



CADSYS (INDIA) LTD

Regd. Office: 3-5-900/1, 4th Floor,
Aparajitha Arcade, Himayath Nagar,
Hyderabad - 500 029.
Phone: 040 - 23226796
URL : www.cadsystech.com
CIN: U72200AP1992PLC014558

To,

Date: September 5th, 2019

The Manager - Listing Department,
The National Stock Exchange of India Limited - EMERGE,
Exchange Plaza, NSE Building,
Bandra Kurla Complex,
Mumbai - 400 051.

NSE Symbol: CADSYS

ISIN No.: INE090Y01013

Dear Sir/Madam,

Subject: Intimation of 28th Annual General Meeting of Cadsys (India) Limited.

Notice is hereby given that, the 28th Annual General Meeting of the members of Cadsys (India) Limited will be held on September 30th, 2020 at 9.00 A.M. IST through Video conferencing and other Audio-Visual means, to transact the business as set out in the Notice.

A copy of the notice approved by the Board of Directors in the Meeting of the Board held on September 5th, 2020 is attached hereunder for your reference.

We request the Stock Exchange and the Shareholders of the Company to kindly take the above information on record.

Thanking You,

For and on behalf of Cadsys (India) Limited

Babladi Shailaja
Company Secretary and Compliance Officer
Membership No. A42918



Enclosed: Notice for AGM of Cadsys (India) Limited for the Financial Year 2019-20.



NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CADSYS (INDIA) LIMITED WILL BE HELD ON WEDNESDAY THE 30TH DAY OF SEPTEMBER, 2020 AT 09:00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. Adoption of Financial Statements:

To receive, consider, discuss and adopt –

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Board's Report and Auditor's Report thereon and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Board's Report and Auditor's Report thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

- (a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2020, the Board's Report and Auditor's Report thereon placed before this meeting, be and are hereby received, considered and adopted."
- (b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2020, the Board's Report and Auditor's Report thereon placed before this meeting, be and are hereby received, considered and adopted."

2. Re-appointment of Shri. Sripadarajan Nagarajan as a Director, liable to retire by rotation:

To appoint a Director in place of Shri. Sripadarajan Nagarajan (DIN: 05262644), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is accorded to re-appoint Shri. Sripadarajan Nagarajan (DIN: 05262644), as a Director to the extent that he is liable to retire by rotation."



3. To appoint Auditors and fix their remuneration:

To appoint Auditors and fix their remuneration 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s Dharapaneni & Co., Chartered Accountants, bearing Registration No: 000685S be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM of the Company to be held for the FY 2024-25, to examine and audit the accounts of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

“RESOLVED FURTHER THAT the Board be and is here by authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

SPECIAL BUSINESS

4. To Consider and approve Re-appointment of Shri. N.C.V Rangacharya (01067596) as Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or amendments or re-amendments thereof, if any, for the time being in force and in accordance with the Articles of Association of the Company, approval of members be and is hereby granted to the Board of Directors of Company for the re-appointment of Shri. N. C. V Rangacharya (01067596) as a Managing Director, for a period of 5 (five) years with effect from 01st April, 2020.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such other acts, deeds, matters and things as may be necessary, in the best interests of the Company and sign, execute and submit all necessary documents, applications and returns with the statutory authorities to give effect to the above resolution along with filing of necessary E-Forms with the Registrar of Companies, Telangana, Ministry of Corporate Affairs.”

5. To Consider and approve Smt. Nallani Chakravarthi Padmaja (DIN: 01173673) as a Whole-Time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and



3. To appoint Auditors and fix their remuneration:

To appoint Auditors and fix their remuneration 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s Dharapaneni & Co., Chartered Accountants, bearing Registration No: 000685S be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM of the Company to be held for the FY 2024-25, to examine and audit the accounts of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

“RESOLVED FURTHER THAT the Board be and is here by authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

SPECIAL BUSINESS

4. To Consider and approve Re-appointment of Shri. N.C.V Rangacharya (01067596) as Managing Director of the Company:

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

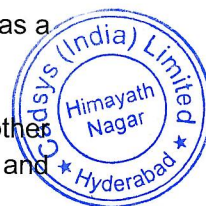
“RESOLVED THAT pursuant to the provisions of Sections 196 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or amendments or re-amendments thereof, if any, for the time being in force and in accordance with the Articles of Association of the Company, approval of members be and is hereby granted to the Board of Directors of Company for the re-appointment of Shri. N. C. V Rangacharya (01067596) as a Managing Director, for a period of 5 (five) years with effect from 01st April, 2020.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such other acts, deeds, matters and things as may be necessary, in the best interests of the Company and sign, execute and submit all necessary documents, applications and returns with the statutory authorities to give effect to the above resolution along with filing of necessary E-Forms with the Registrar of Companies, Telangana, Ministry of Corporate Affairs.”

5. To Consider and approve Smt. Nallani Chakravarthi Padmaja (DIN: 01173673) as a Whole-Time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and



Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or amendments or re-amendments thereof, if any, for the time being in force and in accordance with the Articles of Association of the Company, approval of members be and is hereby granted to the Board of Directors of Company for the re-appointment of Smt. Nallani Chakravarthi Padmaja (DIN: 01173673), as a Whole-Time Director, designated as Executive Director of the Company, for a period of 5 (five) years with effect from 01st April, 2020."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such other acts, deeds, matters and things as may be necessary, in the best interests of the Company and sign, execute and submit all necessary documents, applications and returns with the statutory authorities to give effect to the above resolution along with filing of necessary E-Forms with the Registrar of Companies, Telangana, Ministry of Corporate Affairs."

6. To Consider and approve payment of remuneration for professional services to Shri. Sripadarajan Nagarajan, Non-executive Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), rules made there under ("the Rules"), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or amendments or re-amendments thereof, if any, for the time being in force and in accordance with the Articles of Association of the Company, approval of members be and is hereby granted to the Board of Directors of Company that Shri. Sripadarajan Nagarajan, the Non-Executive Director of the Company be paid annually, for each of the financial years commencing from 1st April, 2020, Professional fee of an amount not exceeding ₹5 lakhs (Rupees Five Lakhs only) per month in addition to the fees for attending the meetings of the Board and its Committees."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such other acts, deeds, matters and things as may be necessary, in the best interests of the Company and sign, execute and submit all necessary documents, applications and returns with the statutory authorities to give effect to the above resolution along with filing of necessary E-Forms with the Registrar of Companies, Telangana, Ministry of Corporate Affairs."

Date: 5th September 2020

Place: Hyderabad



Cadsys (India) Limited

Sd/-

N.C. Padmaja

Whole-Time Director

DIN: 01173673

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of Companies Act, 2013)

Item No. 4:

Existing term of Shri. N.C.V Rangacharya as Managing Director of the Company was completed on 31st March, 2020 and as such pursuant to the provisions of Sections 196 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company (the 'Board'), at its meeting held on 26th March, 2020 has, subject to the approval of members, re-appointed Shri N.C.V Rangacharya as Managing Director, for a further period of 5 (five) years w.e.f 01st April, 2020 from the expiry of his present term.

It is proposed to seek the members' approval for the re-appointment of Shri N.C.V Rangacharya as Managing Director, in terms of the applicable provisions of the Companies Act, 2013 (Hereinafter referred as ("The Act"))

Broad particulars of the terms of re-appointment of Shri N.C.V Rangacharya are as under:

Brief resume of Shri N.C.V Rangacharya:

Shri. N.C.V Rangacharya has been in the office as Managing Director since the inception of the Company. He was last re-appointed on 01st April, 2015 for a term of 5 (five) years w.e.f 01st April, 2015. During the term of Shri. N.C.V Rangacharya as Managing Director, the Company has made considerable progress in all the spheres and is optimistic on the future progress of the Company.

Shri. N.C.V Rangacharya is an M. Tech graduate from IIT, Chennai, India and has vast experience in Outsourcing, Marketing, Operations, Program Management and Project Management. He is also an expert in workflow design and process re-engineering an essential requirement for ITES industry. Ever since the inception of the company he has built up a team of professionals in every major area of Business (R&D, Marketing and Technical services etc...).

As the founder of Cadsys (India) Limited, Mr. Rangacharya has created a vision and path for the growth of the Company through his skills, talent and commitment. The Company has made remarkable progress under his guidance and supervision and has embarked upon the expansion and diversification activities to achieve a much higher growth rate.

The Directors recommend the resolution for your approval as a Special Resolution

Except Shri N.C.V Rangacharya, Smt. N.C Padmaja and Smt. N.C. Madhavi none of the Directors/ KMPs and their relatives is interested in this Resolution.



Item No. 5:

Existing term of Smt. N.C. Padmaja as Whole-Time Director of the Company was completed on 31st March, 2020 and as such pursuant to the provisions of Sections 196 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company (the 'Board'), at its meeting held on 26th March, 2020 has re-appointed Smt. Nallani Chakravarthi Padmaja as a Whole-Time Director, subject to the approval of members of the Company, for a further period of 5 (five) years w.e.f. 01st April, 2020 from the expiry of her present term.

It is proposed to seek the members' approval for the re-appointment of Smt. Nallani Chakravarthi Padmaja as a Whole-Time Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of Smt. Nallani Chakravarthi Padmaja are as under:

Brief resume of Smt. Nallani Chakravarthi Padmaja:

Smt. Nallani Chakravarthi Padmaja handles the departments of Administrative and Financial Affairs of the Company. Before joining Cadsys, she was one of the leading members of Hyderabad Stock Exchange with over 2 decades of experience in the fields of Finance, Administration and General Management of the Company Affairs. During the tenure of Smt. Nallani Chakravarthi Padmaja as Whole-Time Director, the Company has made considerable progress in all the spheres and is optimistic on the future progress.

The Directors recommend the resolution for your approval as a Special Resolution

Except Smt. Nallani Chakravarthi Padmaja, Shri. N.C.V Rangacharya and Smt. N.C. Madhavi none of the Directors/ KMPs and their relatives is interested in this Resolution.

Item No. 6:

Shri. Nagarajan holds a bachelor's degree in Science from Osmania University and a bachelor's degree of Technology in Engineering (Computer Science) from University of Hyderabad. He has over twenty-five years of experience in software industry which includes a seven-year stint at USA. Prior to joining Cadsys, Nagarajan headed software product development at GE Power Control. Shri. Nagarajan started his career as a software engineer at TCS and later had rich experience managing IT and software development projects at top tier companies such as Pfizer, Marsh & McLennan in NY, Dun & Bradstreet NJ, Hyperion Financials CT. He has been associated with the Company in the capacity of a director since 30th April 2012.

Nagarajan has expressed his willingness to provide his expertise knowledge in the matters related to Project management and operations. The Board of Directors of the Company (the 'Board'), at its meeting held on 26th March, 2020, has resolved that subject to the approval of members of the Company, pursuant to the provisions of Sections 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), rules



made there under ("the Rules"), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compensation for the professional services for Shri. Sripadarajan Nagarajan, the Non-Executive Director of the Company, be paid on a monthly basis, for each of the financial years commencing from 1st April, 2020, Professional fee of an amount not exceeding ₹5 lakhs (Rupees Five Lakhs only) on monthly basis in addition to the fees for attending the Board and Committee meetings.

It is proposed to seek the members' approval for the payment of Professional fee or such other fee to Shri. Nagarajan as the Board may determine, in terms of the applicable provisions of the Act.

The Directors recommend the resolution for your approval as a Special Resolution

Except Mr. Sripadarajan Nagarajan none of the Directors/ KMPs and their relatives is interested in this Resolution.



Cadsys (India) Limited

Sd/-

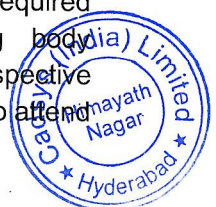
N.C Padmaja

Whole Time Director

DIN: 01173673

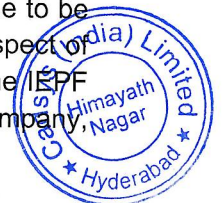
NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto and forms part of this notice. The Board of Directors have considered and decided to include the Items mentioned under Special Business in the forthcoming AGM, as they are unavoidable in nature.
2. The relevant details, pursuant to provisions of Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed to this Report. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
3. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 20/2020 dated 5th May, 2020 in relation to 'Clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Circulars, the 28th AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM will be the place from where the Chairman of the Board conducts the AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip, and Route Map are not annexed to this Notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) pursuant to Section 113 of the Companies Act, 2013 are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative together with the respective specimen signatures of those representative(s) authorized under the said Resolution to attend



the AGM through VC / OAVM on its behalf and to vote thereof. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to consult@ranjcs.com with a copy marked to cs@cadssystech.com.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available for 500 (Five Hundred) members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cadssystech.com. The Notice can also be accessed from the websites of National Stock Exchange of India Limited at www.nseindia.com and on NSE Emerge platform at https://www1.nseindia.com/emerge/index_sme.htm. The AGM Notice is also disseminated on the website of the company at - www.cadssystech.com. Members who have any other queries, may write to us at cs@cadssystech.com.
9. The members who have cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again.
10. The Registers of Directors, Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@cadssystech.com.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney and update bank account details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s).
12. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company.



within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at cs@cadssystech.com on or before 7 days of the Annual General Meeting i.e., before **05.00 P.M. IST on 24th September 2020**. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the FY 2019-20 (Financial Statement viz. Balance Sheet, Profit & Loss Statement, Directors' Report and Auditor's Report etc. will be sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participants unless a member has requested for a hard copy of the same. Members are requested to support the "Green Initiative" and get their email addresses registered with their Depository Participants in case of shares held in Demat form for future correspondences with the Company.
17. The Register of Members and Share Transfer Books of the Company will remain closed from **24th September 2020 to 30th September 2020** (both days inclusive).
18. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number on all correspondences with the Company. The transfer deeds, communication for change of address, bank details, ECS details, mandates (if any), should be lodged with the Registrar & Share Transfer Agents (RTA) of the Company, Bigshare Services Private Limited. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.
19. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circular, the Company is providing its members the facility to exercise their right to vote on resolutions proposed to be



considered at the AGM by electronic means (by using the electronic voting system provided by NSDL). The manner of voting remotely by members holding shares in dematerialized mode is provided in the instructions for e-voting section which forms part of this Notice.

20. The members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
21. The e-voting period commences on 26th September 2020 at **09.00 A.M.** IST and ends on 29th September 2020 at **05:00 P.M.** IST. During this period, members holding shares, as on cut-off date, i.e. as on 25th September 2020 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 25th September 2020.
22. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
23. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
24. . SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
25. The Company has appointed CS Nitesh Agarwal, Partner at M/s. RANJ & Associates, Company Secretaries to act as the Scrutinizer & shall scrutinize the entire voting process to be conducted through VC/OAVM. The Scrutinizer, Email ID: is consult@ranjcs.com, who shall scrutinize the process in fair and transparent manner.



**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM
ARE AS UNDER:**

1. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/ Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members may also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
3. Members who would like to express their views/ask questions as a Speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to cs@cadssys tech.com between **19th September 2020 (09:00 a.m. IST) and 23rd September 2020 (05.00 p.m. IST)**. Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
4. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or call on toll free no.:1800-222-990.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on 26th September 2020 at 09:00 A.M. and ends on 29th September 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.



c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your **"Initial Password"**?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

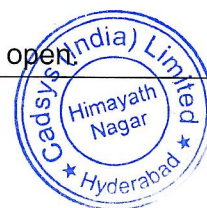
6. If you are unable to retrieve or have not received the **"Initial password"** or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



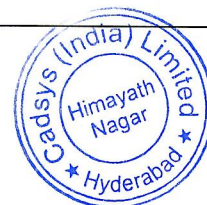
Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to consult@ranjcs.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in.



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

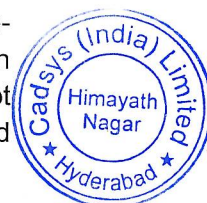
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to – cs@cadstysystech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@cadstysystech.com
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password



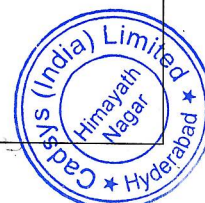
may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@cadssystech.com.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@cadssystech.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



Details of Director recommended for appointment / reappointment at the AGM as required
Under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

S. No.	Particulars	Information	Information	Information
1.	Name of Director	Shri. Sripadarajan Nagarajan	Shri. N.C.V Rangacharya	Smt. Nallani Chakravarthi Padmaja
2.	Director Identification Number	05262644	01067596	01173673
3.	Brief Resume of Director	Shri. Nagarajan holds a bachelor's degree in Science from Osmania University and a bachelor's degree of Technology in Engineering (Computer Science) from University of Hyderabad. He has over twenty-five years of experience in software industry which includes a seven-year stint at USA. Prior to joining Cadsys, Nagarajan headed software product development at GE Power Control. Shri. Nagarajan started his career as a software engineer at TCS and later had rich experience managing IT and software development projects at top tier companies such as Pfizer, Marsh & McLennan in NY,	Shri. N.C.V Rangacharya is M. Tech from IIT, Chennai and has wide-ranging experience in Software Development, CAD and Marketing. He is also an expert in workflow design and process re-engineering an essential requirement for ITES industry.	Smt. Nallani Chakravarthi Padmaja handles the departments of Administrative and Financial Affairs of the Company. Before joining Cadsys, she was one of the leading members of Hyderabad Stock Exchange with over 2 decades of experience in the fields of Finance, Administration and General Management of the Company Affairs.



		Dun & Bradstreet NJ, Hyperion Financials CT.		
4.	Nature of her expertise in specific functional areas	Provides expert advices and strategies on the development of Software which are used in our GIS business.	He is an expert in workflow design and process re-engineering an essential requirement for ITES industry	She is well versed with handling the departments of Administrative and Financial Affairs of the Company
5.	Disclosure of relationships between Directors inter-se	NIL	Smt. Padmaja Nallani Chakravarthi-Sister and Smt. N.C. Madhavi-Sister	Shri N.C.V Rangacharya-Brother and Smt. N.C. Madhavi-Sister
6.	Names of listed entities in which the person also holds the Directorship	NIL	NIL	NIL
7.	The membership of Committees of the board	He is holding membership in Nomination and Remuneration Committee.	He is holding membership in Audit Committee, Stakeholder's Relationship Committee and CSR Committee.	She is holding membership in Stakeholder's Relationship Committee and CSR Committee.
8.	Disclosure of Disqualification	He is not disqualified from being appointed as a Director	He is not disqualified from being appointed as a Director	She is not disqualified from being appointed as a Director

