

## **36th Annual Report 2013-2014**

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### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 36th ANNUAL GENERAL MEETING of the members of SAVANT INFOCOMM LIMITED will be held at the AEC Business School Private Limited, Temple Tower, 2nd Floor, 25 North Mada Street (near Hotel Saravana Bhavan), Mylapore, Chennai 600 004, on 26 September 2014, Friday, at 3 p.m. to transact the following business:

#### **ORDINARY BUSINESS**

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and Profit and Loss Account of the Company for the year ended on that date and reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Harsh P. Parikh (DIN 00107236) who retires by rotation and being eligible, offers himself for reappointment.
- 3) To regularize the appointment of additional Director Mrs. Mina Bharat Parikh (DIN 00107845) as Director:  
"RESOLVED THAT Mrs. Mina Bharat Parikh (DIN 00107845), who was appointed as an additional Director of the Company by the Board of Directors with effect from July 28, 2014 u/s 161(1) of the Companies Act, 2013 and Article 98 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a written Notice pursuant to Section 160 of the Companies Act, 2013, from a member proposing Mrs. Mina Bharat Parikh as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."
- 4) To re-appoint Auditors of the company from the conclusion of this AGM till the conclusion of the next AGM, to fix their remuneration and, if thought fit, to pass the following resolution with or without modification:  
"RESOLVED that in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, Messrs. N. Raja & Associates, Chartered Accountants, Chennai (Registration No.0033885), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors."

#### **SPECIAL BUSINESS**

- 5) To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Haider M. Sithawalla, DIN 00463106, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from September 26, 2014 up to September 25, 2019"
- 6) To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. M.R.Rajagopalan Nair, DIN 03268612, Director and Chairman of the Company be and is hereby appointed as an Independent Director and Chairman of the Company to hold office for five consecutive years from September 26, 2014 up to September 25, 2019"
- 7) To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:  
"RESOLVED that the consent of the Company be and is hereby accorded under the provisions of section 180 (1) (c) & 180 (2) of the Companies Act, 2013, to the Board of Directors of the Company borrowing from time to time all such sums of money as they may deem requisite for the purpose of the business of the company notwithstanding that money to be borrowed together with moneys already borrowed by the Company apart from temporary loans obtained from the company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserve not so set apart for any specific purpose, provided that the total

## SAVANT INFOCOMM LIMITED

amount up to which moneys may be borrowed by the Board of Directors (apart from the temporary loans obtained from the company's bankers) shall not exceed Rs.200.00 lakh outstanding at anytime".

(By Order of the Board of Directors)  
For **SAVANT INFOCOMM LIMITED**

Place: Chennai  
Date: 28 July 2014

**PRAKASH DAMODARAN**  
*DIRECTOR*

### NOTE

- 1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member.
- 2) The proxy in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
- 3) The Register of members and share transfer books of the company will remain closed from 19 September 2013 to 26 September 2014 (both days inclusive).
- 4) Members desirous of seeking any further information or clarification in respect of the company are requested to send their queries in writing to the company at the registered office so as to reach at least 10 days before the date of the meeting so that the required information can be made available during the meeting.
- 5) Members are requested to bring their copy of the annual report and the attendance slip with them to the meeting.
- 6) Members are requested to notify immediately any change in their address to the company's share transfer agents, quoting their folio number and giving their complete address (with PIN code) in block letters.
- 7) Members who are holding shares in identical names(s) under different folios are requested to apply for consolidation of such folios and send the relevant equity share certificate(s) to the company at its registered office.
- 8) At the ensuing AGM, Mr. Harsh P. Parikh and Mr. Aditya P. Parikh retire by rotation. Mr. Harsh Parikh, being eligible, offers himself for reappointment. The information/details pertaining to this Director to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges are furnished in the statement of corporate governance.
- 9) De-materialization of shares – the company has entered into agreements with both NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) and CENTRAL DEPOSITORY SYSTEMS LIMITED (CDSL). Members can therefore hold and deal in the shares of the company in electronic form. MEMBERS ARE STRONGLY URGED TO APPROACH ANY OF THE DEPOSITORY PARTICIPANTS LINKED TO NSDL OR CDSL, AS CONVENIENT TO THEM TO DEMATERIALIZE (i.e. conversion of physical share certificates into electronic form) THEIR SHARE CERTIFICATE(S) AND HOLD THEIR SHARE(S) IN ELECTRONIC FORM.

### Voting through electronic means

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

#### Procedure/Instructions for e-voting are as under:

- (i) The voting period begins at 9 a.m. on 20 September 2014, Saturday and ends at 6 p.m. on 22 September 2014, Monday. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19 September 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

- |                       |   |
|-----------------------|---|
| PAN                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>* 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 last 8 digits of the demat account/folio number in the PAN field.<br>* In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field. |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |
| Dividend Bank Details | * Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.<br>* Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.  |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required compulsorily to enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for SAVANT INFOCOMM LIMITED.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 they have to create a Compliance User using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

## SAVANT INFOCOMM LIMITED

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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).

(By Order of the Board of Directors)  
For **SAVANT INFOCOMM LIMITED**

Place: Chennai  
Date: 28 July 2014

**PRAKASH DAMODARAN**  
*DIRECTOR*

### ANNEXURE TO THE NOTICE

#### Details pursuant to Clause 49 of the Listing Agreement

##### Item 2

Mr. Harsh P. Parikh, aged 34 years, is a Mumbai based entrepreneur involved in real estate and related areas. He is a graduate of Carnegie Mellon University, USA with a double major in computer science and business and has worked with the Citadel Investment Group, USA in the financial technology area.

Mr Harsh P. Parikh is the son of the promoter-shareholders Mr Pruthviraj Somchand Parikh and Mrs. Mina Parikh and has been a Director of the company since 2007. His other directorships are listed in the report on corporate governance. He is retiring by rotation at the conclusion of this AGM and being eligible, offers himself for re-appointment.

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. Harsh Parikh as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Harsh P. Parikh a Director pursuant to provisions of section 149 for the approval by the shareholders of the Company. His period office shall be liable to determination by retirement by rotation Except Mr. Harsh P. Parikh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out in this item. This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

##### Item 3

Mrs. Mina Bharat Parikh, aged 67 years, is Mumbai based, an Arts graduate from Gujarat University and has been a Director of M/s Gunjar Finance & Investment Private Limited, Mumbai for the last 14 years.

Mrs. Mina Bharat Parikh is the spouse of Mr. Pruthviraj Somchand Parikh, a principal promoter shareholder and has been an additional Director of the company since her appointment on 28 July 2014. Her other directorships are listed in the report on corporate governance. Her appointment is till conclusion of this AGM and being eligible, offers herself for re-appointment.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Mina Parikh as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Mina Parikh as a Director pursuant to provisions of section 149 read with the proviso to sub-section (1) (b) of this section and Clause 49 (II) (A)(1) of the Listing Agreement for the approval by the shareholders of the Company. Her period office shall be liable to determination by retirement by rotation Except Mrs. Mina Bharat Parikh, being an appointee, and Mr. Harsh P. Parikh, who is her son, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out in this item. This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

Statement pursuant to Section 102 of Companies Act 2013 and details pursuant to Clause 49 of the Listing Agreement

##### Item 5

Mr. Haider M. Sithawalla, aged 81 years, is an Executive Director of Savant Infocomm Pte Ltd, Singapore. He started his career as a civil servant in the Govt. of Singapore and rose to the position of a Deputy Secretary, when he resigned to join the private sector. He joined ACMA as a General Manager and later became its Managing Director. He is currently a Director in a number of publicly listed and private Companies. He is also

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a trustee of NTUC Fair Price Co-operative Limited. He is the Singapore High Commissioner (Non-Resident) to Mauritius and Zimbabwe. He was formerly also the Singapore High Commissioner to Tanzania.

Mr. Sithawalla has been an Independent Director pursuant to clause 49 of the listing agreement on the Board of the Company since 2007. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Sithawalla fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Sithawalla is independent of the management of the Company.

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. Sithawalla as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sithawalla as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mr. Sithawalla shall not be liable to retire by rotation. Except Mr. Sithawalla, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financial or otherwise, in the resolution set out in this item. This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

### **Item 6**

Mr. M.R.Rajagopalan Nair, aged 67 years, studied engineering in Kerala and has had wide experience in senior positions in public and private sector companies in India

Mr. M.R.Rajagopalan Nair has been an Independent Director pursuant to clause 49 of the listing agreement on the Board of the Company since 2010. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. M.R.Rajagopalan Nair fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. M.R.Rajagopalan Nair is independent of the management of the Company.

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. M.R.Rajagopalan Nair as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. M.R.Rajagopalan Nair as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of section 149(13) of the Act, Mr. M.R.Rajagopalan Nair shall not be liable to retire by rotation. Except Mr. M.R.Rajagopalan Nair, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out in this item. This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

### **Item 7**

Your company has curtailed its activities and hence does not have regular revenue income. In order to meet its statutory and other expenses, it needs to borrow money as unsecured loan from its promoter-shareholder company M/s. Western India Steel Company Private Limited, Mumbai, which is having 6.86% of shareholding in your Company. As the above arrangement is a "Related Party Transaction" as per Section 2(76) & 188 of the Companies Act, 2013, read with Rule 15(1) of Companies (Meetings of Board & its Powers) Rules, 2014, your Board has also passed necessary resolution for the same.

Therefore, the sanction of the shareholders is sought to permit the Board to borrow moneys in excess of the Company's capital and free reserves. This is permissible under section 180(1)(c) & 180(2) of the Companies Act 2013, if the shareholders approve. Considering the requirement of funds, your Board thinks it necessary to acquire this power and commends passing of this resolution.

Except Mr. Harsh P. Parikh who is a Director on the Board of WISCO and Mrs. Mina Parikh, who is the mother of Mr. Harsh Parikh, none of the other Directors is in any way concerned with or interested in this resolution proposed to be passed. The Directors commend this resolution to the members.

SAVANT INFOCOMM LIMITED

DIRECTORS' REPORT

Dear Members

Your Directors present their Thirty Sixth Annual Report along with the Audited Accounts for the year ended 31 March 2014.

FINANCIAL RESULTS

The financial results of the Company for FY 2013-2014 are summarized below:

Item	Current Year (Rs. Lakhs)	Previous Year (Rs. Lakhs)
Income	0.28	0.01
Expenditure	13.38	11.61
Profit/(Loss) before Depreciation & Taxation	(13.10)	(11.50)
Add Depreciation	0.10	0.10
Provision for Taxation	0.00	0.00
Profit/(Loss) after Depreciation and Tax	(13.20)	(11.60)
Opening Balance of P & L Account	(393.51)	(381.90)
Balance Carried to Balance Sheet	(406.71)	(393.51)

OPERATIONS REVIEW

The operations of the company had been closed with effect from 21 October 2002. Thereafter, till the year 2004-2005, there were no activities.

M/s Savant India Institute of Technology Pvt. Ltd. (SIIT), Chennai, had acquired all the 1,404,800 equity shares held by the then promoters of your company. Thereafter, in accordance with the provisions of the SEBI (SAST) Regulations 1997, SIIT made an open offer to the shareholders, at the end of which SIIT had a total of 1,440,600 shares, representing 42.62% of the 3,380,300 fully paid up equity shares of your company.

Consequent to these changes and to the decisions during the Extra Ordinary General meeting held on 29 March 2005, your company had done the following:

- \* Incorporated the changes in the objects clause and authorized capital in its Memorandum of Association
- \* Got its name changed to SAVANT INFOCOMM LIMITED
- \* Got the registered office changed from Bangalore in Karnataka state to Chennai in Tamil Nadu state
- \* Inducted personnel from 01 June 2005
- \* Commenced business operations from 01 June 2005
- \* Got its equity shares voluntarily de-listed from the Bangalore Stock Exchange with effect from 24 November 2005
- \* Entered into an agreement with National Securities Depository Limited, Mumbai (NSDL) to dematerialize its equity shares with NSDL in addition to its existing arrangement with CDSL

In 2007, SIIT had sold its entire holding of 1,440,600 equity shares to M/s Western India Steel Co. Pvt. Ltd., Mumbai, Mr. Bharat Parikh and Mrs. Mina Parikh, who in accordance with the provisions of the SEBI (SAST) Regulations 1997, had also made an open offer to the shareholders for acquiring up to 20% more of the outstanding shares. This process was completed by end-September 2007 with the acquirers holding a total of 1,448,500 shares after which the Board of the company was restructured.

DIVIDEND

Your Directors do not recommend any Dividend for the year under review.

DEPOSITS

The Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules framed there under.

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### DIRECTORS

In accordance with Articles 106 and 107 of the Articles of Association of the company, Mr. Harsh P. Parikh and Mr. Aditya P. Parikh retire by rotation. Being eligible, Mr. Harsh P. Parikh offers himself for re-appointment. Mrs. Mina Parikh, appointed as Additional Director with effect from 28 July 2014 till the conclusion of this AGM, being eligible, also offers herself for re-appointment

### CORPORATE GOVERNANCE

The company has a system of Corporate Governance in place. As required by the company's Listing Agreement, a separate report on Corporate Governance is enclosed as part of this Annual Report. A certificate from the Auditors of the Company regarding compliance is also annexed to the report on Corporate Governance.

### LISTING

Your Company's shares are listed only in the Bombay Stock Exchange at Mumbai under Scrip Code 517320 and the listing fee for FY 2014-2015 has been duly paid.

### DIRECTORS RESPONSIBILITY

In accordance with the provisions of Section 217 (2AA) of the Companies Act, 1956 as amended by Companies (Amendment) Act, 2000, your Directors state:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That the Directors have selected such accounting policies and applied them consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended on 31 March 2014;
- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the Directors have prepared Annual Accounts on the assumption that the company is a going concern.

### AUDITORS

M/s N.Raja & Associates, Chartered Accountants, Chennai retire and being eligible, offer themselves for re-appointment. As regards the Auditors' observations in their report, the relevant notes are self-explanatory.

### PARTICULARS OF EMPLOYEES:

No employee has been employed in the Company attracting provisions of Section 217 (2A) of the Companies' Act 1956 read with Companies (Particulars of Employees) Rules 1975, as amended.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTFLOW

Pursuant to Section 217(e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules 1988, the following information is provided.

- Your Company's operations involve low energy consumption. However efforts to conserve energy will continue.
- Foreign Exchange:
  - Foreign Exchange Earnings: Rs. Nil (Previous Year: Rs. Nil)
  - Foreign Exchange Outgo: Rs. Nil (Previous Year: Rs. Nil)
- Your Company has nothing to report on particulars relating to research and development, technology absorption etc.

FOR AND BEHALF OF THE BOARD

Place: Chennai  
Date: 28 July 2014

**M.R.RAJAGOPALAN NAIR**  
DIRECTOR

**PRAKASH DAMODARAN**  
DIRECTOR

SAVANT INFOCOMM LIMITED

CORPORATE GOVERNANCE

1. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

CODE OF CONDUCT

Your company has articulated and adopted the following as its code of conduct: “The Company is committed to the highest standards of customer satisfaction, integrity, transparency, fairness and to the pursuit of excellence in every field of endeavor”. This has been included in the company’s website [www.savant-infocomm.co.in](http://www.savant-infocomm.co.in).

2. BOARD OF DIRECTORS

A BOARD COMPOSITION

Name	Position	Number of other Directorships
Shri Haider M. Sithawalla	Non whole time (Independent from 15.10.2007)	1
Shri M.R.Rajagopalan Nair (from 25.09.2010)	Non whole time Independent (Chairman from 25.09.2010)	–
Shri Prakash Damodaran	Whole time	3
Shri Harsh Parikh (from 15.10.2007)	Non whole time	6
Shri Aditya Parikh (from 15.10.2007)	Non whole time	5
Mina Parikh (from 28.07.14)	Non whole time	1

B BOARD MEETINGS AND ATTENDANCE

Five Board Meetings were held during the period from 01.04.2013 to 31.03.14, on 12.04.2013, 27.05.13, 29.07.2013, 28.10.2013 and 27.01.2014. Details of attendance of each Director at the Board, last AGM and various Committees of the Board during the financial year ended 31 March 2014 are given below:

Directors	Board Meeting	Audit Committee	Shareholders/Investor Grievance Committee	Last AGM Attended (YES/NO)
H.M.Sithawalla	—	—	—	NO
M.R.Rajagopalan Nair (from 25.09.2010)	5	4	4	NO
Prakash Damodaran	5	4	4	YES
Harsh Parikh (from 15.10.2007)	—	Not Applicable	Not Applicable	NO
Aditya Parikh (from 15.10.2007)	—	Not Applicable	Not Applicable	NO
Mina Parikh (from 28.07.2014)	—	Not Applicable	Not Applicable	N.A.



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### C. RE-APPOINTMENT OF DIRECTORS

Mr. Harsh P. Parikh retires by rotation and being eligible, offers himself for re-appointment.

Ms. Mina Parikh, whose term expires at the conclusion of this AGM, also offers herself for re-appointment.

Mr. M.R Rajagopalan Nair is not a Director on the Board of any other Indian company.

Other Directorships:

Sl.No	Name of the Company	Designation
1.	Harsh P. Parikh	
1	Western India Steel Co Pvt Ltd	Director
2	Anagha Enterprises Pvt. Ltd.	Director
3	Aspher Foods Pvt. Ltd.	Director
4	Aspher Hotels Pvt. Ltd.	Director
5	R and A Foods Pvt. Ltd.	Director
6	Satori Realty Pvt. Ltd.	Director
7	Satori Realty Pvt. Ltd.	Director
2.	Mina Bharat Parikh	
1	Gunjar Finance and Investment Pvt. Ltd.	Director
3.	Haider M. Sithawalla	
1	Edutech Informatics India Limited	Director

### 3. COMMITTEES OF DIRECTORS

The Board has constituted three Committees of Directors to deal with the matters referred to it.

#### (A) AUDIT COMMITTEE:

The committee presently consists of the following Directors as its Members:

- 1) Shri M.R.Rajagopalan Nair Chairman
- 2) Shri Haider M. Sithawalla Member
- 3) Shri Prakash Damodaran Member

The broad terms of reference to the committee are compliance of adequate internal control system, financial disclosures and other issues confirming to the requirements specified in the listing agreement. The Committee has met four times in all during the financial year ended 31 March 2014.

#### (B) STAKEHOLDER RELATIONSHIP (EARLIER SHAREHOLDERS/INVESTORS GRIEVANCE) COMMITTEE:

The committee presently consists of the following Directors as its Members:

- 1) Shri M.R.Rajagopalan Nair Chairman
- 2) Shri Haider M. Sithawalla Member
- 3) Shri Prakash Damodaran Member

The Committee has been formed to specifically look into the Shareholders/investors compliance, if any, on transfer of shares, non receipt of balance sheets etc., and also action taken by the company on the above matters.

During the year NIL complaints were received from the investors. The outstanding complaints as on 31 March 2014 were NIL. The Committee has met 4 times in all during the financial year ended 31 March 2014.

This committee has been re-named as the STAKEHOLDERS RELATIONSHIP COMMITTEE with effect from 28 July 2014.