



## ALLSEC TECHNOLOGIES LIMITED

CIN : L72300TN1998PLC041033

Regd. Office: 46C, Velachery Main Road, Velachery, Chennai - 600 042.

Ph : 044-42997070 email : investorcontact@allsectech.com

### Notice of Annual General Meeting

**Notice** is hereby given that the 21st Annual General Meeting of the Shareholders of **ALLSEC TECHNOLOGIES LIMITED** ("Company") will be held on 30th day of September 2020 at 4.30 p.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

#### Ordinary Business:

1. To receive, consider and adopt:
  - (a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Board's Report and the Auditors' Report thereon; and
  - (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Ajit Isaac (DIN: 00087168) who retires by rotation and being eligible, offers himself for re-appointment.

#### Special Business:

3. **Appointment of Mr. Krishna Suraj Moraje (DIN: 0008594844) as Non-Executive Non Independent Director**

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 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Krishna Suraj Moraje (DIN: 0008594844) who was appointed as an Additional Director on January 24, 2020 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

4. **Appointment of Mr. Subramanian Ramakrishnan (DIN: 03522114) as Non-Executive Non Independent Director**

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 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Subramanian Ramakrishnan (DIN: 03522114) who was appointed as an Additional Director of the Company by the Board of Directors on March 31, 2020 effective from April 1, 2020 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

5. **Payment of Commission to Independent Directors**

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 Sections 149 (9), 197, 198 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the payment of annual commission to Independent Directors of the Company for each financial year with effect from financial year commencing from April 1, 2019 provided however that the aggregate commission paid to all Independent Directors of the Company shall not exceed one percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 for or in respect of a financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be is are hereby authorized severally to do all such acts, deeds and things as may be necessary in this regard.”

**6. Fixation of fees under Section 20 of the Companies Act, 2013**

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 20 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as “the Act”) and relevant rules prescribed thereunder, if any, whereby, a document may be served on any Member by the Company by sending it to him / her by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Members be and is hereby accorded to charge from the Member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents, pursuant to any request by such Member for delivery of documents, through a particular mode of service mentioned above provided, such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the Member.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the aforesaid resolution.”

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the Member organization.

A person can act as a proxy on behalf of Members (not exceeding 50 Members) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member. Revenue Stamp should be affixed on Proxy form along with the shareholder and Proxy holder signature without which the forms will be invalid.

2. In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and in terms of Ministry of Corporate Affairs (“MCA”) Circular No. 20/2020 dated 5th May, 2020 read with Circular 14/2020 dated 8th April, 2020, Circular 17/2020 dated 13th April, 2020 (“MCA Circulars”) and Securities and Exchange Board of India (SEBI) Circular dated 12th May, 2020, in place of physical presence of the Members at common venue the Annual General Meeting (AGM) is being conducted through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”). The deemed venue for the AGM shall be the Registered Office of the Company.
3. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS facility is available. Hence, the members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, ECS mandates, power of attorney, change of address / name, etc., to their Depository Participant only and not to the Company’s Registrar and Transfer Agent. Changes intimated to the Depository Participant will help the Company and its Registrars to provide efficient and better services to the Members.
4. In case of joint holders attending the AGM, only such joint holder who is senior by the order in which the names stands in the register of members will be entitled to vote.
5. The Register of Members of the Company and Share Transfer Books thereof will be closed from 19th September 2020 to 29th September 2020.

Relevant documents referred to in the Notice are open for inspection by the Members at the Corporate Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.

6. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

7. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy (ies) of their Annual Report.
8. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or Karvy cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.
8. The Company’s Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is KFin Technologies Limited (“Karvy”) having its office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032.
9. As per the Circular No.17 / 95 / 2011 CL-V dated 21st April, 2011 issued by the Ministry of Corporate Affairs, to facilitate the Green Initiative in the Corporate Governance, share holders are allowed to receive the Notice / Documents like Annual report, etc. through electronic mode i.e: to their e-mail address registered with the Company / Depository Participant.
10. In line with the above initiative by the Ministry of Corporate Affairs, all the members are requested to update their email address on their respective depository account with the Depository Participant to provide better service at all times.
11. Electronic copy of the Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes.
12. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Karvy.
13. As an austerity measure, copies of the Annual Report will not be distributed at the AGM. Members are

requested to bring their attendance slip alongwith a copy of Annual Report to the Meeting.

#### **Voting through electronic means**

14. The Company has provided ‘remote e-voting’ (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 21st Annual General Meeting of the Company (the AGM Notice).
15. The facility for e-voting shall also be made available at the 21st AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
16. The Company has appointed M/s. Mohan Kumar & Associates, Practicing Company Secretaries, Flat No. F-1, Sudarsan Apartments, 72, VGP Selva Nagar, Second Main Road, Velachery, Chennai-600042 as the Scrutinizer for conducting the remote e-voting and the e-voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 18th September 2020 as the ‘Cut-off Date’. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 18th September 2020 only.

#### **SHAREHOLDERS’ INSTRUCTIONS FOR E-VOTING**

##### **CDSL e-Voting System – For Remote e-voting and e-voting during the AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05,

2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. 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. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 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.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. 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.allsectech.com](http://www.allsectech.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

#### THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 27th September 2020 (9.00 am IST) and ends on 29th September 2020 (5.00 pm IST). 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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 e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	<ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company/RTA email id.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.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 EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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 by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the 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 available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

### **(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorcontact@allsectech.com](mailto:investorcontact@allsectech.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call 1800225533.

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

### **Item No. 3**

Mr. Krishna Suraj Moraje (DIN: 0008594844) was appointed by the Board of Directors as an Additional Director of the Company in the category of Non-Executive Non Independent Director with effect from January 24, 2020. In terms of Section 161(1) of the Companies Act, 2013, Mr. Moraje holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Moraje is currently Executive Director and Group CEO of Qness Corp Limited. He has over 20 years of experience in counselling institutions across sectors (including technology, IT services, financial services, telecom, utilities, consumer and media) on strategic, organizational and operational issues. Previous roles include establishing the McKinsey’s African Tech Media and Telecoms practice, and transforming the Philippines Office as the Managing Partner for the country. He holds a BE from National Institute of Technology in Surat, and a PGDM from the Indian Institute of Management in Ahmedabad.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 3 of the Notice for the appointment of Mr. Krishna Suraj Moraje as a Director, liable to retire by rotation.

A statement containing his profile is given as per Annexure 1.

Except Mr. Suraje, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

### **Item No. 4**

Mr. Subramanian Ramakrishnan (DIN: 03522114) was appointed by the Board of Directors as an Additional Director of the Company in the category of Non-Executive

Non Independent Director with effect from April 1, 2020. In terms of Section 161(1) of the Companies Act, 2013, Mr. Ramakrishnan holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Subramanian Ramakrishnan is presently Chief Financial Officer (CFO) of Qess Corp Limited, ultimate holding Company of Allsec. He is a qualified Chartered Accountant, Cost & Management Accountant and Company Secretary and has over 23 years of rich Industry experience. He has rendered services in Manufacturing, IT and Services sectors. His previous assignments include large Organizations like Ingram Micro India, Mphasis, Hewlett Packard, IBM, Timken, Ford, Sanmar Engineering and Sansara Engineering. His vast experience in Controllershship, Treasury and Financial Planning & analysis has been instrumental in driving operational efficiency across various functions by automating multiple processes in those roles. He has been instrumental in handling quite a few cross-border acquisitions.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 4 of the Notice for the appointment of Mr. Subramanian Ramakrishnan as a Director, liable to retire by rotation.

A statement containing his profile is given as per Annexure 1.

Except Mr. Ramakrishnan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

#### **Item No. 5**

The members are apprised that as per the provisions of Companies Act, 2013, with the approval of the Members of the Company by way of a Ordinary Resolution, a Company may make payments by way of commission to its Non-Executive Directors (including Independent Directors), in addition to the sitting fees for attending

the meetings of the Board of Directors or Committees thereof, and such remuneration by way of commission cannot exceed 1% of the net profits of the Company.

Considering the contribution and the crucial role played by the Independent Directors in the growth of the Company with their independent functioning in the Board and the external perspective to the decision-making and the strategic guidance they offer while maintaining objective judgments, the Board recommends the proposal of payment by way of Commission to its Independent Directors i.e. Mr. Milind Chalisgaonkar, Mr. Sanjay Anandaram and Ms. Lakshmi Sarada R. in addition to the sitting fees, upto 1% of the net profits of the Company for a particular year.

The Board recommends the passing of an Ordinary Resolution as set out in the Item No. 5 of the Notice for the payment of annual commission to the Independent Directors of the Company i.e. Mr. Milind Chalisgaonkar, Mr. Sanjay Anandaram and Ms. Lakshmi Sarada R.

Except Mr. Milind Chalisgaonkar, Mr. Sanjay Anandaram and Ms. Lakshmi Sarada R., none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

#### **Item No. 6**

As per the applicable provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as may be determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Ordinary Resolution at Item No. 6 of the accompanying Notice for Members' approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Place: Chennai  
Date: 18th May 2020

#### **Registered Office:**

46C, Velachery Main Road, Velachery, Chennai - 600042  
Email: investorcontact@allsectech.com

CIN: L72300TN1998PLC041033

By Order of the Board of Directors

**Gagan Preet Singh**  
DGM-Legal & Company Secretary  
FCS No.: 7250

**Additional information of Directors to be re-appointed / appointed at the 21st Annual General Meeting pursuant to SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Secretarial Standards-2**

Name	Mr. Ajit Isaac	Mr. Krishna Suraj Moraje	Mr. Subramanian Ramakrishnan
Brief resume	Ajit Isaac is the Chairman and Managing Director at Qess Corp. Limited. He is credited with building Qess Corp into India's largest business services provider within a span of 10 years under his leadership. He was the founder of PeopleOne Consulting, which was sold to Adecco SA of Switzerland in 2004. Prior to his becoming an entrepreneur, Mr. Isaac worked for about ten years in industries across sectors such as steel, oil, energy, financial services and telecom in various senior management positions.	Mr. Moraje is currently Executive Director and Group CEO of Qess Corp Limited. He has over 20 years of experience in counselling institutions across sectors (including technology, IT services, financial services, telecom, utilities, consumer and media) on strategic, organizational and operational issues. Previous roles include establishing the McKinzeys African Tech Media and Telecoms practice, and transforming the Philippines Office as the Managing Partner for the country.	Mr. Subramanian Ramakrishnan is presently Chief Financial Officer (CFO) of Qess Corp Limited, ultimate holding Company of Allsec. He has rendered services in Manufacturing, IT and Services sectors. His previous assignments include large Organizations like Ingram Micro India, Mphasis, Hewlett Packard, IBM, Timken, Ford, Sanmar Engineering and Sansara Engineering.
Age	53 years	43 years	48 years
Qualification	Gold medalist in PG programme in HR from Madras School of Social Works and a British Chevening Scholar from the Leeds University	BE from National Institute of Technology in Surat, and a PGDM from the Indian Institute of Management in Ahmedabad.	Qualified Chartered Accountant, Cost & Management Accountant and Company Secretary with over 23 years of rich Industry experience.
Experience	29 years	20 years	23 years
Remuneration last drawn	NA	NA	NA
Nationality	Indian	Indian	Indian
Expertise in specific functional area	Expertise in identifying value-accretive and transformative deals combined with his focus on operational efficiency and business.	Over 20 years of experience in counselling institutions across sectors (including technology, IT services, financial services, telecom, utilities, consumer and media) on strategic, organizational and operational issues.	His vast experience in Controllorship, Treasury and Financial Planning & analysis has been instrumental in driving operational efficiency across various functions by automating multiple processes in those roles. He has been instrumental in handling quite a few cross-border acquisitions.
Date of first appointment on the Board of the Company	May 29, 2019	January 24, 2020	April 1, 2020