

# TRIGYN TECHNOLOGIES LIMITED



**34<sup>th</sup> ANNUAL REPORT 2019 - 20**

## **VISION**

Trigyn to emerge as a leader in the mid-sector in IT.

## **MISSION**

To ensure customer satisfaction by adding value and be recognized for the superior overall experience offered to our customers.

## **QUALITY POLICY**

At Trigyn Technologies the management and the employees are committed to secure a long-term partnership with customers by providing world class solutions and services that exceed expectations.

We recognize that consistent satisfaction of customer needs is essential to business survival. We diligently work towards securing a long term partnership with each customer and we intend doing this by:

1. Developing a productive work environment and fostering a performance based culture.
2. Continual improvement of processes that will lead to achievement of higher levels of performance.
3. Focusing on managing, leading and developing people resulting in proactive employees, positive management and high performing teams.
4. Ensuring that quality standards are met prior to delivery of all products and services, through appropriate quality control and quality assurance practice.

**BOARD OF DIRECTORS**

<b>R. GANAPATHI</b>	-	<b>Chairman and Non-Executive Director</b>
<b>DILIP HANUMARA</b>	-	<b>Chief Executive Officer and Executive Director (appointed w.e.f December 1<sup>st</sup>, 2019)</b>
<b>P. BHAVANA RAO</b>	-	<b>Executive Director</b>
<b>DR. P. RAJA MOHAN RAO</b>	-	<b>Non - Executive Director</b>
<b>CH. V. V. PRASAD</b>	-	<b>Independent Director</b>
<b>A. R. ANSARI</b>	-	<b>Independent Director</b>
<b>MOHAN NARAYANAN</b>	-	<b>Independent Director (resigned w.e.f December 3<sup>rd</sup>, 2019)</b>
<b>VIVEK KHARE</b>	-	<b>Independent Director</b>
<b>DR. B. R. PATIL</b>	-	<b>Independent Director</b>
<b>K. S. SRIPATHI</b>	-	<b>Independent Director</b>
<b>PRADEEP KUMAR PANJA</b>	-	<b>Independent Director</b>

**COMPANY SECRETARY**

MUKESH TANK

**CHIEF FINANCIAL OFFICER**

AMIN ABDUL BHOJANI

**AUDITORS**

FORD RHODES PARKS &amp; CO. LLP

CHARTERED ACCOUNTANTS

**BANKERS**

PUNJAB NATIONAL BANK

KOTAK MAHINDRA BANK

HDFC BANK

STATE BANK OF INDIA

**REGISTERED OFFICE**

UNIT 27 SDF I SEEPZ - SEZ  
ANDHERI (E) MUMBAI 400 096

**US**

100, METROPLEX DRIVE, EDISON, NJ 08817 USA

**SWITZERLAND**

PLACE DE CORNAVIN 7, CH - 1201 GENEVA,  
SWITZERLAND

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## NOTICE

**NOTICE** is hereby given that the Thirty Fourth Annual General Meeting (AGM) of the members of **Trigyn Technologies Limited** will be held on Monday, September 28<sup>th</sup>, 2020, at 3:30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### **ORDINARY BUSINESS**

#### **Item No. 1 – Adoption of financial statements**

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2020, including the Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.

#### **Item No. 2 – Declaration of Dividend**

To declare a final dividend of Rs. 0.25 per equity share, for the year ended March 31, 2020.

#### **Item No. 3 – Re-appointment of Director**

To re-appoint Dr. P. Raja Mohan Rao, (DIN: 00157346) who retires by rotation and being eligible, offers himself for re-appointment.

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 Section 152 and other applicable provisions of the Companies Act, 2013, Dr. P. Raja Mohan Rao (DIN: 00157346) who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company;

**RESOLVED FURTHER THAT** Dr. P. Raja Mohan Rao, Non-Executive Director of the Company be re-appointed as a Director immediately on retirement by rotation, shall continue to hold his office of Non-Executive Director, and such re-appointment as such director shall not be deemed to constitute a break in his appointment as Non-Executive Director."

### **SPECIAL BUSINESS**

#### **Item No. 4 – Appointment of Mr. Dilip Hanumara as Executive Director and Chief Executive Officer of the Company:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Dilip Hanumara (DIN: 08620342) who was appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and Articles of Association (AOA) of the Company, w.e.f. December 1, 2019 and who holds office upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 2(18), 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, consent of the members be and is hereby accorded for the appointment of Mr. Dilip Hanumara (DIN: 08620342) as the Executive Director and Chief Executive Officer(CEO) of the Company, for a period of 3 (three) years with effect from December 1, 2019 up to November 30, 2022 upon the terms & conditions as mentioned herein under –

- Salary – NIL
- Actual reimbursement of business promotion expenses incurred in the course of business of the Company;
- Actual reimbursement of traveling, hotel and other expenses incurred in performance of the duties on behalf of the Company;
- No sitting fees will be paid for attending the meeting of the Board of Directors or any committee thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Director of the company or Company Secretary be and is hereby authorized, on behalf of the company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of companies;

**RESOLVED FURTHER THAT** any one of the Director and/or Company Secretary of the Company be and are hereby authorized to furnish a copy of this resolution under his signature to anyone concerned or interested in the matter as a duly certified true copy and to do all such acts, deeds or things to give effect to the above resolution."

**Item No. 5 – Ratification and approval of Consultancy Services availed from Mr. R. Ganapathi, Chairman & Non-Executive Director and payment of Annual Consultancy Fee.**

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

**"RESOLVED THAT** pursuant to Section 197(4), 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended and approved by the Nomination & Remuneration Committee and the Board of Directors, consent of the Company be and is hereby accorded for ratification and approval of the Consultancy Services availed from Mr R. Ganapathi, Chairman & Non-Executive Director (DIN: 00103623) a "related party" holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013 for a period of 3 (three) years with effect from October 1, 2019 upto September 30, 2022 at an Annual Consultancy Fee of Rs. 40,00,000/- (Rupees Forty Lakhs only) per annum payable monthly and other terms & conditions as set out in the Consultant Agreement entered into between the Company with Mr R. Ganapathi."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By Order of the Board of Directors  
For Trigyn Technologies Limited**

**Mukesh Tank**  
Company Secretary & Legal

**Regd. Office:**

27, SDF I, SEEPZ, M.I.D.C.,  
Andheri (East), Mumbai - 400 096.

Place: Mumbai

Date: August 14, 2020

**Notes for e-AGM Notice:**

1. In view of the restrictions on the movement across the country and social distancing guidelines to be followed due to outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 (hereinafter collectively referred to as "Circulars"), allowed Companies to hold AGM through Video conferencing (VC) or Other Audio Visual Means (OAVM). Hence, in compliance with these Circulars, the annual general meeting of the Company (hereinafter referred as "AGM") will be conducted through Video Conferencing (VC).
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the AGM is annexed hereto.
3. The requirement to place the matter relating to the appointment of statutory auditors for ratification by members at every AGM is omitted vide notification dated 7 May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, resolution for ratification of the appointment of statutory auditors who were appointed for a period of five years at the 31<sup>st</sup> AGM held on 28 September 2017 is not proposed at this AGM.

4. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2 in respect of the Directors seeking appointment/re-appointment at the 34th AGM are annexed hereto as **Annexure to the Notice** which forms part of the Explanatory Statement. The Company has received relevant Disclosure / consent from the Directors seeking appointment/re-appointment.
5. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send the Annual Report and the Notice of AGM only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
  - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN, by email to the Company's email address [ro@trigyn.com](mailto:ro@trigyn.com) or upload the entire documents at [https://ris.kfintech.com/email\\_registration](https://ris.kfintech.com/email_registration)
  - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participants.
  - c) Shareholders are also requested to visit the website of the company [www.trigyn.com](http://www.trigyn.com) for downloading the Annual Report and Notice of the AGM.
  - d) The Notice of the 34th AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for the year 2020, will be available on the website of the Company at [www.trigyn.com](http://www.trigyn.com) and the website of stock exchanges at BSE Limited [www.bseindia.com](http://www.bseindia.com) and National Stock Exchanges of India Ltd [www.nseindia.com](http://www.nseindia.com). The Notice of 34th AGM will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - e) The Annual Report along with Notice of AGM will be sent to the members, whose names appear in the Register of Members/depositories as at close of business hours on Friday, August 28, 2020.
  - f) Since the AGM will be held through VC, the route map, proxy form and attendance slip are not annexed to this Notice.
6. **AGM through VC:**
  - a) National Securities Depositories Limited ("NSDL") will be providing facility for convening 34<sup>th</sup> AGM through VC/OAVM Facility, voting through remote e-voting and e-voting during the 34<sup>th</sup> AGM.
  - b) As per Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint any other person as a proxy to attend and vote at the meeting on his/her behalf and such proxy need not be a member of the company. Since this AGM is being held through VC therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form is not annexed to this Notice.
  - c) Corporate/Institutional Members are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to ID: [jha\\_anmol@yahoo.com](mailto:jha_anmol@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - d) Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 3:15 p.m. IST i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM.
  - e) No restrictions on account of FIFO entry into AGM, will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.
  - f) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**7. Instructions for the Members for attending the AGM through Video Conference (VC):**

- a) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
- b) Members are encouraged to join the meeting through laptops for better experience.
- c) Members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e) The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the 34<sup>th</sup> AGM shall be the same persons mentioned for remote e-voting and reproduced hereunder for convenience:

Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559.

**8. Instructions for members for e-voting during the AGM session:**

- a) The procedure for e-voting during the AGM is same as the instructions mentioned below for remote e-voting.
- b) Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

**9. Submission of questions or queries prior to AGM/ Registration of Speakers:**

Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by September 21, 2020 through email on [ro@trigyn.com](mailto:ro@trigyn.com). Such questions shall be taken up during the meeting or replied by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/ Folio no, No. of shares, PAN, mobile number at [ro@trigyn.com](mailto:ro@trigyn.com) on or before September 21, 2020. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

**10. Inspection**

All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2020. Members seeking to inspect such documents can send an email to [ro@trigyn.com](mailto:ro@trigyn.com).

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act") and the Register of Contracts or Arrangements in which the directors are

interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

#### 11. Dividend:

- a) Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Friday, September 25, 2020 to Monday, September 28, 2020 (both days inclusive) for the purpose of 34<sup>th</sup> AGM of the Company and for determining the entitlement of the shareholders for final dividend for the financial year 2019-20, as may be approved by the Members at the meeting.
- b) Final Dividend for the financial year 2019-20, as recommended by the Board, if approved, at the AGM will be paid to the Members within 30 days from the date of approval to those Members/beneficial owners whose names appear in the Register of Members/depository records as at close of business hours on September 18, 2020.
- c) Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants with whom they maintain their demat accounts will be used by the Company for payment of dividend. The Company cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars or bank mandates. Members holding shares in demat form are, therefore, requested to intimate any change in their addresses and/or bank mandate immediately to their Depository Participants
- d) Members holding shares in physical form are requested to register their Electronic Clearing Service (ECS) mandate by submitting the (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (viz. Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) a self-attested copy of the PAN card and (iii) cancelled cheque leaf to the Company's RTA, by email at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- e) For the shareholders who have not updated their bank account details, the Company will send the dividend warrants at address registered in Company's record once the situation created by the countrywide outbreak of the pandemic COVID-19 gets normalized.
- f) Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.
- g) No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-
- h) The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

#### A. RESIDENT SHAREHOLDERS:

##### A.1 Tax Deductible at Source for Resident Shareholders

Sr. No	Particulars	Withholding tax rate	Documents required (if any)
1	Valid PAN updated in the Company's Register of Members	7.5%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority



**A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company /KFinTech**

Sr. No	Particulars	Withholding tax rate	Documents required (if any)
(1)	(2)	(3)	(4)
1	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions
2	Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc	NIL	Documentary evidence that the said provisions are not applicable.
3	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961
5	<ul style="list-style-type: none"> <li>Recognised provident funds</li> <li>Approved superannuation fund</li> <li>Approved gratuity fund</li> </ul>	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961

**B. NON-RESIDENT SHAREHOLDERS:**

**Withholding tax on dividend payment to non-resident shareholders if the non-resident shareholders submit and register following document as mentioned in column no.4 of the below table with the Company / KFinTech**

Sr. No	Particulars	Withholding tax rate	Documents required (if any)
(1)	(2)	(3)	(4)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate
2	Other Non-resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"> <li>Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received</li> <li>PAN</li> <li>Form 10F filled &amp; duly signed</li> <li>Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)</li> </ol>
3	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority
4	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

**Note:**

*The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / KFinTech post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).*

*The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://rkarisma.kfintech.com/dividends/> on or before September 18, 2020 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received post September 18, 2020 shall not be considered.*

*Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / KFinTech.*

*In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.*

*In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.*

*This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.*

**12. Cut-off Date**

The Company has fixed Monday, September 21, 2020 as the **Cut-off Date** for remote e-voting. The remote e-voting/ voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. September 21, 2020 only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

**13. Remote e-voting**

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through NSDL, for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 34<sup>th</sup> AGM of the Company.

The remote e-voting period begins on **Friday, September 25, 2020 at 9:00 a.m. (IST)** and ends on **Sunday, September 27, 2020 at 5:00 p.m. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off Date i.e. **Monday, September 21, 2020**, may cast their votes electronically. The remote e-voting module shall be disabled after 5:00 p.m. (IST) on **Sunday, September 27, 2020**.

The facility for electronic voting system, shall also be made available at the 34<sup>th</sup> AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

The Members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.