

# SAVEN TECHNOLOGIES LIMITED



31<sup>st</sup> August, 2017

To  
The Manager  
Corporate Relationship Department  
BSE Limited  
25th Floor, P J Towers, Dalal Street,  
Fort, Mumbai-400001

Dear Sir,

Sub: Notice of Annual General Meeting

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Twenty Fourth Annual General Meeting of the Company to be held on Monday, 25<sup>th</sup> September, 2017 at 11.00 A.M at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad – 500004 being sent to shareholders on 31<sup>st</sup> August, 2017.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For Saven technologies Limited

*P. Jayanthi*

Jayanthi.P  
Company Secretary and Compliance Officer



**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of Saven Technologies Limited will be held on Monday, the 25th day of September, 2017, at 11.00 A.M at the KLN Prasad Auditorium, 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, 2017 together with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Nrupender Rao (DIN: 00089922), who retires by rotation and being eligible, offers himself for re-appointment
3. **Appointment of Auditors**

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

To appoint the auditors of the Company and to fix their remuneration

**"RESOLVED THAT** pursuant to the provisions of Section 139,142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Suryanarayana and Suresh, Chartered Accountants, Hyderabad (Firm registration No. 006631S) be and is hereby appointed as the Statutory Auditors of the company in the place of retiring auditors M/s. Rambabu & Co, Chartered Accountants (Firm Registration No. 002976S), to hold office from the conclusion of this 24th Annual General Meeting (AGM) until the conclusion of the 29th AGM to be held in the year 2022, (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**SPECIAL BUSINESS**

4. To approve transactions with related party and in this regard to consider and if thought fit, to pass

with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, rules made thereunder and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the contract entered into with the Medha Services Inc, (the related party) for providing/availing services, subject to a maximum aggregate transactions of Rs.20,00,00,000/- (Rupees Twenty Crores only) in any financial year with the said related party.

**"RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

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

**"RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, rules made thereunder and the provisions of SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015 (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to pay professional fee to Mr. R. Ravi, Director of the Company, as a Corporate Consultant on Financial matters and Corporate Services at a monthly remuneration of Rs.30,000/- [Rupees Thirty Thousand only], plus reimbursements of expenses incurred in connection with the services with effect from February 1, 2015.

"**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

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

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, rules made thereunder and the provisions of SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015 (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded for payment of professional fee, to Mr. R S Sampath, Director of the Company, for rendering advisory services on Financial matters and Corporate Services at a remuneration of Rs.1,50,000/- [Rupees One Lakh Fifty Thousand only], plus reimbursements of expenses incurred in connection with the services rendered during the Financial year 2016-17.

"**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

By Order of the Board  
for Saven Technologies Limited

Place : Hyderabad

Murthy Gudipati

Date : August 11, 2017

Executive Director & CEO

#### Notes

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.
2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
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.
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 18th September, 2017 to 25th September, 2017, 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 INE 856B 01015.
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 25.09.2017 are provided in Annexure of this Notice.
17. The remote e-voting period commences vide EVSN No. 170824022 on 21st September, 2017 at 9.00 A.M and ends on 24th September, 2017 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 18th September, 2017 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 <21st September, 2017 at 9.00 A.M > and ends on <24th September, 2017 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 <18th September, 2017> 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>"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.</p> <p>"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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>"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).</p>

- (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 18th September, 2017, 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 [xfield@gmail.com](mailto:xfield@gmail.com) on 19th September, 2017 and 20th September, 2017.
  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 NECS (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.

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

Item No. 3:

Though not mandatory, this statement is provided for reference.

The Companies Act, 2013 ('the Act') was notified effective 1st April, 2014, Section 139 of the Act lays down the criteria for appointment and mandatory rotation of Statutory auditors. Pursuant to Section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s. Rambabu & Co, Chartered Accountants (Firm registration No. 002976S) have served the company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 24th AGM.

As per second proviso to Section 139(2) of the Companies Act, 2013, (the Act), a transition period of three years from the commencement of the Act is provided to appoint a new auditor if the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act on 11th August, 2017, the Board after considering the recommendations of the Audit Committee of the company, has proposed the appointment of M/s. Suryanarayana and Suresh, Chartered Accountants, Hyderabad (Firm registration No. 006631S) as the statutory auditors of the Company. M/s. Suryanarayana and Suresh, Chartered Accountants will hold office for a period of five consecutive years from the conclusion of the 24th AGM of the company till the conclusion of the 29th AGM to be held in 2022, subject to ratification by members every year, as may be applicable.

M/s. Suryanarayana and Suresh, Chartered Accountants, Hyderabad, have consented to the said appointment and confirmed that their appointment, if made, would be within

the limits specified under Section 141 (3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141 (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice. The Board recommends the resolution set forth in item No. 3 of the notice for approval of the members.

Item No. 4

As per the provisions of regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is seeking the approval of shareholders for the contract/agreement entered into with Medha Services Inc, being material related party transaction, for providing/availing software services, subject to maximum aggregate transactions of Rs.20 crores in any financial year with the said related party.

The said regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 defines material related party transaction as a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Since the transactions with Medha Services Inc as detailed below are estimated to be upto Rs.20 crores in any financial year, which exceeds the 10% of the annual consolidated turnover of the company as per the audited financial statement as on 31st March, 2017, the same is considered as material related party transaction.

The details as required as per the Companies (Meetings of Board and its Powers) Rules, 2014 are given below:

The Board of Directors of the company at its meeting held on 09th March, 2017 gave its approval to the company for entering into an agreement with Medha Services Inc, based at USA (Medha US) to provide software services to Medha US. The transaction with Medha US is a related party transaction as Mr. Murty Gudipati, Executive Director and Mr. Sridhar Chelikani, Director of Saven Technologies Limited are also directors in Medha Services Inc.

The aforesaid transactions entered and to be entered into with Medha Service Inc., are in the ordinary course of business of the Company and are on a Transactional Net Margin Method (TNMM) in adherence with the arms length principle.

1. Name of the Related Party- Medha Services Inc.
2. Name of the Director or key managerial personnel who is related, if any  
 Mr. Murty Gudipati  
 Mr. Sridhar Chelikani
3. Nature of relationship - Common Directors

4. Nature, material terms, monetary value and particulars of the contract or arrangement;

Nature	Particulars of the contracts and the material terms	Term of the Contracts	Monetary value
To provide software services	Saven India will raise invoice on a Monthly basis to Medha US for the services rendered to Medha's US clients at a rate, which shall not be less than the 85% of the contract value entered between Medha US and direct client. The said transactions are in the ordinary course of business of the Company and are on a Transactional Net Margin Method (TNMM) in adherence with the arms length principle	The Agreement term ("Term") shall be period of one year commencing from the 1st day of April 2017. This agreement can be renewed with the consent of both the parties for a further period of one year at a time.  Medha US may terminate any service requisition for which order has been placed with a 60 days prior written notice to Saven India. Should Medha US so terminate the Assignment, Medha US shall compensate Saven India for all time and material expenses incurred by Saven India and approved by Medha US in writing through the date of termination. The time and material costs will be computed based on the terms of original work order received from Direct Client.	Upto Rs. 20 crores, in any aggregate financial year

5. Any other information relevant or important for the members to take a decision on the proposed resolution. Most of the US based companies prefer to enter into contracts with US based entities, These US based entities in turn avail offshore services from Indian Companies Medha Services Inc. based at US entered into agreement with the company to provide offshore services for its contracts with US clients

The copies of the Contracts are available at the registered office of the Company for inspection by any member of the Company during business hours.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Murty Gudipati and Mr. Sridhar Chelikani are concerned or interested in the resolution. The Board recommends the above item of the notice for approval of members.

Item No.5

Mr. R Ravi is a qualified Chartered Accountant and Company Secretary and is having rich and diverse experience in Finance, Accounts, Administration and General Management. Based on the recommendation of the Nomination and Remuneration Committee that the Director possesses the requisite qualifications to provide professional services, the Board at its Meeting held on February 5, 2015, approved the appointment of Mr. R Ravi as Corporate Consultant, to assist the Company in its financial and corporate services as well as any other assignments which may be given to him at Rs.30,000/- per month as professional fees, payment of such professional fees will be in addition to the sitting fees, that he would receive for Board Meeting and Committee meetings attended by him.

Mr. R. Ravi is a Non-executive Independent Director and possesses requisite professional qualification. As per the provisions of Companies Act, 2013 any fee paid to director for rendering professional services is not considered as remuneration. However as per regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any fee or compensation other than sitting fee payable to Non-executive Directors including Independent Director requires the approval of the Shareholders. The Directors, therefore, by way of abundant caution recommend the passing of the Special Resolution contained in Item 5 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives other than Mr. R Ravi may be considered to be interested in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No.6

Mr. R S Sampath is a qualified Chartered Accountant and is having about 47 years of rich and diverse experience in Finance, Accounts, Administration and General Management. Pursuant to the recommendation of the Nomination and Remuneration Committee that the Director possesses the requisite qualifications to provide advisory/professional services, the Board approved the appointment of Mr. R S Sampath as an adviser, to assist the Company in its financial and corporate services as well as any other assignments which may be given to him. During the financial year 2016-17 a professional fee of Rs.1.5 lakh was paid for professional services, payment of such professional fees will be in addition to the sitting fees that he would receive for Board Meeting and Committee meetings attended by him.

Mr. R. S Sampath is a Non-executive Independent Director and possess requisite professional qualification. As per the provisions of Companies Act, 2013 any fee paid to director for rendering professional services is not considered as remuneration. However as per regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any fee or compensation other than sitting fee payable to Non-executive Directors including Independent Director require the approval of the Shareholders. The Directors, therefore, by way of abundant caution recommend the passing of the Special Resolution contained in Item 6 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives other than Mr. R S Sampath may be considered to be interested in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.



**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.3: Mr. Nrupender Rao**

Mr. Nrupender Rao aged 72 is the founder and chairman of, Pennar Industries Limited. He is an alumni of IIT Kharagpur and also has a master's degree in operations research and industrial engineering from Purdue University, USA. He has forty years of experience in various disciplines in organizations like National Cash Register-USA, Union Carbide India, Nagarjuna Steels Limited and Pennar Industries Limited. He co-promoted Nagarjuna Signode in the year 1980 along with Nagarjuna Steels Limited and Signode Corporation of USA. He was the national president of the Indo American Chamber of Commerce in the year 1989-90 and president of the Hyderabad Management Association in the year 1980 - 81. He has received the Dr. Nayudamma gold medal for his contribution to industrial development in the state of Andhra Pradesh, the "Entrepreneur of the Year" award by the Hyderabad Management Association in the year 1994 and National Award for Outstanding Entrepreneur Award by the Council of State Industrial Development and Investment Corporations of India in the year 2013. He was also conferred the Distinguished Alumni Award by IIT Kharagpur. He was the Chairman of the Andhra Pradesh Industrial Infrastructure Corporation during the years 1984-1986. He is also the Managing Trustee of J.V. Narsing Rao Foundation, which is involved in social service and education and is currently the vice chairman of CII, Telangana State Council.

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 and Mr. Sridhar Chelikani, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested.

Particulars	Mr. Nrupender Rao
Date of birth	June 23, 1945
Date of appointment	December 22, 2010
Qualification	B. Tech IIT Kharagpur, M.S.Operations Research & Industrial Engineering, Purdue University, USA
Nature of his expertise in specific functional areas	Expertise in various fields of management
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board as on March 31, 2017	Pennar Industries Limited Pennar Engineered Building Systems Limited
No of Shares held by them in the Company as on March 31, 2017	5,90,554
Disclosure of relationship between directors inter-se	Mr. Sridhar Chelikani is Mr. Nrupender Rao's Daughter's husband

By Order of the Board  
For Saven Technologies Limited

Place : Hyderabad  
Date : August 11, 2017

Murty Gudipati  
Executive Director & CEO

**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)

**24TH ANNUAL GENERAL MEETING ON MONDAY, 25TH SEPTEMBER , 2017 AT 11.00 A.M.**

at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500004

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

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

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

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

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of Annual Report for reference at 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 the above named company, 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 24th Annual General Meeting of the company, to be held on Monday, 25th September, 2017 At 11.00 A.M. at KLN Prasad 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, 2017 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. Nrupender Rao (DIN: 00089922), who retires by rotation and being eligible, offers himself for re-appointment	<input type="checkbox"/>	<input type="checkbox"/>
3	Appointment of Statutory Auditors and to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
4	To Approve Transactions With Related Party	<input type="checkbox"/>	<input type="checkbox"/>
5	To Approve Professional fee to Mr. R Ravi	<input type="checkbox"/>	<input type="checkbox"/>
6	To Approve Professional fee to Mr. R S Sampath	<input type="checkbox"/>	<input type="checkbox"/>

Affix  
Revenue  
Stamp

Signed this..... Day of .....2017

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.

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:**

FolioNo.:	
Name of the first named 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**

