

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of Saven Technologies Limited will be held on Friday, the 28th day of September, 2018, at 10:00 A.M at the FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500004, to transact the following businesses:

**ORDINARY BUSINESS**

1. To consider and adopt the audited financial statement of the company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Sridhar Chelikani (DIN: 00526137), who retires by rotation and being eligible, offers himself for re-appointment

**SPECIAL BUSINESS**

3. Re-appointment of Mr. R S Sampath (DIN 00063633) as an Independent Director for a Second Term

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

**"RESOLVED THAT** Mr. R S Sampath (DIN 00063633), who was appointed as an Independent Director by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2014 for a period of four years upto 30th September, 2018 and who meets the criteria of Independence as provided under section 149(6) of the Act and who is eligible for re-appointment, is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, be and is hereby re-appointed, in accordance with Sections 149, 150, 152 and any other applicable provisions of the of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, subject to such other laws, rules and provisions as may be applicable from time to time, as an Independent Director for a further period of 5 (five) years from the date of end of his tenure of the First Term upto the date of AGM of the Company to be held in the calendar year 2023

and he is not liable to retirement by rotation."

4. Re-appointment of Wg Cdr A B Bhushan (Retd) (DIN 00063882) as an Independent Director for a Second Term

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

**"RESOLVED THAT** Wg Cdr A B Bhushan (Retd) (DIN 00063882), who was appointed as an Independent Director by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2014 for a period of four years upto 30th September, 2018 and who meets the criteria of Independence as provided under section 149(6) of the Act and who is eligible for re-appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, be and is hereby re-appointed, in accordance with Sections 149, 150, 152 and any other applicable provisions of the of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, subject to such other laws, rules and provisions as may be applicable from time to time, as an Independent Director for a further period of 5 (five) years from the date of end of his tenure of the First Term upto the date of AGM of the Company to be held in the calendar year 2023 and he is not liable to retirement by rotation."

5. To Re-appoint Mr. Murty Gudipati (DIN: 01459606) as Executive Director and Chief Executive Officer and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION

**"RESOLVED THAT** in accordance with the provisions of Sections 196,197,203, and Schedule V (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, subject to approval of the members in the general meeting and such other consents and permission as may be necessary and

subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Board of Directors be and is hereby accorded for the re-appointment of Mr. Murty Gudipati (DIN:01459606) as Executive Director and CEO of the company for a period of three years from 01st April, 2018 to 31st March, 2021 and payment of remuneration for the aforesaid period on the following terms and conditions;

a. Remuneration:

Salary: Basic pay of Rs.2,50,000/- per month.

b. In addition to the above Basic Salary, he shall be entitled to the following allowances and perquisites namely:-

i. Special Allowance: Rs. 1,00,000/- per month.

ii. Medical: Reimbursement of medical expenses incurred for self, spouse, children and dependant parents to the extent of Rs. 30,000/- per annum. He will be covered under Group Hospitalization for self, spouse, children and dependant parents and Accident Insurance Scheme for self as per the Company's rules.

iii. Annual Incentive Pay: Performance Incentive pay upto Rs.10,00,000/- (Rupees Ten lacs only) per annum, as may be decided by the Board from time to time.

iv. Leave Travel Assistance: Leave Travel Assistance for self and family, maximum upto 1(one) month's Basic Salary, once in a year for any destination in India or abroad.

v. Use of Vehicle(s): Company maintained vehicle(s) for use for the Company's business (the expenditures on such vehicle(s) shall not be considered as a perquisite).

vi. Communications facility at Residence: Telephone and Communication facilities at the residence, namely, fax, E-mail, internet for the purpose of official work, etc, the expenditure on which will not be considered as a perquisite.

vii. Provident Fund: Contribution to the Provident Fund in accordance with the rules of the Company subject to a ceiling of 12% of the Basic salary, as per prevailing rules or as may be notified by the Government from time to time.

viii. Gratuity: Payable in accordance with the rules of

the Company as applicable or as may be notified by the Government from time to time.

ix. Leave: Leave with full pay and allowance, in accordance with the rules of the Company.

c. Termination: Six months' notice shall be required, on either side for termination of service.

**"FURTHER RESOLVED THAT** notwithstanding the above, in the absence of or inadequacy of profits in any financial year Mr. Murty Gudipati be paid the above remuneration as minimum remuneration in terms of Section II (A) of Part II of Schedule V of the Companies Act, 2013 as may be applicable to the Company from time to time."

**"FURTHER RESOLVED THAT** Mr. Murty Gudipati shall not be subject to retirement by rotation during his tenure as the Executive Director and Chief Executive Officer of the Company. So long as Mr. Murty Gudipati functions as Executive Director and Chief Executive Officer, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To Amend Articles of Association

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

**"RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) ("Act") and the Rules framed there under, consent of the members of the company be and is hereby accorded to the amend the existing Articles of Association of the company with the following;

**Under the Companies Act, 2013  
(1 of 2013)**

**(Company Limited by Shares)**

**ARTICLES OF ASSOCIATION**

**OF**

**SAVEN TECHNOLOGIES LIMITED**

The regulations contained in Table F of the First Schedule to the Companies Act 2013, so far as they are applicable to a public company shall apply except that of Regulation 27, Regulation 48, Regulation 76, Regulation 79, Regulation 89 to the company, save in so far as they are expressly or impliedly are modified by the following articles.

#### Interpretation

##### Part I. (1) In these regulations-

In the interpretation of these Articles, unless repugnant to the subject or context:

(a) "The Company" or "this Company" means SAVEN TECHNOLOGIES LIMITED.

(b) "Act" or "Companies Act" shall mean the Companies Act, 1956 or the Companies Act, 2013 to the extent applicable as amended from time to time and every modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include reference to a section enacted in modification or replacement thereof.

(c) "Beneficial Owner" shall mean beneficial owner as defined in Clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

(d) "Depositories Act, 1996" shall include any statutory modification or re-enactment thereof.

(e) "In writing" and "Written" include printing, lithography, typing and other modes of representing or reproducing words in a visible form.

(f) "Office" means the Registered Office for the time being of the Company.

(g) "Persons" include Corporations as well as individuals.

(h) "Registrar" means the Registrar of Companies, Telangana.

(i) "Seal" means the Common Seal for the time being of the Company.

Words imparting the singular number include, where the context admits or requires, the plural number and vice-versa.

Save as aforesaid, any words or expressions defined in the Companies Act, 2013, shall if not inconsistent with the subject or context, bear the same meaning in

these Articles.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

#### Part II. Share Capital And Variation Of Rights

1. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognize any claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof. No notice of any trust, express, implied or constructive shall be entered in the Register of Members or of Debenture holders.

2. The Company shall be entitled to dematerialize its existing shares, debentures and other securities, rematerialize its shares, debentures and other securities held in the Depositories and / or to issue its fresh shares, debentures and other securities, in a dematerialized form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.

3. In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in and electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.

#### Board of Directors

4. The directors of the company may appoint an alternate director to act for a director, (hereinafter called the original director) during his absence, for a period of not less than three months, from India. An alternate director shall vacate office, if any, when the Original director returns to India. If the term of office of the original director is determined before he returns to India, any provision in the act or in these articles for the automatic reappointment of retiring director in default

or of another appointment shall apply to the original director and not to the alternate director. Provided that no person shall be appointed as an Alternate Director for an Independent Director unless, he is qualified to be appointed as Independent Director under the provisions of this Act.

#### **The Seal**

5. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of any one Director and such other person as the Board may appoint for the purpose; and that director and other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **Accounts**

6. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law.

#### **Inspection and Copies**

7. Copies of the Memorandum and Articles of Association of Company and other documents referred to in Section 17 of the Companies Act, 2013 shall be sent by the Company to every Member at his request within seven days on payment of Rs. 50/- (Rupees Fifty Only) per copy.

8. Subject to the provisions of the Companies Act,

2013 and rules made there under, the Company shall charge a fee of Rs. 50/- for inspection of register of charges, by persons other than member or creditor .

9. Subject to the provisions of the Companies Act, 2013 and rules made there under, the Company shall charge a fee of Rs. 50/- for inspection registers and returns mentioned in Section 88 and 92 of the Companies Act, by persons other than member, debenture holder, other security holder or beneficial owner and also charge a fee of Rs. 10/- per page for giving copies of the registers or returns by member, debenture holder, other security holder or beneficial owner or to any other person.

10. Subject to the provisions of the Companies Act, 2013 and rules made there under, any member shall be entitled to be furnished, within seven working days after he has made a request in that behalf to the company, with a copy of any minutes of any general meeting, on payment of Rs. 10/- per page.

11. Subject to the provisions of the Companies Act, 2013 and rules made there under, the company shall provide extracts from such register maintained under Section 189 read with rules made there under to a member of the company on his request, within seven days from the date on which such request is made upon the payment of Rs. 10/- per page.

12. Subject to the provisions of the Companies Act, 2013 and rules made there under, the extracts from the register maintained under sub-section (9) of section 186 may be furnished to any member of the company on payment of Rs. 10/- per page.

13. Subject to the provisions of the Companies Act, 2013 and rules made there under, the company shall provide the copies under these Article 7 to 12 either in physical form or electronic mode.

Names, addresses, descriptions and occupations of subscribers	Witnesses(along with names, addresses, descriptions and occupations)	"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and do all acts and take all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental to give effect to this resolution."
Nrupender Rao S/o Late J V Narsing Rao 13 Uma Nagar, Begumpet, Hyderabad. Occupation: Industrialist	-Sd- J. Balasubramanian Occupation: Chartered Accountant  S/o. S. Jayaraman 401 Gayathri Apartments, Sangeet Nagar, Somajiguda, Hyderabad 500482	By Order of the Board for Saven Technologies Limited
Vijay N. Rao S/o. Late R.V.R. Sitaramaswamy 2-2-3/B/8, Deshmukh Colony,, Hyderabad Occupation: Consultant		
Vijay C. Puljal S/o. P.V.Hanumanth Rao 310-A, Road No.25, Jubilee Hills, Hyderabad. Occupation: Business		Jayanthi P Company Secretary
Arathi Rao D/o. Nrupender Rao 13, Uma Nagar Colony, Begumpet, Hyderabad. Occupation: Student		<b>Notes</b>
Rao Sowmya D/o. Vijay N Rao 2-2-3/B/8, D.D.Colony, Hyderabad. Occupation: Student		1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
R.V. Ramakrishna Rao S/o.Late Sri R.V.Jagannatha Rao MIG 12, APILC Colony, Kushai Guda, Hyderabad. Occupation: Industrialist		2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
Wg.Cmdr.A.B. Bhushan (Retd) S/o. Sri A. Rama Lingam 38, Krishna Puri Colony, West Maredpalli, Secunderabad. Occupation: Industrialist		3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a 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, may appoint a single person as proxy, who shall not act as a proxy for any other member.
Dated the 19th day of April,1993 Place: Hyderabad		4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
		5. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 28th September, 2018, both days inclusive.
	6. Members / Proxies are requested to bring to the meeting their copies of the Annual Report and the Attendance Slip duly filled in for attending the meeting.	
	7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.	
	8. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to send their queries to the Company at least seven days before the date	

- of the meeting so that the information required by them may be made available at the meeting.
9. Shareholders are requested to intimate immediately any change in the address registered with the Company. Members holding shares in dematerialized form are requested to notify any change in address to their respective Depository Participants (DPs).
  10. Trading in the equity shares of the Company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the Company's equity shares is INE856B01023.
  11. In compliance of the SEBI circular no. MRD/DOP/ Cir-05/2009 dated May 20, 2009, the shareholders/transferees (including joint holders) holding shares in physical form are requested to furnish a certified copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action.
  12. Members are requested to send all communications relating to shares to the Company's Share Transfer Agents (Physical and Depository) at the following address:  
XL Softech Systems Limited,  
Plot No. 3, Sagar Society,  
Road No. 2, Banjara Hills,  
Hyderabad - 500034.
  13. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued Circular on April 21, 2011 stating that the service of documents can be made through electronic mode. In view of the circular issued by MCA, the Company proposes to deliver documents like the Notice calling the Annual General Meeting/Audited Annual Accounts/Report of the Auditors/Report of the Directors etc, in electronic form to email address provided by the shareholders and made available by the Depositories. The Company shall send hard copies of full annual reports to those shareholders, who request for the same.
  14. Shareholders are requested to furnish their e-mail addresses to enable the Company to forward all the requisite information in electronic mode. In case of shareholders holding shares in demat form, the email addresses of the shareholders registered with the DP and made available to the Company shall be the registered email ID unless communication is received to the contrary.
  15. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / XL Softech Systems Ltd.
  16. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on 28.08.2018 are provided in Annexure of this Notice.
  17. The remote e-voting period commences vide EVSN No. 180822066 on 24th September, 2018 at 9.00 A.M and ends on 27th September, 2018 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on cut-off date of 21st September, 2018 may cast their vote electronically. The CDSL will disable E voting facility after the expiry of remote e-voting period. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  18. The voting rights of the shareholders shall be in proportion to their shares of the paid-up share capital of the Company as on the cut -off date.
  19. **The instructions for shareholders voting electronically are as under:**
    - (i) The voting period begins on <24th September, 2018 at 9.00 A.M > and ends on <27th September, 2018 at 5.00 P.M>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <21st September, 2018> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - (iii) Click on Shareholders.
    - (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,  
 b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
 c. Members holding shares in Physical Form should enter Folio Number registered with the Company.  
 (v) Next enter the Image Verification as displayed and Click on Login.  
 (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.  
 (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  "Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.  "In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	"Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.  
 (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form

will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.  
 (xi) Click on the EVSN for the relevant <SAVEN TECHNOLOGIES LIMITED> on which you choose to vote.  
 (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.  
 (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.  
 (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.  
 (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.  
 (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.  
 (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.  
 (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can**

**download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xix) Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
20. As per the above instructions, any shareholder as on cut-off date that is 21st September, 2018, who require sequence number may please contact the company by sending an email to [investorrelations@saven.in](mailto:investorrelations@saven.in) or our Registrar and Transfer Agents XL Softech Systems Limited by sending an email to [xlfield@gmail.com](mailto:xlfield@gmail.com) on 22nd September, 2018 and 23rd September, 2018.
21. 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.
22. Mr. S Chidambaram, Practicing Company Secretary, Hyderabad has been appointed as the scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
23. 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 "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
24. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
25. Shareholders are requested to opt for (National Electronic Clearance Service) for receipt of dividend. Shareholders may please update their bank account details with their Depository Participants for receiving the dividend in a hassle free manner. Opting for NECS is cost effective and also saves time.
26. Pursuant to section 72 of the Act, shareholders are entitled to make a nomination in respect of shares held by them. Shareholders desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the R&T Agent of the company. Further, shareholders desirous of cancelling/ varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the R&T Agent of the company.
27. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent



Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN and other details to the company's R&T Agents in accordance with SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 April 2018.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 3:

Mr. R S Sampath (DIN: 00063633) was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held in the Calendar year 2014 to hold office for a period of four years with effect from 22nd September, 2014 (the date of AGM 2014). In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution. Mr. R S Sampath being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of five years from the date of end of his tenure of the First Term upto the date of date of AGM to be held in the calendar year 2023.

In the opinion of the Board, Mr. R S Sampath fulfills the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is Independent of the Management. In the Performance Evaluation conducted for the year 2017-18, the performance of Mr. R S Sampath was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise. Details on his attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

Copy of the draft letter for re-appointment of Mr. R S Sampath as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM. The Board upon the recommendation of the Nomination and

Remuneration Committee, in its Meeting held on 08.08.2018, has approved the re-appointment of Mr. R S Sampath as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

Except Mr. R S Sampath, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3 of this Notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Wg Cdr A B Bhushan (DIN: 00063882) was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held in the Calendar year 2014 to hold office for a period of four years with effect from 22nd September, 2014 (the date of AGM 2014). In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution.

Wg Cdr A B Bhushan being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of five years from the date of end of his tenure of the First Term upto the date of date of AGM to be held in the calendar year 2023.

In the opinion of the Board, Wg Cdr A B Bhushan fulfills the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is Independent of the Management. In the Performance Evaluation conducted for the year 2017-18, the performance of Wg Cdr A B Bhushan was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise. Details on his attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report. Copy of the draft letter for re-appointment of

Wg Cdr A B Bhushan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM. The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 08.08. 2018, has approved the re-appointment of Wg Cdr A B Bhushan as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

Except Wg Cdr A B Bhushan, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4 of this Notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No.5:

Mr. Murty Gudipati was re-appointed as the Executive Director and CEO of the Company for a period commencing from August 14, 2015 to 31st March,

2018, at the Annual General Meeting held on 17th August, 2015 and the remuneration payable to him was also approved at the aforesaid Annual General Meeting. Mr. Murty Gudipati has immensely contributed to the progress and development of the Company when global economic scenario was in the decline. The present term of his appointment had expired on 31st March, 2018 and upon the recommendation of Nomination and Remuneration Committee, the Board considered desirable to reappoint him as Executive Director and CEO for a further period from 01st April, 2018 to 31st March, 2021 on the terms and conditions as given in resolution No.5. The Board, at its meeting held on 01st February, 2018, approved the terms of appointment and remuneration payable to Mr. Murty Gudipati, for a period from 01st April, 2018 to 31st March, 2021, subject to the approval of the shareholders at the forthcoming Annual General Meeting.

The terms of remuneration including minimum remuneration proposed to Mr. Murty Gudipati are fully set out in the resolution No. 5 herein before written. The same constitutes the abstract of the terms of appointment of Mr. Murty Gudipati as required under Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Murty Gudipati is concerned or interested in the resolution. Details as per Part II, Section II of Schedule V of the Companies Act, 2013:

A statement along with the notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information namely: -

I	General Information		
1.	Nature of industry	Information Technology and Software Development	
2.	Date or expected date of commercial production	Company started the commercial operations immediately after obtaining the Certificate of Commencement of Business on November 21, 1994.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N. A.	
4.	Financial performance based on given indicators.	Particulars	Amount (Rs. in lakhs)
		Total Revenue from operations	985.45
		Operating Profit (PBIDT)	238.83
		Finance cost	Nil
		Depreciation and amortization expense	33.02
		Exceptional items	-
	Profit after Tax (PAT)	153.87	
5.	Foreign investments or collaborations, if any.	Nil	
II	Information about the appointee		
1.	Back ground details	Mr. Murty Gudipati is an Engineering Graduate (B. Tech - ECE) with M.S. in Computer Engineering from Clemson University, USA.	
2.	Past remuneration	Rs.50.20 lakhs Per Annum	
3.	Recognition or awards	Mr. Murty Gudipati has more than 23 years of experience in Information Technology. He worked as Software Consultant at MCI Corporation, New York, USA and Dow Jones Company, Princeton, New Jersey, USA from 1993 till 1995. He also worked as Engineering Manager at Interactive Data Corporation, New York, USA (1995 -2006). He joined the Company in the year 2006 and was elevated as Additional Director and then as Executive Director in the year 2009. During his tenure he has enlarged the team to about 100 members with billing of USD 1.5 Million from India to US.	
4.	Job profile and his suitability	Subject to the superintendence, direction and control of the Board, the day to day management and administration of the Company is vested in the Executive Director. Mr. Murty Gudipati, as the Executive Director of the Company has made considerable progress in all the spheres. The Directors confidently feel that the Company should continue to avail the services of Mr. Murty Gudipati	
5.	Remuneration proposed	Rs.54.80 lakhs Per Annum	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Around Rs. 1 Crore Per Annum	

7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Murty Gudipati does not have any pecuniary relationship directly or indirectly with the Company or any of its managerial personnel												
III	Other information													
1.	Reasons of loss or inadequate profits	<table border="1"> <thead> <tr> <th></th> <th>Total Income</th> <th>PBT</th> </tr> </thead> <tbody> <tr> <td>2015-16</td> <td>985.98</td> <td>244.84</td> </tr> <tr> <td>2016-17</td> <td>1085.53</td> <td>259.45</td> </tr> <tr> <td>2017-18</td> <td>985.45</td> <td>205.81</td> </tr> </tbody> </table> <p>However, the profit has been inadequate to comply with Sec. 197, of the Companies Act, 2013 since the volume of business has been low. The Company has plans to improve the volume to a much higher level.</p>		Total Income	PBT	2015-16	985.98	244.84	2016-17	1085.53	259.45	2017-18	985.45	205.81
	Total Income	PBT												
2015-16	985.98	244.84												
2016-17	1085.53	259.45												
2017-18	985.45	205.81												
2.	Steps taken or proposed to be taken improvement	The Company has already taken additional floor space for expansion and is also increasing the man power. Besides expanding the existing activity the company has also invested in new business areas. The Board is confident that shortly after the gestation period the overall business of the company will further grow.												
3.	Expected increase in productivity and profits in measurable terms.	The revenue is expected to grow at a modest level of 10% during the year. With the proposed organic and inorganic growth, the revenue is expected to grow to a much higher level in the coming years.												

tem No.6:

Amendment of Articles of Association

The Articles of Association of the Company as currently in force are in accordance with the provisions of Companies Act, 2013 (New Act). The company being listed in stock exchange includes shares in dematerialized form, therefore the existing articles are amended by including the provisions related to depository. The comparative statement of the changes made is stated below;

Sl.No.	Existing Articles of Association	Proposed Articles of Association	Changes
1.	<p><b>Interpretation</b> PART I. (1) In these regulations- In the interpretation of these Articles, unless repugnant to the subject or context: "The Company" or "this Company" means SAVEN TECHNOLOGIES LIMITED. "Act" or "Companies Act" shall mean the Companies Act, 1956 or the Companies Act, 2013 to the extent applicable as amended from time to time and every modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include reference to a section enacted in modification or replacement thereof. "In writing" and "Written" include printing, lithography, typing and other modes of representing or reproducing words in a visible form. "Office" means the Registered Office for the time being of the Company. "Persons" include Corporations as well as individuals. "The Registrar" means the Registrar of Companies, Telangana. "Seal" means the Common Seal for the time being of the Company.</p>	<p><b>Interpretation</b> PART I. (1) In these regulations- In the interpretation of these Articles, unless repugnant to the subject or context: (a) "The Company" or "this Company" means SAVEN TECHNOLOGIES LIMITED. (b) "Act" or "Companies Act" shall mean the Companies Act, 1956 or the Companies Act, 2013 to the extent applicable as amended from time to time and every modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include reference to a section enacted in modification or replacement thereof. (c) "Beneficial Owner" shall mean beneficial owner as defined in Clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996. (d) "Depositories Act, 1996" shall include any statutory modification or re-enactment thereof. (e) "In writing" and "Written" include printing, lithography, typing and other modes of representing or reproducing words in a visible form. (f) "Office" means the Registered Office for the time being of the Company. (g) "Persons" include Corporations as well as individuals. (h) "Registrar" means the Registrar of Companies, Telangana. (i) "Seal" means the Common Seal for the time being of the Company.</p>	<p>1. The definitions under Part I (1) are numbered as (a) to (i).  2. After the definition of (b) Act, the new definitions (c) "Beneficial Owner" and (d) "Depositories Act, 1996" are inserted and the other existing definitions are numbered from (e) to (i).  3. In the definition of "The Registrar" in the existing articles the word "the" stands deleted.</p>
2.	In Part II the articles "1 to 10"	In Part II the articles "4 to 13"	Articles are renumbered

Sl.No.	Existing Articles of Association	Proposed Articles of Association	Changes
3.	Nil	<p><b>Share Capital And Variation Of Rights</b></p> <p>1. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognize any claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof. No notice of any trust, express, implied or constructive shall be entered in the Register of Members or of Debenture holders.</p> <p>2. The Company shall be entitled to dematerialize its existing shares, debentures and other securities, rematerialize its shares, debentures and other securities held in the Depositories and / or to issue its fresh shares, debentures and other securities, in a dematerialized form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.</p> <p>3. In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in and electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply;</p>	In Part II, the heading "Share Capital And Variation of Rights" is inserted, above the existing paragraph "Board of Directors", consisting of articles numbered from "1 to 3".
4.	In Part II Article 10: Subject to the provisions of the Companies Act, 2013 and rules made there under, the company shall provide the copies under these Article 4 to 9 either in physical form or electronic mode.	In Part II Article 13: Subject to the provisions of the Companies Act, 2013 and rules made there under, the company shall provide the copies under these Article 7 to 12 either in physical form or electronic mode.	The existing numbering in the article is renumbered from "7 to 12" in place of "4 to 9".

The completely restated Article is available for inspection of the members at the registered office of the Company during the business hours till the conclusion of the Annual General Meeting. The same is also being uploaded in the Company's website [www.saven.in](http://www.saven.in).

Since the alteration of the Articles of Association requires the approval of the shareholders in their meeting. Therefore, your Directors recommend the resolution as special resolution for your approval.

None of the Directors, key managerial personnel or their relatives may be deemed to be concerned or interested in the resolution except to the extent of his shareholding in the Company.

**ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****Item No.2: Mr. Sridhar Chelikani**

Mr. Sridhar Chelikani aged 47, received B.Tech in Mechanical Engineering from Jawaharlal Nehru Technological University (JNTU), India, M.S in Mechanical Engineering from Indian Institute of Science, Bangalore and an M.B.A. from University of Illinois, Urbana- Campaign, USA. With over 18 years of experience in information technology industry, Mr. Sridhar has worked in the area of technology for Commodity Trading at Chicago Mercantile Exchange. Mr. Sridhar also worked for MC Baldwin financial Company, Chicago, in the area of Risk Management and Asset Allocation. Mr. Sridhar was the President and CEO of Saven Technologies Inc., U.S.A. He is not a member of any Committee within the meaning of Regulation 26 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Except the director being appointed in terms of the said resolution, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested.

**Item No.3: Mr. R S Sampath**

Mr. R S Sampath, aged 72 years, is a Chartered Accountant (B. Com, FCA) of 1968 batch and is having about 45 years of rich and diverse experience in Finance, Accounts, Administration and General Management. He was with Voltas Ltd over a period of over 23 years. He joined Voltas Ltd in the year 1970 and during this period he worked in Accounts/ Finance and Administration at various branches and establishments of Voltas and was Deputy Chief Internal Auditor when he left in the organization in the year 1992. He later joined Pennar Industries Ltd and was elevated as Senior Vice President Finance & Accounts; thereafter was elevated as Executive Director of Pennar Chemicals Ltd. He retired from Executive position in the year 2011. The Board considers that his association with the Company will be immensely useful.

**Item No. 4: Wg Cdr A B Bhushan (Retd)**

Wg Cdr A B Bhushan (Retd), aged 75 years, is an MBA from Madras University. He has 25 years of experience in Indian Air Force. After retirement from Air Force he joined Medical Diagnostic industry as Head of HR/ Admin and later joined Pennar Group as Vice President Corporate Affairs and later elevated as Head of a group company. He has rich and diverse experience in Administration, Public relations, HR and group activities. He was the President of the Hyderabad Management Association during 1995-96, was the Committee Member of the All India Management Association Council for a number of years and is an accredited Management Teacher of AIMA. He was also Chairman of Indo US Chamber of Commerce for AP and South India and is a member of the National Council. Apart from the foregoing he is a Committee member of HRA network, IR and HR Committees of FTAPCCI and other social and professional bodies.

**Item No. 5: Mr. Murty Gudipati**

Mr. Murty Gudipati, aged 48 years, is an Engineering Graduate (B.Tech - ECE) with M.S. in Computer Engineering from Clemson University, USA. Mr. Murty Gudipati has more than 23 years of experience in Information Technology. Mr. Murty Gudipati worked as Software Consultant at MCI Corporation, New York, USA and Dow Jones Company, Princeton, New Jersey, USA from 1993 till 1995. He also worked as Engineering Manager at Interactive Data Corporation, New York, USA (1995 -2006). He joined the Company in the year 2006, and was elevated as Additional Director and then as Executive Director in the year 2009.

## Saven Technologies Limited

## 25<sup>th</sup> Annual Report

Except the director being appointed in terms of the said resolution, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested

Particulars	Mr. Sridhar Chelikani	Mr. R S Sampath	Wg Cdr A B Bhushan (Retd)	Mr. Murty Gudipati
Date of birth	August 17, 1970	February 24, 1946	March 19, 1943	March 10, 1970
Date of appointment	November 4, 1999	February 02, 2007*	August 13, 2010*	March 13, 2009**
Qualification	B. Tech (Mechanical Engineering), M.S (Mechanical Engineering), M.B.A	Commerce graduate from Madras University, Chartered Accountant	M.B.A	M.S. in Computer Engineering from Clemson, University USA.
Nature of his expertise in specific functional areas	Vast experience in information technology industry	Rich and diverse experience in Finance, Accounts, Administration and General Management	Expertise in various fields of management and Administration	Rich and diverse experience in Information Technology industry in Finance.
Names of Listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nil	Nil	Nil
No of Shares held by him in the Company	Nil	Nil	2616	485471
Disclosure of relationships between directors inter-se	Nil	Nil	Nil	Nil
*As per the applicable provisions of Companies Act, 2013 read with rules made thereunder, Mr. R S Sampath and Wg Cdr A B Bhushan were appointed as Independent Directors at Annual General Meeting held on 22nd September, 2014.				
** Mr. Murty Gudipati is re-appointed as Executive Director and CEO with effect from 01st April, 2018 at the Board Meeting held on 01st February, 2018 subject to shareholders' approval.				

By Order of the Board  
For Saven Technologies Limited

Place : Hyderabad  
Date : August 8, 2018

Jayanthi.P  
Company Secretary



**SAVEN TECHNOLOGIES LIMITED**

**CIN: L72200TG1993PLC015737**

Registered Office: No.302,My Home Sarovar Plaza,5-9-22, Secretariat Road, Hyderabad- 500063  
Phone: 040-23237303, 040-23233358, Fax: 040-23237306, E-mail: investorrelations@saven.in  
Website: www.saven.in

**ATTENDANCE SLIP**

(To be presented at the entrance)  
**25TH ANNUAL GENERAL MEETING**

I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Friday,28th September, 2018 at 10.00 A.M. at FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500004., or/any adjournment thereof.

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

No. of Shares Held \_\_\_\_\_

1. Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the gate, affixing their signature on them.
2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**SAVEN TECHNOLOGIES LIMITED**

**CIN: L72200TG1993PLC015737**

Registered Office: No.302,My Home Sarovar Plaza,5-9-22, Secretariat Road, Hyderabad- 500063  
Phone: 040-23237303, 040-23233358, Fax: 040-23237306 , E-mail: investorrelations@saven.in

Name of the member(s):.....

Registered address:.....

E-mail id:.....

Folio No/ Client Id No.:.....DP ID No.....

I/We, being the member (s) of ..... shares of Saven Technologies Limited, hereby appoint

1. Name:.....  
Address.....  
E-mail id:.....Signature:.....  
or failing him/her

2. Name:.....  
Address.....  
E-mail id:.....Signature:.....  
or failing him/her

3. Name:.....  
 Address.....  
 E-mail Id:.....Signature:.....  
 or failing him/her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the company, to be held on Friday, 28<sup>th</sup> September, 2018 At 10.00 A.M. at FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500004 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No	Description	For*	Against*
1	To consider and adopt the audited financial statement of the company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon	<input type="checkbox"/>	<input type="checkbox"/>
2	To appoint a Director in place of Mr. Sridhar Chelikani (DIN: 00526137), who retires by rotation and being eligible, offers himself for re-appointment	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-appointment of Mr. R S Sampath (DIN: 00063633) as an Independent Director for a Second Term	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-appointment of Wg Cdr A B Bhushan (Retd) (DIN 00063882) as an Independent Director for a Second Term	<input type="checkbox"/>	<input type="checkbox"/>
5	To Re-appoint Mr. Murty Gudipati (DIN: 01459606) as Executive Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>
6	To Amend Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>

Affix  
Revenue  
Stamp

Signed this..... Day of .....2018

Signature of shareholder..... Signature of Proxy holder(s).....

**\*Note:**

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**Shareholders Information****Mandatory dematerialization for transfer of securities**

The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. With effect from December 5, 2018, the shares which are lodged for transfer shall be in dematerialized form only. The shareholders are requested to take note of the same. We suggest you to dematerialize your holdings to enjoy the benefits at fullest and to avoid the demerits of holding physical shares.

**Update- PAN & Bank Details**

SEBI vide its Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, has streamline and strengthened the procedures for transfer of securities and payment of dividend. In this regard, SEBI has instructed the Company/RTA to inform all the shareholders who are holding shares in Physical and whose PAN and bank details has not been updated in Company/RTA records.

Further, SEBI has mandated to credit dividend, if any, directly to the Bank account of shareholders through NEFT/ RTGS. Hence, we request you to update your bank details by sending following documents to the below mentioned address-

1. Request letter (Format attached)
2. Self-attested copy of PAN
3. Self-attested copy latest address proof.

Original cancelled cheque leaf /attested bank passbook showing name of account holder

Registrar and Share Transfer Agent (RTA)  
XL Softech Systems Limited  
(Unit- SAVEN TECHNOLOGIES LIMITED)  
3, Sagar Society,  
Road No.2, Banjara Hills,  
Hyderabad - 500 034.  
Phone: 040 23545913/14/15  
Email: xlfield@gmail.com

You are requested to send all the above mentioned documents to our RTA at the above mentioned address. Please note that you need not send any communication to the Company address, related to this matter. The above details are also placed in the company's website [www.saven.in](http://www.saven.in)

To,  
 XL Softech Systems Limited  
 Plot No. 3, Sagar Society, Banjara Hills,  
 Road No. 2, Hyderabad - 500 034  
 Tel: +91-40- 23545913/ 14/ 15. Fax: +91-40- 23553214  
 Email: xlfield@gmail.com

**Updation of Shareholder Information**

I / We request you to record the following information against my / our Folio No.:

**General Information:**

Folio No. / DP ID & Client ID:	
Name & Address of Shareholder:	
PAN: *	
CIN / Registration No.: *	
(applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

\*Self attested copy of the document(s) enclosed

**Bank Details:**

IFSC:	
(11 digit)	
MICR:	
(9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

\* A blank cancelled cheque is enclosed to enable verification of bank details

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company / RTA responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No. / beneficiary account.

Place:  
 Date:

\_\_\_\_\_  
 Signature of Sole / First holder

**Route Map to AGM Venue**

