



Sankhya InfoTech Limited
22nd Annual Report 2018-19
We believe in people





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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Sridhar Krishna (DIN: 00089548)	: Chairman & Managing Director
Mr. Partha Saradhi Pudhota (DIN: 07516057)	: Director
Mr. Ramamohan Reddy Yarragudi (DIN: 08517059)	: Director (Appointed w.e.f. 23.07.2019)
Ms. Putcha Sarada (DIN: 08534921)	: Director (Appointed w.e.f. 09.08.2019)
Ms. N. Nalini (DIN: 07244427)	: Director (Cessation w.e.f. 11.07.2019)
Mr. Bhaskar Pramanik (DIN: 00316650)	: Director (Cessation w.e.f. 23.07.2019)
Mr. Anil Valluri (DIN: 02299684)	: Director (Cessation w.e.f. 24.07.2019)

CHIEF FINANCIAL OFFICER

Ms. Ruksana Sultana (Appointed w.e.f. 19.04.2019)

COMPANY SECRETARY & COMPLIANCE OFFICER

Munmun Baid

BANKERS

IDBI Bank Ltd.
CBG - Specialized Corporate Branch
#5-9-89/1 & 2, Chapel Road, Hyderabad – 500001, Telangana

STATUTORY AUDITORS

Ravi Rajan & Co., Chartered Accountants
505 A, 5th Floor, D-4 Rectangle-1 District Centre, Saket, New Delhi – 110017

REGISTERED OFFICE

Dwaraka Central, Plot No. 57,
Survey No. 74 & 75, Jaihind Enclave, Madhapur Village,
Hyderabad - 500081, Telangana.

Tel: + 91-9908124562

E-mail: info@sankhya.com

Website: www.sankhya.net

ISIN: INE877A01013

CIN: L72200TG1997PLC045396

Listed on: BSE Limited (BSE)

Scrip Code: 532972

REGISTRAR & TRANSFER AGENTS

Karvy Fintech Private Limited,
Karvy Selenium, Tower-B, Plot No. 31 & 32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana
Tel: 18003454001
E-mail: einward.ris@karvy.com
Website: www.karvyfintech.com

**NOTICE**

NOTICE is hereby given that the Twenty Second (22nd) Annual General Meeting of the Members of Sankhya Infotech Limited will be held on Monday, 30th September, 2019, at 11:00 a.m. at Hotel Halcyon suites, Plot No. 169, Street Number 9, Ayyappa Society, Mega Hills, Madhapur, Hyderabad – 500081, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended on 31st March, 2019, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Partha Saradhi Pudhota (DIN: 07516057), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Sridhar Krishna DIN: 00089548), as Chairman and Managing Director of the Company.**

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sridhar Krishna (DIN: 00089548), as Chairman and Managing Director of the Company with effect from 1st October, 2019 to 30th September, 2022, on the salary and perquisites (hereinafter referred to as "remuneration"), and upon the terms and conditions as mentioned in the following manner":

- a) **Salary:** The Company shall pay to Mr. Sridhar Krishna in consideration of his duties Rs. 3,00,000 p.m. with effect from the date the Company becomes profitable. Until such date there would be no remuneration for Mr. Sridhar Krishna.
- b) **Perquisites & allowances:** In addition to the above salary, Mr. Sridhar Krishna shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowances in lieu thereof, reimbursement of expenses or allowance for gas, electricity, water, furnishing etc., medical reimbursement, leave travel allowances, club fee, and such other perquisites and allowances under the Company's rules.
The total cost of the aforesaid perquisites, allowances and other benefits (including rent/HRA) shall be restricted to 40% of the salary per month.
- c) **Other benefits:** In addition to the above salary and perquisites, Mr. Sridhar Krishna shall be entitled to the following annual benefits which shall not be included in the computation of the ceiling of remuneration specified in paragraph (a) and (b) above:
 - i. **Provident and superannuation fund:** The Company's contribution to the provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable

under the Income Tax Act. The said contribution will not be included in the computation of the ceiling on remuneration.

- ii. **Gratuity:** Gratuity payable shall not exceed one half month's salary for each completed year of services and will not be included in the computation of the ceiling on remuneration.
- iii. **Leave encashment:** Encashment of leave at the end of the tenure in accordance with the rules of the Company.
- iv. **Provision of car and telephone:** Mr. Sridhar Krishna shall be entitled to a motor car for use on Company's business and telephone at residence, however use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to Mr. Sridhar Krishna.
- d) Mr. Sridhar Krishna shall be entitled to reimbursement of entertainment expenses, traveling, boarding and lodging expenses actually and properly incurred for the business of the Company.
- e) He will not be eligible for any sitting fees of the Company's Board/Committee Meetings.

"RESOLVED FURTHER THAT the remuneration payable to Mr. Sridhar Krishna, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule - V of the Companies Act, 2013, or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the terms and conditions including any changes in remuneration and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to this resolution."

4. **To appoint Mr. Ramamohan Reddy Yarragudi (DIN: 08517059) as Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr. Ramamohan Reddy Yarragudi holding (DIN: 08517059) who was appointed as additional director on 23.07.2019 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the rules made thereunder read with Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years."

"RESOLVED FURTHER THAT Ramamohan Reddy Yarragudi holding (DIN: 08517059) as an Independent Director shall not be liable for retirement by rotation during the tenure of his office."

"RESOLVED FURTHER THAT any Director of the Board be and is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard."

5. To appoint Ms. Putcha Sarada (DIN: 08534921) as Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Ms. Putcha Sarada holding (DIN: 08534921) who was appointed as additional director on 09.08.2019 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the rules made thereunder read with Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and his hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years."

"RESOLVED FURTHER THAT Ms. Putcha Sarada holding (DIN: 08534921) as an Independent Director shall not be liable for retirement by rotation during the tenure of her office."

"RESOLVED FURTHER THAT any Director of the Board be and is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard."

6. Alteration of Articles of Association as per the provisions of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 5, 14 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By Order of the Board

Sankhya Infotech Limited

Sd/-

(Sridhar Krishna)

Chairman & Managing Director
DIN: 00089548

Date: 10.08.2019
Place: Hyderabad

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, 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 shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto in respect of business set out under item no's : 3 to 6.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2019 to 30th September, 2019 (both days inclusive).
5. In terms of Articles of Association of the Company, Mr. Partha Saradhi Pudhota, Director (DIN: 07516057) of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Information about such Director as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, is contained in the statement annexed hereto. The Board of Directors of the Company recommends the re-appointment of Mr. Partha Saradhi Pudhota, Director (DIN: 07516057), who has furnished the requisite declarations for his re-appointment.
6. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the Annual Report. Pursuant to Section 113 of the Companies Act, 2013, corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. 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.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s) in the Attendance Slip.



8. Members are requested to notify change of address, if any, with pin code to the company or to its Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
9. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Secretarial and Investor Relation Department so as to reach the Company at least 7 days in advance before the date of the Annual General Meeting, specifying the point(s).
10. Individual Shareholders can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder and the joint-holder(s), if any. A minor can be nominee provided the name of the guardian is given in the nomination form. Non-individuals including society, trust, body corporate, partnership firm, karta of Hindu undivided family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact M/s. Karvy Fintech Private Limited (hereinafter to be referred as "Karvy"), Karvy Selenium Tower - B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032, the Registrar and Share Transfer Agent of the Company.
11. Securities and Exchange Board of India (SEBI) has issued a circular clarifying that it shall be mandatory for the transferee(s) to furnish copy of Permanent Account Number (PAN) card to the Company/Registrar and Transfer Agent of the Company for registration of transfer of shares in the physical mode. Members may please take a note of the same.
12. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting. All relevant documents referred in the Notice and the Explanatory Statement shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10:00 A.M to 6:00 P.M) on all working days (except Saturdays) up to the date of AGM of the Company.
13. A Route Map showing direction to reach the venue of 22nd Annual General Meeting is given in the Annual Report as per the requirement of the Secretarial Standard – 2 on General Meetings.
14. SEBI has notified vide Notification No. SEBI/LAD-NRO/GN/2018/24 that securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
15. **Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued

circular stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

Voting through electronic means (e-voting):

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically.
2. Necessary arrangements have been made by the Company with Karvy to facilitate e-voting. The detailed process, instructions and manner for availing e-voting facility is annexed to the Notice.
3. Ms. Charu Golash Practicing Company Secretary [Membership No. FCS 7325] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
5. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
6. In order to enable the Members, who do not have access to e-voting facility, to send their dissent or dissent in writing in respect of the resolutions as set out in the Notice of Annual General Meeting; the Company has also enclosed a ballot form with the Annual Report for the financial year 2018-19.
7. The facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting/ ballot form shall be able to vote at the Meeting through polling paper.
8. The e-voting period commences on 27th September, 2019 at 9:00 a.m and ends on 29th September, 2019 at 5:00 p.m. During this period, Members holding shares either in physical form or demat form, as on 20th September, 2019, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
9. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e., 20th September, 2019 only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

10. The name of members whose name is appearing as on 30th August, 2019 has been sent notice this 22nd Annual General Meeting along with explanatory statement. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and Karvy. However, if you are already registered with Karvy for remote e-voting, then you can use your existing User ID and password for casting your vote.
 11. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, 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 make, in not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, and submit to the Chairman, who shall countersign the same.
 12. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sankhya.net and on the website of Karvy (<https://evoting.karvy.com>) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the equity shares of the Company are listed.
 13. The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favor of the respective resolutions.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - i. Voting has to be done for each resolution of the Notice separately. In case you do not desire to cast your vote on any specific resolution it will be treated as abstained.
 - j. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - k. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
 - l. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: comp.officer@sankhya.net and may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
- In case a Member receiving physical copy of the Notice by Post [for Member whose email IDs are not registered with the Company/Depository Participant(s)]:
- a. User ID and initial password- as provided.
 - b. Please follow all steps from Sr. No. (a) to (l) as mentioned above to cast your vote.
- Once the vote on a resolution is caste by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The instructions for members for voting electronically are as under:

In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:

- a. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b. Enter the login credentials (i.e., User ID and password mentioned in your email). Your Folio No/DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
 - c. After entering these details appropriately. Click on "LOGIN".
 - d. You will reach the Password change menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the "EVENT" i.e., Sankhya Infotech Limited.
 - g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> Event number + Folio No. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXX1234567890
 - b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. In case of any queries, members may visit Help & FAQ's section available at Karvy's website download section on <https://evoting.karvy.com> or contact Mr. Mohd Mohsin Uddin, Senior Manager, Karvy Fintech Private Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 or send an email to evoting@karvy.com or call him on +91-40-6716 1562 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

Explanatory Statement Pursuant to the Provisions of Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item No's. 3-6 of the accompanying Notice.

**ITEM NO. 3**

The Board of Directors upon receiving the recommendation of the Nomination and Remuneration Committee of the Company and subject to the approval of members at the Annual General meeting, re-appointed Mr. Sridhar Krishna as Chairman and Managing Director of the Company effective from 1st October, 2019 for a period of 3 years and fixed his remuneration.

Mr. Sridhar Krishna is a promoter and is associated with the Company since inception. Mr. Sridhar Krishna being Managing Director of the Company shoulders a huge responsibility.

He is a Technocrat business man with a Master's degree in Computer Science and has 34 years of experience in the Software Industry.

The details of remuneration payable to Mr. Sridhar Krishna and the terms and conditions of his re-appointment are provided in the resolution.

Keeping in view that Mr. Sridhar Krishna has rich and varied experience in the Industry and has been involved in the Operations of the Company since inception, it would be in the interest of the Company to re-appoint him as Managing Director of the Company.

Accordingly, the Board recommends the resolution for re-appointment of Mr. Sridhar Krishna as Managing Director as special resolution, for the approval by the shareholders of the Company.

Except Mr. Sridhar Krishna and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Statement containing the information as required pursuant to Section II of Part II of Schedule V of Companies Act, 2013 in respect of re-appointment/fixing of Remuneration of Mr. Sridhar Krishna

I. GENERAL INFORMATION

1.	Nature of Industry: Company develops software products and its services include software services around the products, development of simulation software for specific customer needs, courseware, and providing consulting support to customers.			
2.	Date or expected date of commencement of commercial: 1997			
3.	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4.	Financial performance based on given indications:			
	Particular	2018-19 (Rs. in Lakhs)	2017-18 (Rs. in Lakhs)	2016-17 (Rs. in Lakhs)
	Turnover	16,422.79	18,394.42	16,238.42
	Net profit after Tax	(160.57)	900.69	615.31
5.	Foreign investments or collaborations, if any: Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

1.	Background Details: Sridhar Krishna, Managing Director, aged 56 years completed his Master's degree in computer science and is one of the Founder Member of Sankhya Infotech Limited. Mr. Sridhar Krishna is a Technocrat business man and goal oriented person having 34 years of experience in the Software Industry. He guided the company since inception and supported in growth of the Company. He looks after the technical aspect and entire corporate affairs of the organization.
2.	Past Remuneration: The remuneration drawn by Mr. Sridhar Krishna, Chairman and Managing Director is Rs. 3,00,000/- per month at present.
3.	Recognition or awards : The Company's product of Training Management System has won the global award at aviation conference for the second time in a row.
4.	Job Profile and his/her suitability: Sridhar Krishna looks after the technical aspect and entire corporate affairs of the organization.
5.	Remuneration proposed: It is proposed to pay remuneration to him on the terms and conditions detailed in resolution No. 3
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 w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. Sridhar Krishna and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration, he is holding 4,10,852 Equity Shares of the Company.

ITEM NO. 4

Mr. Ramamohan Reddy Yarragudi is a commerce graduate having an experience of about two decades in the field of Accounts & Administration.

Mr. Ramamohan Reddy Yarragudi holding (DIN: 08517059) was appointed as an Additional (Independent) Director of the Company with effect from 23rd July, 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ramamohan Reddy Yarragudi holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director.

In the opinion of the Board, Mr. Ramamohan Reddy Yarragudi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Ramamohan Reddy Yarragudi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramamohan Reddy Yarragudi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ramamohan Reddy Yarragudi as an Independent Director, for the approval by the shareholders of the Company by way of Ordinary Resolution.

Except Mr. Ramamohan Reddy Yarragudi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5

Ms. Putcha Sarada is a ACS, M.com and LL.B and having a rich and varied experience in the field of corporate & legal matters.

Ms. Putcha Sarada holding (DIN: 08534921) was appointed as an Additional (Independent) Director of the Company with effect from 9th August, 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Ms. Putcha Sarada holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director.

In the opinion of the Board, Ms. Putcha Sarada fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Putcha Sarada as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Putcha Sarada as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Putcha Sarada as an Independent Director, for the approval by the shareholders of the Company by way of Ordinary Resolution.

Except Ms. Putcha Sarada, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6

With the notification of the Companies Act 2013 and the rules made thereunder, many of the provisions contained in the Articles of Association are not in conformity with the new provisions of the Companies Act, 2013 and the rules made there under, and your Directors consider it desirable to adopt new Articles of Association which would not only be in conformity with the provisions of the new Act and the various Rules made there under but also with the requirements of the Stock Exchanges with which the Company's shares are listed.

Also, several regulations of the existing Articles of Association of the Company require alteration or deletions. Given this position, it is considered expedient to replace wholly the existing Articles of Association by a new set of Articles.

The new set of Articles of Association to be substituted in place of the existing Articles of Association are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 5 & 14 of the Act, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members. The new draft Articles of Association is being uploaded on the Company's website for perusal by the Members. Further, a copy of the new draft AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11:00 a.m. to 5:00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

By Order of the Board
Sankhya Infotech Limited

Sd/-

(Sridhar Krishna)
Chairman & Managing Director
DIN: 00089548

Date: 10.08.2019
Place: Hyderabad

**Annexure to Notice**

Additional Information on appointment or re-appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole-time Director or of Manager or variation of the terms of remuneration in the Annual General Meeting (under sub regulation 3 of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard -2.

Name of the Director	Partha Saradhi Pudhota	Sridhar Krishna	Ramamohan Reddy Yarragudi	Ms. Putcha Sarada
DIN	07516057	00089548	08517059	08534921
Date of Birth	14 th April, 1974	1 st January, 1963	12 th April, 1968	13 th January, 1968
Age	45 Years	56 Years	51 Years	51 Years
Brief Profile	Mr. Partha Saradhi Pudhota has held various leadership roles (CXO, Global Leader, VP etc.) across multiple verticals including Technology, Automotive, IT/Consulting, Retail and Private Equity.	Refer Explanatory Statement of Item No. 3	Mr. Ramamohan Reddy Yarragudi aged 51 years is a commerce graduate having an experience of about two decades in the field of Accounts & Administration	Ms. Putcha Sarada is a ACS, M.com and LL.B and having a rich and varied experience in the field of corporate & legal matters.
Qualification	Bachelor's Degree in Economics, Master's Degree in Business Economics, Master's Degree in Computer Science, Ph.D qualified from Oklahoma State University	Master's Degree in Computer Science	Graduate in Commerce	ACS, M.com, LL.B
Date of first Appointment on the Board	28 th May, 2016	21 st July, 1997	23 rd July, 2019	9 th August, 2019
Terms & Conditions of Re-appointment along with Remuneration sought to be paid	Not Applicable	As provided in the resolution no. 3	Not Applicable	Not Applicable
Remuneration last drawn and payable	Nil	36 Lakhs for the financial year ended 31 st March, 2019	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None
Expertise in Specific Functional Area	IT Services	Information Technology	Accounts & Administration	Corporate & Legal
Number of Meetings of the Board attended during the year	5 meetings	5 meetings	-	-
Names of other companies in which holds the directorship	1. Eesavyasa Projects Private Limited	None	1. Kria Healthcare Private Limited	None
Names of other companies in which holds the membership of Committees of the Board	None	None	None	None
No. of Shares held in the Company as on 31st March, 2019	19,00,000	4,10,852	Nil	Nil