

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Company will be held on Thursday , 8th of July, 2021 at 10.00 a.m. IST through Video Conferencing/ Other Audio Visual Means (VC/OAVM) to transact the following businesses.

ORDINARY BUSINESSES:

1. Adoption of Accounts

To receive, consider and adopt the audited financial statements (standalone and consolidated) of the company for the year ended March 31, 2021 including the audited Balance Sheet as at March 31, 2021, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare a final dividend of Rs.3.00 per equity share for the year ended 31st March, 2021.

3. Appointment of Director

To appoint a Director in the place of Mr. Ramesh Radhakrishnan (DIN 02608916) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES

4. To Re-appoint Mr. Rabindra Srikantan (DIN: 00024584) as Managing Director for a period of 5 (Five) years w.e.f. 09.11.2020 and approve of remuneration

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

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197,198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any applicable Regulations , approval of the members be and is hereby accorded to reappoint Mr. Rabindra Srikantan (DIN: 00024584) as the Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from November 09, 2020 on the terms and conditions as set out in the Statement annexed to the Notice, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Rabindra Srikantan.”

“RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded to pay Mr. Rabindra Srikantan (DIN: 00024584) consolidated remuneration not exceeding of Rs. 2,40,00,000 per annum from 09/11/2020 to 08/11/2023 by way of salary and perquisites with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Rabindra Srikantan and the same be recommended to the shareholders for approval.”

“RESOLVED FURTHER THAT, the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto”

5. Approval for payment of Commission to Non-Executive Directors

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

“RESOLVED THAT pursuant to the provisions Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals as may be required, approval of the Company, be and is hereby accorded for payment of remuneration by way of commission or otherwise excluding the fees payable to them for attending the meeting of the Board or Committees thereof, to directors of the Company, who are not managing or whole-time directors, for a period of 3 (Three) years, commencing from April 01, 2021 up to March 31, 2024, of a sum not exceeding 2% (Two Percent) of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 or any statutory amendments thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. Appointment of Branch Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the Board of Directors be and is hereby authorized to appoint, such person or persons qualified for appointment as Auditor or Auditors of the Company’s Branch Offices in USA ,UK and Canada to examine and audit the accounts for the financial year 2021-2022 on such remuneration, terms and conditions as the Board may deem fit or authorize the Statutory Auditors of the Company to audit the branch Accounts and comply with the provisions of the Companies Act 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

REGD. OFFICE
80/2, Lusanne Court,
Richmond Road
Bangalore 560 025

Date: 26.05.2021

By Order of the Board

RABINDRA SRIKANTAN
Managing Director

NOTES

1. The relative Statement (Explanatory Statement) pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. Pursuant to the General Circular numbers 02/2021, 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
6. Members holding shares in physical form are requested to notify any change in their address to the Company/ KFin Technologies Private Limited, Tower B, Plot No.31 & 32, Financial District, Nanakramguda , Serilingampally Mandal, Hyderabad - 500032. Members holding shares in electronic form are requested to direct change of address notifications and updation of their bank account details to their respective depository participants.
7. The Register of Members and Share transfer books of the Company will remain closed from 07.07.2021 to 08.07.2021 (both days inclusive) in terms of provisions of Section 91 of the Companies Act 2013 for the purpose of Annual General Meeting of the company .
8. 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.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/ she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in dematerialised form are requested to submit their forms to their DPs.

As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/ she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in dematerialised form are requested to submit their forms to their DPs.
10. Non-Resident Indian Members are requested to inform KFin Technologies Private Limited, the Registrars, of:

Change in their residential status on return to India for permanent settlement.

Particulars of their bank A/c maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

11. Payment of Dividend through ECS:

- a) Members holding shares in physical form are advised to submit particulars of their bank account, viz, name and address of the bank, 9 digit MICR code of the branch, type of account and account number to the Registrars, KFin Technologies Private Limited, Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500032
- b) Members holding shares in demat form are advised to inform the particulars of their bank account to their respective Depository participants.

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. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid PAN- 7.5% or as notified by the Government of India

Members not having PAN / valid PAN- 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed ` 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following : • Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member • Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member • Self-declaration in Form 10F • Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty • Self-declaration of beneficial ownership by the non-resident shareholder • Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted at compliance.officer@asm ltd.com

12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the Depository. Members who have not registered their e-mail address with the

company are requested to submit their request with their valid e-mail address to M/s KFin Technologies Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant. For members holding shares in physical mode are requested to update their email addresses with the Company's Registrar, KFin Technologies Private Limited at einward.ris@kfintech.com to receive copies of the Annual Report 2020-21 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting and updation of bank account mandate for the receipt of dividend.

Type of Holder	Process to be followed	
	Registering Email Address	Updating bank account details
Physical	Send a request to the Registrar of the Company, KFin Technologies Private Limited at einward.ris@kfintech.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.	Send a request to the Registrar of the Company, KFin Technologies Private Limited at einward.ris@kfintech.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for updating bank account details. The following additional details need to be provided in case of updating bank account details: <ul style="list-style-type: none"> • Name and branch of the bank in which you wish to receive the dividend, • the bank account type, • Bank account number allotted by their banks after implementation of core banking solutions • 9 digit MICR Code Number • 11 digit IFSC • a scanned copy of the cancelled cheque bearing the name of the first member
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

13. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Registrar & Transfer Agent or Company Secretary at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will as per Section 124 of the Companies Act 2013, be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. All shares in respect of which dividend has not been claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education and Protection Fund. Shareholders whose shares or unclaimed dividend has been transferred to the Fund may claim the said shares or unclaimed dividend by making an application in Form IEPF 5 and submission of the prescribed documents to the Fund.

The company has vide notification dated 10th May 2012 of Ministry of Company Affairs, (MCA) uploaded the information in respect of unclaimed dividends as from the financial year 2008 on the website of the company.

14. Pursuant to the provisions of Section 124 (5) of the Companies Act 2013 unclaimed dividend pertaining to the dividend paid for the financial year 2013-14 and Interim dividend 2014-15 are to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government in August 2021 and January 2022 respectively. The company has transferred the unpaid or unclaimed dividend of the financial years 2007-2012 on the due dates to the IEPF established by the Central Government.

15. In compliance with Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the company is providing e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the notice. The facility for e-voting will also be made available to members attending the AGM and who have not already cast their votes by remote e-voting .Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. Instructions for e-voting are annexed to the Notice.
16. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015, in respect of the Directors seeking re-appointment at the AGM, is furnished as annexure to the Notice. The Director has furnished consent/declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
17. The Notice of 29th AGM and the Annual report 2020-21 will also be available on the Company's website, <https://www.asmltd.com>, website at stock exchange i.e BSE Limited at www.bseindia.com, for their download.
18. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of AGM.
19. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April 2018 has mandated compulsory submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to company.
20. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Additional information on Directors recommended for reappointment as required under Regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015.

Particulars	Mr. Ramesh Radhakrishnan (DIN 02608916)
Date of Birth	24.05.1962
Date of First Appointment on the Board	02.06.2020
Qualifications	B.E. from the Indian Institute of Technology (IIT), Chennai and M.E. in Systems Engineering from the University of Virginia, Charlottesville
Number of Shares held in Equity Capital of the Company	NIL
Directorship held in other Indian Listed Companies	NIL
Chairman/Member of Committees of Board of Directors of other Listed companies	NIL
Disclosure of relationships between Directors/ KMP inter-se	-

Explanatory Statement

[Pursuant to Section 102(1) of the Companies Act, 2013]

Resolution No. 4

To Re-appoint Mr. Rabindra Srikantan (DIN: 00024584) as Managing Director for a period of 5 (Five) years w.e.f. 09.11.2020 and approve of remuneration

The period of appointment of Mr. Rabindra Srikantan (DIN: 00024584) as the “Managing Director” has expired on November 08, 2020 by efflux of time.

The Board of Directors of the Company (“the Board”) at its meeting held on February 13, 2021 has, subject to approval of members, reappointed Mr. Rabindra Srikantan (DIN: 00024584) as a Managing Director, for a further period of 5 (five) years from the expiry of his present term, that is, November 09th, 2020, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the NRC’ Committee’) of the Board and approved by the Board.

Keeping in view that Mr. Rabindra Srikantan, is a seasoned, team-oriented business entrepreneur, with a highly successful track record of building businesses based on sound strategic analysis. He has built and scaled world-class technology and product development teams, strategic investments in start-ups and inorganic growth through acquisitions. Proven fundraising and networking skills, has built fruitful long-term partnerships with clients across the globe and has consistently delivered strong bottom line growth over the years. It would be in the interest of the Company to continue the employment of Mr. Rabindra Srikantan as Managing Director of the Company.

The remuneration recommended by the Nomination and Remuneration Committee and approved by the Board is consolidated remuneration not exceeding of Rs. 2,40,00,000 per annum from 09/11/2020 to 08/11/2023 by way of salary and perquisites.

As per the provisions of Section 197 read with Schedule V of the Companies Act 2013 approval of members is required for payment of remuneration in case of inadequate profits. Thus, it is proposed to seek members’ approval for the re-appointment and remuneration payable to Mr. Rabindra Srikantan as a Managing Director of the Company.

Mr. Rabindra Srikantan is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed he would not be liable to retire by rotation.

Information in respect of Mr. Rabindra Srikantan required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:

- (1) Nature of industry: Information Technology Industry
- (2) Date of commencement of commercial production: August 10, 1992
- (3) Financial performance based on given indicators: Details are given under the heading financial performance of Directors report of Annual Report 2020-21 circulated and available on the website of the Company at www.asmltd.com. Further quarterly results are also available on the aforesaid website.
- (4) Foreign investments or collaborations – The Company has invested in 4 subsidiaries abroad.

II. INFORMATION ABOUT THE APPOINTEE:

- (1) Background details: Mr. Rabindra Srikantan holds dual MS degree in Computer Engineering and Computer Science from the University of Louisiana, USA; Bachelor of Engineering from PSG College of Technology, India. Mr. Rabindra is Convenor - CII Karnataka Technology & Innovation Panel 2020, Charter Member - TiE, Member - NASSCOM Engineering R&D Council, Past National

Executive Council Member - Indo American Chamber of Commerce and Past Chairman - Indo American Chamber of Commerce, Bangalore Chapter He has over two decades of experience in IT industry.

- (2) Past remuneration of Mr. Rabindra Srikantan for 3 preceding Financial Years.

	Year	Remuneration in Rs
Salary (all Inclusive)	2017-18	84,00,000 p.a.
	2018-19	84,00,000 p.a.
	2019-20	1,58,00,000 p.a

- (3) Recognition or awards: Mr. Rabindra Srikantan is the President Pinnacle Talent Inc. USA, Director of ASM Technologies KK Japan, Director of Advanced Synergic Pte Ltd, Singapore wholly owned subsidiaries of the company and the President of ESR Associates Inc. and ASM Technologies S. de R.L. de C.V step down subsidiaries of the company. Further, Mr. Rabindra spearheaded ASM's expansion in 2018 by investing in the Chennai based RV Forms and Gears LLP (F&G), a leading fixture manufacturing company. The collaboration between the pioneers of technology and manufacturing led to the introduction of IoT enabled solution called SmartFix 4.0, a revolutionary Industry 4.0 solution which caters to the needs of Global manufacturing companies for Productivity Enhancements.

Other recent landmark achievements under the leadership of Rabindra, include, ASM's investment in companies involved in New Generation Autonomous Vehicles, Electric mobility, SD-WAN and Cyber Security.

Mr. Rabindra is Convenor - CII Karnataka Technology & Innovation Panel 2020, Charter Member - TiE, Member - NASSCOM Engineering R&D Council, Past National Executive Council Member - Indo American Chamber of Commerce and Past Chairman - Indo American Chamber of Commerce, Bangalore Chapter.

- (4) Job profile and his suitability: The position of Managing Director of a Company is entrusted with substantial powers of management having total control on general conduct and management of the business affairs of the Company. Rabindra holds dual MS degrees in Computer Engineering and Computer Science from the University of Louisiana, USA. Completed his Bachelor of Engineering in Electrical and Electronics from PSG College of Technology, Coimbatore and did his schooling from Hyderabad Public School, Begumpet.

Rabindra has professional experience in the areas including, R & D, Engineering, Manufacturing and Application Solutions for Enterprise. He has implemented operational strategies to improve Quality and customer satisfaction ratings. His philosophy of driving continuous business reformation by leveraging on state-of-the-art technologies, backed by a strong customer driven service perspective, has enabled ASM to emerge as one of the leading Product R & D and Engineering Services organisation.

- (5) The said remuneration comparable with respect to industry, size of the Company, profile of the position and person.
- (6) Notice period: One Year

PART II

Additional Information as required under Regulations 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) given under:

Name of the Director	Mr. Rabindra Srikantan
Director Identification Number	00024584
Date of Birth	24/01/1961
Age	60 years
Nationality	Indian
Qualification, Experience (functional expertise)	<p>Rabindra holds dual MS degrees in Computer Engineering and Computer Science from the University of Louisiana, USA. Completed his Bachelor of Engineering in Electrical and Electronics from PSG College of Technology, Coimbatore and did his schooling from Hyderabad Public School, Begumpet.</p> <p>Rabindra has professional experience in the areas including, R & D, Engineering, Manufacturing and Application Solutions for Enterprise. He has implemented operational strategies to improve Quality and customer satisfaction ratings. His philosophy of driving continuous business reformation by leveraging on state-of-the-art technologies, backed by a strong customer driven service perspective, has enabled ASM to emerge as one of the leading Product R & D and Engineering Services organisation.</p>
Date of first appointment on the Board	November 01, 1993
Terms & conditions of Re-appointment	As per the Resolution of this notice read with explanatory statement thereto
No of Board meetings attended during the Financial Year 2020-21 till date	7 (Seven)
Details of remuneration sought to be paid	Rs. 2,40,00,000 per annum
Details of remuneration last drawn(including sitting fee, if any)	Salary 2017-18- Rs. 84,00,000 2018-19- Rs. 84,00,000 2019-20- Rs, 158,00,000
Relationship with other Directors and Key Managerial Personnel (KMP)	Mr. Rabindra Srikantan is the spouse of Ms. Preeti Rabindra, who is Non-Executive - Non-Independent Director of the Company.
No of Equity shares held in the Company(As on 31 st March 2020)	42,07,354 Equity shares of Rs 10/ each equivalent to 42.07% of Equity paid up share Capital
List of Directorship held in other Companies	1. ASM Digital Engineering Private Limited
Chairmanship/Membership of Board Committees of other Companies	0

Your Board recommends the said resolution, as special resolution, for your approval.

No Directors and Key Managerial Personnel of the Company are concerned or interested, financial or otherwise other than Mr. Rabindra Srikantan and Ms. Preeti Rabindra, who is interested in or concerned in the aforesaid Resolution.

Resolution No. 5

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, a Company having inadequate / no profits, may subject to certain conditions and as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee, permits payment of remuneration to Directors who are neither Managing Director nor Whole-time Directors (Non-Executive Directors) of a Company by way of commission, in excess of 1% of the net profits of a company as computed in accordance with the provisions of Section 198 subject to the approval of the members by means of a Special Resolution.

During the financial year ended March 31, 2021, the profits of the Company are not adequate due to COVID impact and therefore the commission payable to the Non-Executive Directors would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any financial year(s), the Non-Executive Directors of the Company shall be entitled to a minimum remuneration comprising of commission as detailed above subject to such revisions as may be approved by the Board from time to time during the period 1st April 2021 to 31st March 2024.

The members of the Company at an Annual General Meeting held on 20th June 2017 had approved the remuneration payable to Non-Executive Directors by way of commission not exceeding one percent of the net profits of the Company for each financial year.

The Company's Non-Executive and Independent Directors contribute significant professional skills and experience in a variety of functional areas, including marketing, technology, business strategy, finance, and corporate governance. It is vital to suitably compensate such directors in order to do justice to their work and to attract and retain such directors. The total commission awarded to such Directors may exceed one percent of the net-profits of the Company in a given financial year. This resolution authorises such payment of commission upto 2% of the net profits of the Company, or. The commission paid is in addition to the sitting fees for attending Board / Committee meetings.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 4 is annexed hereto.

Statement containing additional information as required in Schedule V of the Companies Act, 2013

I. General Information:

1.	Nature of industry:	Engineering Service			
2.	Date or expected date of commencement of commercial production:	NA			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	NA			
4.	Financial performance based on given indicators:	Particular	2018-19	2019-20	2020-21
		(Rs. In Mn.)			
		Turnover	760.59	838.40	1132.17
		Profits	70.33	10.90	126.53
5.	Foreign Investments or collaborations, if any.	Nil			

II. Information about the Directors:

Name of Non-Executive Director	M R Vikram	M Lakshminarayan	Shekar Viswanathan	Preeti Rabindra	Ramesh Radhakrishnan	
Background details	M.R. Vikram, is a Partner of M. Anandam & Co., Secunderabad, a leading firm of Chartered Accountants in India. He has more than 38 years experience in Audit and Assurance Services, Banking and is an expert on Finance and Regulatory issues. He also serves as the Director of many other company	Mr. M. Lakshminarayan holds a Master's Degree in Technology from the Indian Institute of Technology (IIT) Bombay. , he held various leadership positions and was responsible for the company's tremendous growth in India's automotive space with 30 distinguished yerars of experience	Mr. Shekar Viswanathan has held position of chairman is big autonums company. experience He has over a career of 38 years spans the financial services and project finance sectors	Ms. Preeti Rabindra holds Bachelor's and Master's degrees in Commerce from the University of Delhi. She is the designated partner at IDS Systems LLP. She is an avid sports enthusiast.	Mr. Ramesh Radhakrishnan has been a member of the founding entrepreneurial team in three startups. He has over 20 years of operational and business experience in the high-technology industry	
2.	Past remuneration Rs. in Mn.	0.13	0.11	0.10	0.07	0.09
3.	Recognition or awards	Nil				
4.	Job profile and his suitability	Expertise in Finance	Technical Expert	Expertise in Finance	Expertise in Finance	Technical Expert
5.	Remuneration proposed	As proposed above in resolution 5				
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:	The remuneration proposed to is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business				
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	Not related	Not related	Not related	Related Spouse of MD	Not related

III. Other Information:

1.	Reasons of loss or inadequate profits	During the financial year ended March 31, 2021, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the non executive Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. 2020/2021 Q3 & Q4 results showed considerable recovery of business results.
3.	Expected increase in productivity and profits in measurable terms	The year 2021-22 is expected to show further progressive recovery of demand and underlying business results.

Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your Directors recommend the Resolution set out in Item No. 5 as a Special Resolution for your approval.

Except the Key Managerial Personnel and their relatives, all the other Directors are deemed to be concerned or interested in this resolution.

Resolution No. 6

The Company has branch offices in US, UK and Canada . It is necessary to appoint Auditors, under the provisions of Sec.143 of the Companies Act 2013 for auditing the accounts of the Branches of the company for the year 2020-2021. Your approval is sought by the proposed resolution to be passed authorizing the Board of Directors of the company to appoint, such person or persons qualified for appointment as Auditor or Auditors of the Company's Branch Offices in, USA., UK, and Canada to examine and audit the accounts for the financial year 2021-2022 on such remuneration, terms and conditions as the Board may deem fit or authorise the Statutory Auditors of the Company to audit the Branch Accounts and comply with the provisions of the Companies Act 2013.

None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested in the resolution.

The Board recommends the Ordinary resolution set forth in Item No.6 for the approval of the members.

REGD. OFFICE
80/2, Lusanne Court,
Richmond Road
Bangalore 560 025
Date: 26.05.2021

By Order of the Board
RABINDRA SRIKANTAN
Managing Director