsibilities and considering the industry benchmarks and his contribution to the Company, the aforementioned remuneration structure of Mr. Vijay as Executive Director and Chief Executive Officer commensurate with the remuneration packages paid to similarly placed persons, in other Companies and therefore recommend the Resolution No. 3 and Resolution No. 4 of the accompanying notice for your approval as Ordinary and Special Resolution respectively.

The Notice read with Explanatory Statement should be considered as an abstract of the terms of appointment and payment of remuneration to Mr. Vijay Executive Director and Chief Executive Officer and a memorandum as to the nature of the concern or interest of the Director as required under Section 102 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Vijay, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 3 & 4 of the Notice.

**By Order of the Board**

Bengaluru  
August 02, 2019

**Manoj Kumar**  
**DGM-Legal & Company Secretary**  
[FCS No. : F6698]

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