

SAVANT INFOCOMM LIMITED

39TH

**ANNUAL REPORT
2016 – 2017**

SAVANT INFOCOMM LIMITED

CIN L72200TN1978PLC058225

SAVANT INFOCOMM LIMITED

Board of Directors:	Mr. Prakash Damodaran	Director
	Mr. Harsh Parikh	Director
	Mr. M. R. Rajagopalan Nair	Director
	Mr. Haider M. Sithawalla*	Director
	Ms. Mina Parikh	Director

*Resigned w.e.f. 12.12.2016

Chief Executive Officer & Chief Financial Officer	Mr. Prakash Damodaran
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Auditors:	M/s. N. Raja & Associates Chartered Accountants Flat No -8, 1st Floor, 'Veekay Manor, No. – 8 (Old No. 28) Gopalakrishna Road, off Dr. Nair Road, T. Nager, Chennai – 600 017 Tel : +91 44 28150485 Fax : +91 44 28153458 E-Mail – nrajafca@gmail.com
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Bankers:	HDFC Bank
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Registered Office	#16 Corporation Shoping Complex Third Avenue, Indira Nager Adyar Chennai – 600 020 Tel : 022 22823653 Fax : 022 2204 4801 E-Mail - sil.compliance@gmail.com
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Registrar & Share Transfer Agents :	M/s. Sharex Dynamic (India) Private Limited Unit – 1, Luthra Industrial Premises Andheri Kurla Road, Safed Pool Andheri (E), Mumbai - 400 072 Tel: 022 - 28515644 Fax: 022 - 28512885 E-mail : Sharexindia@vsnl.com
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ISIN (Demat)	INE898E01011
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NOTICE

Notice is hereby given that the Thirty Ninth(39th) Annual General Meeting of the Members of **SAVANT INFOCOMM LIMITED** will be held at No. 72, Thatha Muthiappan Street, IInd Floor, Chennai – 600 001, on Thursday, 28th September, 2017 at 2.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended on 31st March, 2017 and the reports of the Board of Directors and Auditors thereon and in this regard to pass the following resolution as an ordinary resolution.

“RESOLVED THAT the audited Financial Statements of the Company for the year ended 31st March, 2017 together with the reports of the auditors and directors thereon be and are hereby received, considered, approved and adopted.”

2. To appoint a Director in place of Mr. Harsh Parikh (DIN : 00107236) who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Harsh Parikh (DIN : 00107236) who retires by rotation in accordance with section 152 of the Companies, Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation.”

3. To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of fifth consecutive Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as a Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, Krishnan & Giri(Firm Reg. No. 001512S), Chartered Accountants, Chennai, be and are hereby appointed as the Auditors of the Company in place of the present Auditors M/s N. Raja & Associates, Chartered Accountants, having registration No. 0033885, whose term of ten years is due to expire on the conclusion of the ensuing 39th AGM. The incoming auditors shall hold office from the conclusion of this 39th Annual General Meeting for a term of consecutive five years till conclusion of the 44th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

4. **APPOINTMENT OF MS. SHARMILA S. CHITALE AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies

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(Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 as amended from time to time, Ms. Sharmila Chitale (DIN : 07146530), a Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment, be and is hereby appointed as Independent Director of the Company for a period of five (5) consecutive years to hold the office from the conclusion of 39th(Thirty Ninth) Annual General Meeting (AGM) till the conclusion of the 44th (Forty Fourth) AGM of the Company and that he shall not be liable to retire by rotation.”

5. APPOINTMENT OF MR. HEMANT K. SHAH AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 as amended from time to time, Mr. Hemant K. Shah (DIN : 07883766), a Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment, be and is hereby appointed as Independent Director of the Company for a period of five (5) consecutive years to hold the office from the conclusion of 39th(Thirty Ninth) Annual General Meeting (AGM) till the conclusion of the 44th (Forty Fourth) AGM of the Company and that he shall not be liable to retire by rotation.”

6. KEEPING REGISTERS, RETURN ETC. AT A PLACE OTHER THAN THE REGISTERED OFFICE

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

“**RESOLVED THAT** pursuant to Section 94 of the Companies Act, 2013 and all other applicable provisions, if any and the relevant Rules framed thereunder, consent of the members be and is hereby accorded to keep and maintain the Register of Members under Section 88 and copies of the Annual Returns filed under Section 92 of the Act, minute books, and other statutory records & documents at the Company’s Corporate Office at 163-164/A, Mittal Tower, Nariman Point, Mumbai – 400 021.”

RESOLVED FURTHER THAT Mr. Harsh Parikh be and he is hereby authorised to notify the Registrar of Companies, Chennai and to do all such acts, deeds, matters and things to give effect to this Resolution”.

By order of the Board of Directors

Sd/-

Harsh Parikh

Director

DIN: 00107236

Place : Chennai

Date : 31st August, 2017

NOTES:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. 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 a proxy for any other person or shareholder. The instrument appointing the proxy must be filled, stamped and duly signed and deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting.
3. Bodies Corporate who are members of the Company are requested to send duly certified copy of the Board resolution authorising their representatives to attend and vote at the Meeting.
4. Members are requested to bring their attendance slip while attending the Meeting. Members holding shares in demat form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their Folio Numbers on the attendance slip for attending the Meeting
5. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report for the year ended 31st March, 2017 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode.
6. Members are requested to support this green initiative by registering/ updating their e-mail addresses with the depository participant (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form).
7. Members may also note that Notice of the Thirty-ninth Annual General Meeting and the Annual Report for financial year ended March 31, 2017 will also be made available on the Company's website at www.savant-infocomm.co.in
8. Annual Report copies will not be distributed at the Meeting. Members are therefore requested to bring their copies of the Annual Report.
9. As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of director seeking re-appointment at the ensuing Annual General Meeting is given in this notice
10. In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive).
12. Members holding shares in demat (electronic) account are requested to notify changes, if any, in their address, e-mail address, bank mandate, etc. to their respective Depository Participants (DPs). Members holding shares in physical form are requested to intimate the changes to the Company's Registrar

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13. Members desirous of getting any information concerning the accounts or operations of the Company may send their queries at least 7 (Seven) days before the Annual General Meeting, to the Company Secretary, at the Corporate office or Registered office of the Company or by email to sil.compliance@gmail.com
14. Facility of nomination is now available and members are requested to make use of the same by contacting the Registrars in case of physical holding and DPs in case of demat holdings.
15. For any assistance or information about shares, dividend, etc., members may contact the Company or the Registrars.
16. Members are requested to quote their Folio Number/ Demat Account Number and contact details such as email address, contact number and complete address in all correspondences with the Company or the Registrar.
17. Members who hold shares in multiple folios and in identical names are requested to contact the Registrars for consolidating their holdings into a single folio.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company or the Registrar.
19. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 39th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 25th September, 2017 (9:00 am) and ends on 27th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Registers :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new
 - (vi) password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (viii) Select "EVEN" of "Savant Infocomm Limited".
 - (ix) Now you are ready for remote e-voting as Cast Vote page opens.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csashishbhatt@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

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- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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.
- XII. 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.
- XIII. Mr. Ashish C. Bhatt of M/s. Ashish Bhatt & Associates , Practicing Company Secretary (Membership No. 4650) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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 "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.savant-infocomm.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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Detailed profile of Director seeking re-appointment / appointment in the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. Harsh Parikh
Date of Birth& Age	07th December,1979 (37 years)
Date of Appointment	15th October,2007
Expertise in Specific Functional area	Experience in finance & management in steel manufacturing, international trade & allied activities.
Qualification	Msc Carnegie Mellon University.
Board Membership of other Public Companies (excluding Foreign, Private & Sec.8 Companies) as on 31st March, 2017	Merit Industries Limited
Chairman /Member of the Committee as on 31st March, 2017(Includes only Audit and Shareholders' Grievance Committee)	N.A
Number of shares held as on 31st March, 2017	NIL
Remuneration	NIL
Relationship with other Directors	Ms. Mina Parikh

Name of Director	Ms. Sharmila S. Chitale	Mr. Hemant K. Shah
Date of Birth & Age	27th December, 1966 (50 years)	27th January, 1947 (70 years)
Date of Appointment	27th March, 2015	19th July, 2017
Expertise in Specific Functional area	Legal & Professional Matters.	Having Vast & rich experience in the filed of administration & Finance.
Qualification	B.A., L.L.B.	Diploma in Mechanical Engineering
Board Membership of other Public Companies (excluding Foreign, Private & Sec.8 Companies) as on 31st March, 2017	1. Western Ministil Limited 2. Eastcoast Steel Limited	N.A.
Chairman /Member of the Committee as on 31st March, 2017(Includes only Audit and Shareholders' Grievance Committee)	N.A	N.A
Number of shares held as on	NIL	NIL
Remuneration	NIL	NIL
Relationship with other Directors	N.A.	N.A.

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Statement pursuant to Section 102 (1) of the Companies Act, 2013**Item Nos. 3**

The appointment of Auditors, M/s N. Raja & Associates is due to expire at the conclusion of 39rd AGM on the completion of their full term of 10 years. A notice has been received under section 139 (1) of the Companies Act, 2013 from a member proposing appointment of Krishnan & Giri(Firm Reg. No. 001512S), Chartered Accountants, as the statutory auditors.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution appointing Krishnan & Giri, Chartered Accountants, as statutory auditors in place of the present Auditor M/s N. Raja & Associates whose term is due to expire at conclusion of 39th AGM. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

Item Nos. 4&5

Appointment of Independent Directors of the Company:

Ms. Sharmila S. Chitale and Mr. Hemant K. Shah were liable to retire by rotation as per the erstwhile Companies Act, 2013. However, Section 149 of the Companies Act, 2013 requires every listed Company to have at least one-third of the total number of Directors as Independent Directors (IDs) and that the same are not liable to retire by rotation.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 31st August, 2017 appointed the following Directors as Independent Directors of the Company for a period of 5 years.

1. Ms. Sharmila S. Chitale (Date of Appointment as ID - 25th April, 2017)
2. Mr. Hemant K. Shah (Date of Appointment as ID - 17th July, 2017)

The Company has received declarations pursuant to sub section (7) of Section 149 of the Companies Act, 2013 from the above Independent Directors confirming that they meet the criteria of Independence. The qualification & experience of these persons justify their appointment.

As required by the Proviso to sub section (5) of Section 152 the Companies Act, 2013, the Board of Directors of the Company are also of the opinion that both the Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder and that the proposed Directors are independent of the management.

Item Nos. 6

The Register of Members under Section 88 and copies of the Annual Returns filed under Section 92 of the Act are presently required to be maintained at the Registered Office in terms of proviso to Section 94(1) and Rule 15 of Companies (Management and Administration) Rules, 2014. Since more than one-tenth of total members reside in Mumbai, the Register of members under Section 88 and copies of Annual Return filed under Section 92 of the Act, minutes books, and other statutory records & documents may be kept and maintained at the Corporate Office at 163-164/A, Mittal Tower, Nariman Point, Mumbai – 400 021.

Out of the total number of members of 11886 as on 31st August, 2017, 2247 members (being 18.90 %) reside in Mumbai.