

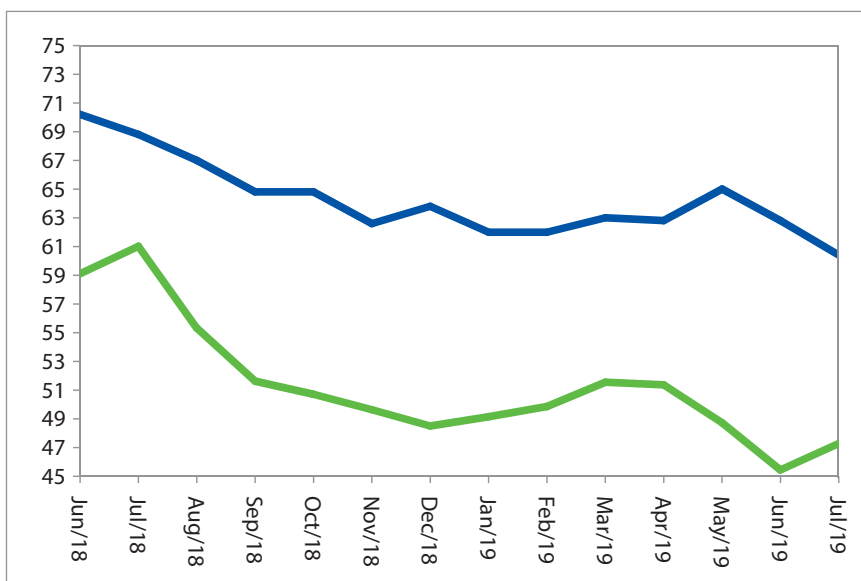


N I L E
L I M I T E D



35th Annual Report 2018-19

LEAD PRICE MOVEMENT

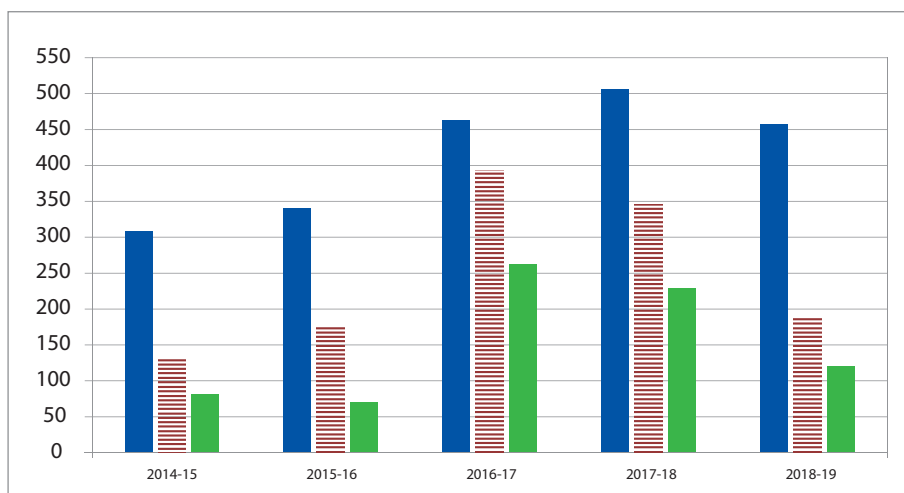


— LONDON METAL EXCHANGE PRICE IN US DOLLARS, SCALE 1 = 40 US DOLLARS

— INDIAN CRUDE LEAD PRICE IN INDIAN RUPEES, SCALE 1 = Rs.2,500/-

-Data as on the first day of each month

LAST 5 YEARS' TURNOVER, PROFIT



■ TURNOVER (1 = Rs.125 LAKHS) ■ OPERATING PROFIT (1 = Rs.10 LAKHS) ■ NET PROFIT (1 = Rs.10 LAKHS)



35th Annual Report

CORPORATE INFORMATION

CIN: L27029AP1984PLC004719

Board of Directors

Sri V. Ramesh (Chairman and Managing Director)

Sri Sandeep Ramesh (Executive Director)

Smt. V. Rajeswari

Sri S. V. Narasimha Rao

Sri V. Ashok

Sri Satish Malladi

Sri Sridar Swamy

Sri Suketu Harish Shah

Dr. Yeswanth Nama Venkateswwaralu

Sri Kadiri Ramachandra Reddy

Audit Committee

Sri S. V. Narasimha Rao (Chairman)

Sri V. Ashok

Sri Satish Malladi

Sri Sridar Swamy

Sri V. Ramesh

Sri Sandeep Ramesh

Nomination and Remuneration Committee

Sri Satish Malladi (Chairman)

Sri V. Ashok

Sri S. V. Narasimha Rao

Sri Sridar Swamy

Sri V. Ramesh

Stakeholders Relationship Committee

Sri Satish Malladi (Chairman)

Sri S. V. Narasimha Rao

Sri V. Ramesh

Sri Suketu Harish Shah

CSR Committee

Sri Satish Malladi (Chairman)

Sri V. Ramesh

Sri Sandeep Ramesh

Smt. V. Rajeswari

Company Secretary

Sri Amarendra Jena

Chief Financial Officer

Sri B. Seshagiri Rao

Registered Office

Plot No.38 & 40, APIIC Industrial Park,
Gajulamandam Village, Renigunta Mandal,
Tirupati, Andhra Pradesh - 517520

Phone: 9494949082, Fax: (40) 23606640

Email: legal@nilelimited.com

Web: www.nilelimited.com

Corporate Office

Plot No. 24A/A, MLA Colony,

Road No.12, Banjara Hills,

Hyderabad, Telangana – 500034.

Phones: (40) 23606641, Fax: (40) 23606640

Statutory Auditors

M/s. Gokhale & Co.

Chartered Accountants

3-6-322, Off. No. 403, Mahavir House,
Basheerbagh, Hyderabad - 500029

Internal Auditors

M/s. Gattamaneni & Co.,

Chartered Accountants

10, Master Sai Apartments,
Sangeeth Nagar, Somajiguda,
Hyderabad – 500082

Cost Auditors

M/s. Kapardhi & Associates

Cost Accountants

S.R.T. 148, Sanjeeva Reddy Nagar,
Hyderabad – 500038

Secretarial Auditor

Sri V. Mohan Rao

Company Secretary

Plot No. 305, Phase - III, Samatha Nagar,
Bhagyanagar Society, Pragathinagar Road,
Near HMT Hills, Kukatpally, Hyderabad - 500072

Bankers

Kotak Mahindra Bank,

Somajiguda, Hyderabad.

HDFC Bank

Road No.12, Banjara Hills, Hyderabad.

Registrar & Transfer Agent

M/s. XL Softech Systems Ltd.

3, Sagar Society, Road No.2,
Banjara Hills, Hyderabad – 500034

Phones: (40) 23545913/14/15, Fax: (40) 23553214

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NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Company will be held on Monday, September 30th 2019 at 10:00 AM, at the registered office of the company at Plot No.38 & 40, APIIC Industrial Park, Gajulamandyam Village, Renigunta Mandal, Tirupati, Chittoor Dist., Andhra Pradesh – 517520 (Please refer to the Route Map of the meeting venue annexed to the Attendance Slip), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED that the statement of profit and loss and the cash flow statement for the year ended 31st March, 2019, along with balance sheet as on that date, together with notes appended thereto and the report of directors and auditors thereon, be and are hereby considered approved and adopted”.

2. Confirmation of interim dividend paid:

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED that the interim dividend FY 2018-19 of Rs.2/- (rupees two only) per share on 30,01,900 shares of Rs.10/- each declared and paid in November, 2018, be and is hereby confirmed.”

“RESOLVED FURTHER that the final dividend FY 2018-19 of Re.1/- (rupee one only) per share on 30,01,900 shares of Rs.10/- each, as recommended by the Board of Directors of the company, be and is hereby declared.”

3. Reappointment of retiring Director:

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED that, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Smt. Vuyyuru Rajeswari (DIN: 00845598), Director retiring by rotation, who is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.

SPECIAL BUSINESS:

Re-appointment of Independent Directors:

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

“RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to

sub-regulation (1A) of Regulation 17 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] read with Schedule IV to the Companies Act, 2013, Sri S. V. Narasimha Rao (DIN: 00025635), who will attain the age of 75 years on 7th October, 2022, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a fixed term of 5 years.”

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

“RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to sub-regulation (1A) of Regulation 17 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] read with Schedule IV to the Companies Act, 2013, Sri Satish Malladi (DIN: 00346720), who will attain the age of 75 years on 13th November, 2022, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a fixed term of 5 years.”

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

“RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, Sri V. Ashok (DIN: 00730615) be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a fixed term of 5 years.”

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

“RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with Schedule IV to the Companies Act, 2013, Sri Sridhar Swamy (DIN: 01122961) be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a fixed term of 5 years.”

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

"RESOLVED that pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with Schedule IV to the Companies Act, 2013, Sri Suketu Harish Shah (DIN: 00607880) be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a fixed term of 5 years."

9. Appointment of Independent Director:

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

"RESOLVED that, pursuant to Section 149, 152, 160, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with Schedule IV to the Companies Act, 2013, Sri Kadiri Ramachandra Reddy (DIN: 00042172), who was appointed as an Additional Director (Independent Director) on 10th November, 2018, be and is hereby appointed as an Independent Director of the company to hold office until 9th November, 2023."

10. Ratification of remuneration payable to Cost Auditors:

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

"RESOLVED that in terms of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Company do hereby confirm and ratify, the remuneration approved by the Board of Directors on the recommendations of the Audit Committee for M/s. Kapardhi & Associates, Cost Accountants, the Cost Auditors of the Company, at Rs.60,000/- (Rupees sixty thousand only) plus GST and out of pocket expenses for the Financial Year 2019-20."

11. Variation of terms of remuneration of Chairman and Managing Director:

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

"RESOLVED that in partial modification to terms of reappointment of Sri Vuyyuru Ramesh, Chairman and Managing Director, approved by the Shareholders on 12th August, 2017, Part-B of the said terms of reappointment be and is hereby modified as under:

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either

singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity will be limited to 15 days salary for each completed year of service."

12. Variation of terms of remuneration of Executive Director:

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

"RESOLVED that in partial modification to terms of reappointment of Sri Sandeep Vuyyuru Ramesh, Executive Director, approved by the Shareholders on 12th August, 2017, Part-B of the said Terms be and is hereby modified as under:

Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961. Gratuity will be limited to 15 days salary for each completed year of service."

13. Remuneration payable to Executive Directors over and above 5% of the Net Profits of the Company:

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

"RESOLVED that in terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company do hereby confirm and ratify, the annual remuneration paid and/or payable to the Chairman and Managing Director, and Executive Director of the Company, as per the terms of re-appointment dated 12th August, 2017, and any modification thereto from time to time, which may exceed 5% of the net profit of the Company."

By Order of the Board
For Nile Limited

Sd/-

Amarendra Jena
Company Secretary
FCS-8692

Place : Hyderabad
Date : 14th August, 2019

NOTES:

1. Proxy:

A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and such proxy need not be a Member of the company. For identification purpose, the proxy should carry a valid identity proof issued by any Government authority.

Deposit of proxy:

Proxies, in order to be effective, must be received at the registered office of the Company not later than 48 hours before the meeting, i.e., on or before 10:00 am on 28th September, 2019.

2. Voting Rights:

23rd September, 2019 will be the cut-off date for determining the voting rights.

3. E-Voting (EVEN:):

E-Voting option is provided to members pursuant to Section 108 of the Companies Act, 2013. Please read carefully the instructions for 'E-Voting Process' attached to this Notice.

4. Unclaimed Dividend:

Dividends unclaimed and unpaid for over 7 years will be transferred to the Investor Education and Protection Fund. Further, shares of such shareholders, who have not encashed any dividend warrant/instrument during the last 7 years, will be transferred to the Investor Education and Protection Fund.

Therefore, please refer to the company website (www.nilelimited.com) for the list of unclaimed and unpaid dividend warrant(s)/instrument(s). Shareholders, who have not so far encashed the dividend warrant(s)/instrument(s), are requested to seek revalidation of expired and unclaimed dividend warrant(s)/instrument(s).

Information in respect of unclaimed dividend and the last date for claiming the same are given below:

Dividend for the year	Date of declaration	Last date for claiming
2011-12: Final	29-09-2012	29-10-2019
2012-13: Final	10-08-2013	10-09-2020
2013-14: Final	30-09-2014	30-10-2021
2014-15: Final	30-09-2015	30-10-2022
2015-16: Interim	12-03-2016	12-04-2023
2016-17: Interim	08-03-2017	08-04-2024
2017-18: Interim	11-11-2017	11-12-2024
2017-18: 2nd Interim	10-02-2018	10-03-2025
2018-19: Interim	10-11-2018	10-12-2025

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

Item No.4 to 8: Re-appointment of Independent Directors:

As per the provisions of Section 149, 152, and 160 of the Companies Act, 2013 and Rules made thereunder, the Independent Directors were appointed by the Shareholders at the 30th Annual General Meeting of the Company held on 30th September, 2014.

As per the recommendations of the Nomination and Remuneration Committee, the Board proposes to re-appoint the independent directors for a second term of 5 years.

As per the provision of the Section 149(10) of the Companies Act, 2013, the independent directors shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

Pursuant to the provisions of Section 149(7) the company has received requisite declarations from the respective independent directors that they meet the criteria of independence as provided in Section 149(6) of the Act.

It is further confirmed that, in the opinion of the Board, the concerned independent directors fulfils the conditions specified in the Act and the Rules made thereunder to be re-appointed as Independent Directors.

The terms and conditions of re-appointment of the respective independent directors, as approved by the Board, are open for inspection at the registered office of the company by any member during normal business hours. This would also be posted on the company's website.

Brief resumes of the concerned independent directors, as stipulated under Regulation 36 of Listing Regulation and SS-2, are provided in the annexure to this notice, and are also furnished in the Corporate Governance Report that forms an integral part of this Notice.

No Director or Key Managerial Personnel of the Company, or their relatives, except the Directors being re-appointed, are concerned or interested, financially or otherwise, in this item of business.

Item No.9: Appointment of Independent Director:

Sri Kadiri Ramachandra Reddy is proposed to be appointed as an Independent Director of the company for a period of 5 years with effect from 10th November, 2018, the date on which he was appointed as an additional director.

The company has received Notice under Section 160 of Companies Act, 2013 from a member proposing candidature of Sri Kadiri Ramachandra Reddy.

A brief resume of Sri Kadiri Ramachandra Reddy, as stipulated under Regulation 36 of Listing Regulation and SS-2, is provided in the annexure to this notice, and is also furnished in the Corporate Governance Report that forms an integral part of this Notice.

Pursuant to the provisions of Section 149(7) the company has received requisite declaration from Sri Kadiri Ramachandra Reddy that he meets the criteria of independence as provided in Section 149(6) of the Act.

It is further confirmed that, in the opinion of the Board, Sri Kadiri Ramachandra Reddy fulfils the conditions specified in the Act and the Rules made thereunder to be appointed as an Independent Director.

The terms and conditions of appointment of Sri Kadiri Ramachandra Reddy, as an Independent Director, as approved by the Board, are open for inspection at the registered office of the company by any member during normal business hours. This would also be posted on the company's website.

No Director or Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in this item of business.

Item No.10: Ratification of remuneration payable to Cost Auditors:

While the remuneration for the audit of cost records is determined by the Board of Directors, on the recommendations of Audit Committee, it will have to be ratified by the shareholders at the following General meeting as per Section 148 of the Companies Act, 2013.

The Board of Directors have appointed M/s. Kapardhi & Associates, Cost Accountants, based on the recommendations of the Audit Committee, at a remuneration of Rs. 60,000/- for Financial Year 2019-20. It is now placed for the ratification by the shareholders in accordance with Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

No Director or Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in this item of business.

Item No.11: Variation of terms of remuneration of Chairman and Managing Director:

The Trustees of Nile Limited Employees' group gratuity scheme/fund at their meeting held on 23rd April, 2019 resolved to amend the Rules of the Scheme to remove the ceiling on Gratuity for all employees.

Earlier, the ceiling on Gratuity was Rs. 3,50,000/-.

As the amendment of the rules of the gratuity scheme of the company are applicable to all employees of the company, including the Chairman and Managing Director, the Board proposes to vary the terms of re-appointment towards payment of gratuity to the Chairman and Managing Director.

As the re-appointment was confirmed by the Shareholders by Special Resolution, therefore, the resolution for variation of terms of remuneration is proposed to be passed by Special Resolution.

Except Sri Sandeep Vuyyuru Ramesh and Smt. Vuyyuru Rajeswari, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business.

Item No.12: Variation of terms of remuneration of Executive Director:

The Trustees of Nile Limited Employees' group gratuity scheme/fund at their meeting held on 23rd April, 2019 resolved to amend the Rules of the Scheme to remove the ceiling on Gratuity for all employees.

Earlier, the ceiling on Gratuity was Rs. 3,50,000/-.

As the amendment of the rules of the gratuity scheme of the company are applicable to all employees of the company, including the Executive Director, the Board proposes to vary the terms of re-appointment towards payment of gratuity to the Executive Director.

As the re-appointment was confirmed by the Shareholders by Ordinary Resolution, therefore, the resolution for variation of terms of remuneration is proposed to be passed by Ordinary Resolution.

Except Sri Vuyyuru Ramesh and Smt. Vuyyuru Rajeswari, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business.

Item No.13: Remuneration payable to Executive Directors over and above 5% of the Net Profits of the Company:

SEBI vide Notification dated 9th May, 2018 inserted clause (e) after clause (d) of sub-regulation (6) to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is reproduced hereunder:

The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

Consent of the Shareholders, for re-appointment of Chairman and Managing Director and Executive Director, were obtained keeping in mind the remuneration to be paid as per the provisions of the Companies Act, 2013 and Rules made thereunder.

As the provisions of clause (e) were inserted in Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to comply with the said regulations, the Board proposes to pass the proposed Special Resolution.

Except Sri Vuyyuru Ramesh, Sri Sandeep Vuyyuru Ramesh and Smt. Vuyyuru Rajeswari, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this item of business.

By Order of the Board
For Nile Limited

Sd/-
Amarendra Jena

Company Secretary
FCS-8692

Place : Hyderabad
Date : 14th August, 2019

ANNEXURE TO THE NOTICE

- (i) Details of Directors seeking re-appointment at the Annual General Meeting:

Sri S.V. Narasimha Rao:

Sri S.V. Narasimha Rao (DIN: 00025635) born on 7th October, 1947 has a B. Tech from IIT, Madras, and MS & MBA from the University of Nebraska. He has more than thirty years of technical and senior management experience in reputed companies such as Beardsell Limited, Sumac International Limited, Shin Ho Petro Chemicals (India) Limited, Jeypore Sugars Limited, and KCP Sugars and Chemicals Limited.

He is neither a Director nor a Chairman/Member in the Board/Committees of other Companies.

Sri Satish Malladi:

Sri Satish Malladi (DIN: 00346720) born on 13th November, 1947 is a mechanical engineering graduate from IIT Madras. He started his career in HMT Limited, and later started his own business, supplying specialized equipment to IDL Chemicals. He also executed several works for the Railways, APSEB and ISRO.

He is neither a Director nor a Chairman/Member in the Board/committees of other companies.

Sri V. Ashok:

Sri V. Ashok (DIN: 00730615) born on 1st March, 1961 is an MBA from the USA, and is the promoter and Managing Director of Trigeo Technologies Private Limited, which provides GIS & CAD/CAM services. He is an experienced professional, and has expertise in commercial and managerial functions.

As on 31st March, 2019, he was a Director/Partner of the following Companies/LLPs:

- i. Trigeo Technologies Pvt. Ltd.
- ii. Visakha Finance Ltd.
- iii. Shivalik Energy Pvt. Ltd.
- iv. Alufluoride Ltd.
- v. Anar Enterprises Pvt. Ltd.
- vi. VASR Ventures LLP.

He is member/chairman in the following Board/committees of Alufluoride Limited:

Committees	Member/Chairman
Audit Committee	Member
Stakeholders Relationship Committee	Chairman
CSR Committee	Member
Nomination and Remuneration Committee	Member

Sri Sridar Swamy:

Sri Sridar Swamy (DIN: 01122961) born on 28th April, 1967 is a graduate in Commerce from the Bombay University, and is a Chartered Accountant.

He has over 25 years of experience in the field of investment banking. He has worked with Lazard India, KPMG India Pvt. Ltd., Taj Group of Hotels, and Indian Advisory Partners in various capacities. He has a rich experience in the field of Mergers & Acquisitions, and has advised several companies.

As on 31st March, 2019, he was a Director/Partner in the following Companies/LLPs:

- i. Madorwat Digital Media Pvt Ltd.
- ii. Cybernoid Healthcare Pvt. Ltd.
- iii. Atsuya Technologies Pvt. Ltd.
- iv. Nuthouse Productions LLP.

He is neither a Chairman nor a Member in the Board/committees of other companies.

Sri Suketu Harish Shah:

Sri Suketu Harish Shah (DIN: 00607880) born on 15th June, 1979, is a graduate from Mumbai University, and has an MBA, from the Indian School of Business.

He is a whole time Director of Beacon Industrial Electronics Private Limited, Mumbai. Beacon specializes in the niche area of manufacturing standard and highly customized instruments and sensors for industrial speed measurement. He heads the production, sales and marketing functions at Beacon. He was instrumental in developing and nurturing relationships with dozens of major national and international firms in a diverse range of industries including sugar, oil & gas, shipping, fertilizers, and power generation OEMs. He has also been directly involved in product design, development, and customization for the wide range of customers Beacon caters to.

He is neither a Chairman nor a Member in the Board/Committees of other companies.

Sri Kadiri Ramachandra Reddy:

Sri Kadiri Ramachandra Reddy is a graduate in Electrical Engineering from IIT, Madras and holds an M.S.E.E. degree from University of Wisconsin, Madison, Wisconsin. He has over 40 years of experience in Silicon Valley in the areas of design, manufacturing and marketing of various integrated circuits (ICs). He has successfully started several semiconductor design companies and sold them to larger companies in the last 30 years.

His ventures included Lotus Designs Corp., Silicon Logic and Startech Semiconductor, all of which were based in Silicon Valley. Prior to starting his first company in 1982, he worked as a Section Manager at American Microsystems in Santa Clara, California. He was responsible for designing the world's first DSP chip. He has extensive experience in sub-contracting manufacturing needs of semiconductors and marketing these products worldwide. His customer list included major PC manufacturers such as Compaq Computers and communication technology companies such as Nokia Systems out of Finland.

He founded, and is on the Board of, MosChip Semiconductor in Hyderabad in 1999 to be the first Fabless Semiconductor Company in India designing, manufacturing and marketing standard products worldwide.

He is neither a Chairman nor a Member in the Board/committees of other companies.

(ii) Details of Non Executive Directors shareholding and attendance:

Name of Director	Date of appointment	No of Equity Shares held as on 31st March, 2019	Attendance at Board Meetings during 2018-19		Position in other Companies as on 31st March, 2019			Attend-ance at last AGM
			No. of Meetings	%	Director-ship(s)	Committee		
						Chairman	Member	
Sri S.V. Narasimha Rao	30.09.2014	Nil	5 / 6	83	Nil	Nil	Nil	Yes
Sri Satish Malladi	30.09.2014	Nil	4 / 6	67	Nil	Nil	Nil	No
Sri V. Ashok	30.09.2014	Nil	5 / 6	83	6	1	5	No
Sri Sridar Swamy	30.09.2014	Nil	4 / 6	67	4	Nil	Nil	No
Sri Suketu Shah	30.09.2014	Nil	4 / 6	67	2	Nil	Nil	No
Dr. Yeswanth Nama Venkateswwaralu	01.03.2018	Nil	2 / 6	33	Nil	Nil	Nil	No
Sri.K.Ramachandra Reddy	10.11.2018	Nil	2 / 2	100	2	Nil	Nil	NA

E-voting Process

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details will be as per details given below :
 - For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 111555 then user ID is 111555001***).

- Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password' ?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "**Login**" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle is in active status.
3. Select "**EVEN- 111555**" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (vmohancs@gmail.com) with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your

password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- . Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- . It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: **1800-222-990**.