

Date: December 14, 2022

To, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 BSE Scrip Code: 543451	To, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 NSE Scrip Symbol: AGSTRA
--	---

Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

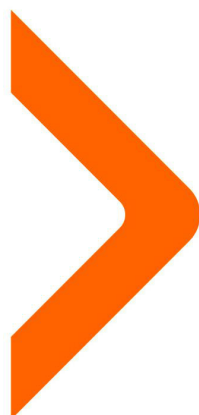
Sub: Postal Ballot Notice

Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed, a copy of the Postal Ballot Notice together with the Explanatory Statement which is being sent to the members by email for seeking their approval by way of a Special Resolution for the special business stated as under:

Sr. No.	Particulars	Resolution required
1.	To approve continuation of Directorship of Mr. Subrata Kumar Atindra Mitra (DIN - 00029961) as Non-Executive, Independent Director beyond the age of 75 years in his current tenure	Special Resolution

The Postal Ballot Notice along with other relevant documents, is being sent through email to the members who have registered their email IDs with the Depositories (in case of demat holding) or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("Link Intime") (in case of physical shareholding). Members who receive the Postal Ballot Notice by e-mail, but who wish to vote through physical Postal Ballot Form, can download the same from the website of the Company: www.agsindia.com. For Members whose e-mail IDs are not registered, physical copies of this Postal Ballot Notice are being sent by speed post or courier along with a Postal Ballot Form and a postage-prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice has also been placed on Company's website at www.agsindia.com.

The Company has engaged the services of Link Intime India Private Limited ("Link Intime"/"RTA"), the Company's Registrar and Share Transfer Agent to provide the e-Voting facility to all its members. Members are requested to carefully read the instructions given in the Notice. Members of the Company holding shares, as on the cut-off date, i.e. Friday, December 9, 2022, shall cast their vote either by postal ballot or through the remote e-voting system.



AGS Transact Technologies Ltd.

www.agsindia.com

REGISTERED OFFICE

601 - 602, B-Wing, Trade World,
Kamala City, Senapati Bapat Marg,
Lower Parel (W), Mumbai - 400 013

Phone: +91-22-6781 2000

Fax: +91-22-2493 5384

CIN-L72200MH2002PLC138213

CORPORATE OFFICE

1401-A & 1402,
One International Centre,
Tower-3, 14th Floor, S.B. Marg,
Prabhadevi (W), Mumbai - 400 013

Phone: +91-22-7181 8181

The remote e-voting period commences on Thursday, December 15, 2022 at 9:00 a.m. (IST) and ends on Friday, January 13, 2023 at 5:00 p.m. (IST). During this period, the shareholders of the Company holding fully paid-up and partly paid-up shares either in physical form or in demat form, as on the Cut-off Date, may cast their vote by remote e-voting. The remote e-voting shall not be allowed after January 13, 2023 (5:00 p.m. IST) and the remote e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on a resolution is cast by a shareholder, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.

Further, please note that in the physical copies of the Postal Ballot Notice dated November 9, 2022 and the Postal Ballot Form along with instructions thereto despatched to the shareholders, the website address of Link Intime should be read as "<https://instavote.linkintime.co.in>" at all places and the date "January 16, 2022" should be read as "January 16, 2023" at all places. Any inconvenience caused is deeply regretted.

We request you to take the above on your record.

Thanking You,
Yours Sincerely,

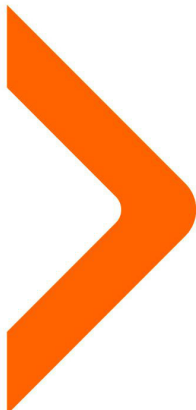
For AGS Transact Technologies Limited

SNEHA
PRABHAKA
R KADAM

Digitally signed by
SNEHA PRABHAKAR
KADAM
Date: 2022.12.14
14:22:49 +05'30'

Sneha Kadam
Company Secretary & Compliance Officer
(Mem No: ACS 31215)

Place: Mumbai



AGS Transact Technologies Ltd.

www.agsindia.com

REGISTERED OFFICE

601 - 602, B-Wing, Trade World,
Kamala City, Senapati Bapat Marg,
Lower Parel (W), Mumbai - 400 013

Phone: +91-22-6781 2000

Fax: +91-22-2493 5384

CIN-L72200MH2002PLC138213

CORPORATE OFFICE

1401-A & 1402,
One International Centre,
Tower-3, 14th Floor, S.B. Marg,
Prabhadevi (W), Mumbai - 400 013

Phone: +91-22-7181 8181



AGS TRANSCAT TECHNOLOGIES LIMITED

Corporate Identity Number: L72200MH2002PLC138213

Registered Office: 601-602 Trade World, B Wing, Kamala Mill Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India; Tel: +91-22-6781-2000

Corporate Office: 14th Floor, Tower 3, One International Center, Senapati Bapat Marg, Prabhadevi (West), Mumbai 400013, Maharashtra, India; Tel: +91-22-7181-8181

Website: www.agsindia.com **Email ID:** companysecretary@agsindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,

Notice is hereby given that the following proposed special resolution is being circulated for approval of the members of the Company to be accorded by Postal Ballot, either by physical ballot or remote e-voting ("e-voting"), in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") including amendments therein, if any, existing and forthcoming, as the case may be and other applicable provisions of the Act and the Rules, General Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications thereto or re-enactment thereof for the time being in force).

The Board of Directors of the Company recommends approval of shareholders for the special resolution appended in the Postal Ballot Notice below. The proposed special resolution along with the explanatory statement pursuant to Section 102 of the Act, setting out all material facts and reasons thereof are annexed hereto for consideration of the Members. Link Intime India Private Limited ("Link Intime"), the Company's Registrar and Share Transfer Agent, will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on the special resolution proposed in the Postal Ballot Notice by electronic means.

In terms of the MCA Circulars, the Company is allowed to send Postal Ballot Notice in electronic form only and hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelope is not required to be sent to the shareholders for the Postal Ballot undertaken upto December 31, 2022. **However, since the declaration of the result of the proposed Postal Ballot would extend beyond December 31, 2022, the Company, as a matter of good governance, is sending the Postal Ballot Notice to those shareholders whose name appear on the Register of Members / List of Beneficial Owners in respect of fully paid-up shares and partly paid-up shares as on Friday, December 9, 2022, being the cut-off date for the purpose, in electronic form to those shareholders whose email address is registered with Link Intime, and in physical form to those shareholders whose email address is not so registered.**

The Postal Ballot form is also enclosed to this Notice. Members have the option to vote either by Postal Ballot or through e-Voting. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the same, duly completed, in the enclosed postage-prepaid self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on Friday, January 13, 2023. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member(s), will also be accepted. Postal Ballot Forms received after the close of working hours i.e. 5:00 p.m. (IST) on Friday, January 13, 2023 will be treated as if no reply has been received from the Member.

SPECIAL BUSINESS:

PROPOSED RESOLUTION:

Item No.1 - To approve continuation of Directorship of Mr. Subrata Kumar Atindra Mitra (DIN - 00029961) as Non-Executive, Independent Director beyond the age of 75 years in his current tenure:

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

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Subrata Kumar Atindra Mitra (DIN -00029961), as a Non-Executive Independent Director of the Company on the Board of the Company from the day he attains the age of 75 years i.e., January 16, 2023 till the expiry of his current term on July 19, 2026, on the same terms and conditions as already approved by the Members of the Company in their meeting held on August 7, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

**By Order of the Board
For AGS Transact Technologies Limited**

Sneha Kadam
Company Secretary and Compliance Officer
(Mem No: ACS31215)

Date: November 9, 2022
Place: Mumbai

Notes and Instructions:

1. The Explanatory Statement under Section 102 of the Act and other applicable provisions, setting out the material facts and reasons for the resolution is appended herewith and is being sent along with a Postal Ballot Notice for consideration of the members.
2. The Postal Ballot Notice is being sent to all the Members, whose name appears in the register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on Friday, December 9, 2022. A person who is not a member as on the aforesaid date should treat this postal ballot notice for informational purposes only.
3. The Notice is being sent to the Members through email who have registered their email IDs with the Depositories (in case of demat holding) or the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("Link Intime") (in case of physical shareholding). Members who receive the Postal Ballot Notice by e-mail, but who wish to vote through physical Postal Ballot Form, can download the same from the website of the Company: www.agsindia.com. For Members whose e-mail IDs are not registered, physical copies of this Postal Ballot Notice are being sent by speed post or courier along with a Postal Ballot Form and a postage-prepaid self-addressed Business Reply Envelope. Alternatively, a Member may write to the Company for obtaining a duplicate Postal Ballot Form at companysecretary@agsindia.com.
4. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-Voting. In cases where Members cast their votes through both modes, votes cast electronically ("e-Voting") shall be treated as valid and votes cast through Postal Ballot Forms will be treated as invalid.
5. The Postal Ballot Notice has also been placed on Company's website at www.agsindia.com and Link Intime at <https://instavote.linkintime.co.in>.

6. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on Friday, December 9, 2022.
7. The date of completion of dispatch of Notices/e-mails will be announced through advertisement in Newspapers.
8. The Board of Directors has appointed Ms. Manisha Maheshwari (Membership No.: A30224), failing her, Mr. S.N. Bhandari (Membership No.: F761), of M/s. Bhandari & Associates, Company Secretaries as Scrutinizers for conducting the Postal Ballot/e-voting process in fair and transparent manner.
9. The voting period begins on Thursday, December 15, 2022 at 9:00 a.m. and ends on Friday, January 13, 2023 at 5:00 p.m. Members are requested to record their assent or dissent on the proposed resolution during such period, failing which it will be considered that no reply has been received from the Member.
10. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to bhandariandassociates@gmail.com.
11. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
13. The Scrutinizer will submit the report to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of e-voting i.e. on or before Tuesday, January 17, 2023. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.agsindia.com, on the website of Link Intime at <https://instavote.linkintime.co.in> and shall also be displayed at the Registered Office as well as Corporate Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.
14. The proposed special resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Friday, January 13, 2023. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
15. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to companysecretary@agsindia.com
16. In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Section 108 & 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standards - 2 issued by the Institute of Company Secretaries of India on general meetings ('SS-2'), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Board of Directors of the Company has appointed Link Intime India Private Limited ('the Agency') for facilitating e-voting to enable the members to cast their votes electronically.
17. **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL:
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM/ NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

- A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

CAST YOUR VOTE ELECTRONICALLY:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.
--	---

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%^*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 READ WITH SECTION 110 OF THE ACT:

ITEM NO. 1

The following Statement sets out all material facts relating to the Special Business item no. 1 as mentioned in the Notice:

Mr. Subrata Kumar Atindra Mitra (DIN 00029961) was appointed as a Non-Executive, Independent Director of the Company in terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') for a period of five years effective from July 20, 2021 by the Members of the Company in their meeting held on August 7, 2021. His first term as an Independent Director shall expire on July 19, 2026. In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the consent of the members by way of special resolution is required for appointment or continuation of Directorship of a Non-Executive Director, beyond the age of 75 years. Mr. Mitra will attain the age of 75 years on January 16, 2023 and the continuation of his Directorship will be subject to approval by the shareholders by means of a special resolution. Hence the approval of the shareholders is sought for the continuation of his Directorship on the Board of the Company from the day he attains the age of 75 years till expiry of his current term on the Board of the Company i.e., till July 19, 2026. Mr. Mitra doesn't hold any shares in the Company and is not related to any Director of the Company.

Notwithstanding that he has attained the age of 75 years, Mr. Mitra has over 40 years of professional experience in a wide range of financial services businesses in India. Currently, he is on the Board and Committees of several reputed companies in diverse industries as an independent Director. A brief profile of Mr. Mitra alongwith other details as required under SEBI Listing Regulations, Companies Act, 2013 and Secretarial Standard forms part of this Notice as "Annexure A".

Considering the vast knowledge, acumen and expertise of Mr. Mitra and the significant contributions made, the Board of Directors are of the opinion that Mr. Mitra has been an integral part of the Board and has provided valuable insights to the management during his tenure and his continuation as Director will be in the interest of the Company notwithstanding his completion of 75 years of age. In the opinion of the Board, Mr. Subrata Kumar Mitra fulfills the conditions specified in the Companies Act, 2013 and the SEBI Listing Regulations. The Board, basis the recommendation of Nomination and Remuneration Committee, is of the view that continued association of Mr. Mitra as an Independent Director of the Company would be of immense benefit and value to the Company.

A copy of the letter for appointment of Mr. Mitra as an Independent Director setting out the terms and conditions would be available for inspection without any fees by the members of the Company at the corporate office of the Company and also on the website at www.agsindia.com.

Save and except Mr. Subrata Kumar Atindra Mitra, none of the Directors/Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No. 1 of the Notice. The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the members.

**By Order of the Board
For AGS Transact Technologies Limited**

Sneha Kadam
Company Secretary and Compliance Officer
(Mem No: ACS31215)
Date: November 9, 2022

Place: Mumbai

“Annexure A”

Details of Director pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

MR. SUBRATA KUMAR MITRA

“Mr. Subrata Kumar Mitra holds a Master of Science degree from the University of Calcutta and a degree of Master in Management Science from the Texas Christian University, USA. Mr. Mitra is a well-known veteran with hands-on experience in a wide range of financial services businesses in India. In his early years, Mr. Mitra worked with reputed organisations such as American Express Bank as Head of Corporate Banking and Investment Banking in India, Standard Chartered Bank- Merchant Banking Division, GIC Mutual Fund - where he brought one of the earliest foreign investors in the industry. Thereafter, from 1994 to 2007, he served as the Group Director, Financial Services in the Aditya Birla Group and set up the highly successful financial services business. He has dealt with several global entities for entry into India and as joint venture partners. He has served on the Board of Directors and Committees of several reputed companies in different industries as an Independent Director and Advisor. He is also an advisor to a large international bank for over 12 years. He is associated with several international and domestic NGOs, Committees and Chambers in India and is a contributor of articles in various publications. He has been the India Correspondent for Asia Asset Management, Hong Kong for more than 10 years. Further, Mr. Mitra continues to be highly active in sports and professional fields.”

Director Identification Number (DIN)	00029961									
Date of Birth	January 16, 1948									
Age	74 years									
Date of Appointment	July 20, 2021									
Experience in specific functional area	Over 40 years of experience in the financial industry									
Expertise in specific functional area	Banking & Finance									
Qualifications	• Master of Science degree (University of Calcutta) • Master in Management Science from the Texas Christian University, USA									
List of Other Directorships	1. Onward Technologies Limited 2. IL&FS Engineering and Construction Company Limited 3. IL&FS Transportation Networks Limited 4. Centrum Capital Limited 5. PPFAS Asset Management Private Limited 6. Inditrade Fincorp Limited 7. Asirvad Micro finance Limited 8. Roadstar Investment Managers Limited 9. Centrum Broking Limited (CN)									
Names of listed entities in which the person also holds the directorship (excluding the Company)	1. Onward Technologies Limited 2. IL&FS Engineering and Construction Company Limited 3. IL&FS Transportation Networks Limited 4. Centrum Capital Limited									
*Names of listed entities in which the person also holds membership of Committees of the board	<table><tr><td rowspan="2"><u>Onward Technologies Limited</u></td><td><u>Member of Audit Committee</u></td></tr><tr><td><u>Chairman of Stakeholders Relationship Committee</u></td></tr><tr><td rowspan="2"><u>IL&FS Engineering and Construction Company Limited</u></td><td><u>Chairman of Audit Committee</u></td></tr><tr><td><u>Member of Stakeholders Relationship Committee</u></td></tr><tr><td><u>IL&FS Transportation Networks Limited</u></td><td><u>Chairman of Stakeholders</u></td></tr></table>		<u>Onward Technologies Limited</u>	<u>Member of Audit Committee</u>	<u>Chairman of Stakeholders Relationship Committee</u>	<u>IL&FS Engineering and Construction Company Limited</u>	<u>Chairman of Audit Committee</u>	<u>Member of Stakeholders Relationship Committee</u>	<u>IL&FS Transportation Networks Limited</u>	<u>Chairman of Stakeholders</u>
<u>Onward Technologies Limited</u>	<u>Member of Audit Committee</u>									
	<u>Chairman of Stakeholders Relationship Committee</u>									
<u>IL&FS Engineering and Construction Company Limited</u>	<u>Chairman of Audit Committee</u>									
	<u>Member of Stakeholders Relationship Committee</u>									
<u>IL&FS Transportation Networks Limited</u>	<u>Chairman of Stakeholders</u>									

	<table><tr><td></td><td><u>Relationship Committee</u></td></tr><tr><td></td><td><u>Chairman of Audit Committee</u></td></tr></table>		<u>Relationship Committee</u>		<u>Chairman of Audit Committee</u>
	<u>Relationship Committee</u>				
	<u>Chairman of Audit Committee</u>				
Names of listed entities from which the person has resigned in the past three years	Resigned from Wires & Fabriks (SAS) Limited w.e.f. March 29, 2020				
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A				
Shareholding in the company	NIL				
Details of remuneration sought to be paid and the remuneration last drawn by such person	<u>Remuneration last drawn:</u> During FY 2021-22, he was paid Sitting fees amounting to Rs. 1.75 million and Commission (as approved by the shareholders at the 19th Annual General Meeting of the Company): Rs.1.68 million <u>Proposed remuneration:</u> • Sitting fees of Rs.100,000 per Board meeting and Rs.50,000 per Committee meeting attended; and • Profit related commission as declared by the Board and approved by the shareholders. •				
The number of Meetings of the Board attended during the year	During FY 2021-22, Mr. Mitra attended 16 (Sixteen) Board meetings held during the financial year.				
Performance evaluation report of such Director or summary thereof	The performance evaluation of Mr. Mitra was carried out by the Board and the NRC based on various criteria, inter-alia, including attendance at Board and Committee Meetings and their advice, inputs and contribution therein, skills possessed, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry, etc. The Board, basis the recommendation of Nomination and Remuneration Committee, is of the view that continued association of Mr. Mitra as an Independent Director of the Company would be of immense benefit and value to the Company.				
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The core skills/expertise/ competencies as required in the case of an independent director are well defined by the Nomination and Remuneration Committee of the Board in the context of its business and sector. Considering his educational background, rich professional experience of 4 decades in the financial industry and his valuable contribution to the Company and Board/ Committee deliberations, the Nomination and Remuneration Committee of the Board is of the view that Mr. Subrata Kumar Mitra possesses relevant skills and capabilities required on the Board as an Independent director and that his continued association would be beneficial to the Company.				

**Includes Directorship/ Chairmanship / Membership of Audit Committees and Stakeholders' Relationship Committee of other Public Limited Companies only (Whether Listed or not).*