



## 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](http://www.cadsystech.com)  
CIN: U72200AP1992PLC014558

To,

Date: September 1<sup>st</sup>, 2018

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 26<sup>th</sup> Annual General Meeting of Cadsys (India) Limited.**

Notice is hereby given that, the 26<sup>th</sup> Annual General Meeting of the members of Cadsys (India) Limited will be held on September 29, 2018 at 10.00 A.M. IST at 3-6-784/227, Taj Mahal Hotel, Himayatnagar, Hyderabad, Telangana - 500 029, 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 1<sup>st</sup>, 2018 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 2017-18.



IS 594300



FS 594299

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CADSYS (INDIA) LIMITED WILL BE HELD ON SATURDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2018 AT 10.00 AM IST AT 3-6-784/227, TAJ MAHAL HOTEL, NARAYANAGUDA, HYDERABAD, TELANGANA, INDIA, TO TRANSACT THE FOLLOWING BUSINESSES:

**ORDINARY BUSINESS**

**1. Adoption of Financial Statements:**

To receive, consider, discuss and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31<sup>st</sup>, 2018, and (b) the audited consolidated financial statement of the Company for the financial year ended March 31<sup>st</sup>, 2018 together with the Board's Report and Auditors' 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 March 31<sup>st</sup>, 2018, the Board's Report and Auditors' 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 March 31<sup>st</sup>, 2018 and the report of Auditors thereon placed before this meeting, be and are hereby received, considered and adopted."





## 2. Declaration of Dividend:

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To consider and declare final dividend of Re. 1/- per equity share for the Financial year ended March 31<sup>st</sup>, 2018 and in this regard, consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a final dividend at the rate of 10% of the face value of the equity share (i.e. Re. 1/- per Equity share) for the financial year ended on March 31<sup>st</sup>, 2018 be and is hereby declared and approved."

## 3. Re-appointment of Mr. Sripadarajan Nagarajan as a Director liable to retire by rotation:

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To appoint a director in place of Mr. 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 Mr. Sripadarajan Nagarajan (DIN: 05262644) as a director to the extent that he is liable to retire by rotation."

## 4. Ratification of Appointment of Statutory Auditors:

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To Ratify the Appointment of Statutory Auditors of the Company and in this regard consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:



"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to resolution passed by the members at the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company, the appointment of M/s Narven Associates, Peer reviewed Chartered Accountants, bearing firm Registration No: 0059055 as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM be and is hereby ratified, 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 hereby authorized to do all other acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

#### **SPECIAL BUSINESS:**

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**5. Approval of Managerial Remuneration to be paid to Mr. Nallani Chakravarthi Venkata Rangacharya (DIN: 01231778), Managing Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of Companies Act, 2013 (hereinafter referred to as "**the Act**") read with Schedule V of the Act read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including and statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by Nomination and Remuneration Committee, approval of members be and is hereby accorded for the payment of remuneration to Mr. N.C.V Rangacharya



**CADSYS**



(DIN: 01231778), Managing Director of the Company, w.e.f. April 01<sup>st</sup>, 2018 for a period of 3 (three) years on the following terms and conditions mentioned:

**A. Salary / Remuneration (Rs. / annum):**

The maximum amount of remuneration payable is INR 84,00,000/- (Rupees Eighty Four Lakhs Only) Per Annum. Provided, the Company shall fix such amount of remuneration payable per month for the said term that is equal to or less than maximum limit of INR. 7,00,000/- (Rupees Seven Lakhs Only) payable per month.

**B. Commission:**

In the year of adequate profits, the commission payable will be in addition to the basic salary, perquisites and allowances, the amount of which, based on the net profits of the company in that particular year, shall be subject to the overall ceilings laid down under Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder.

**C. Perquisites / Benefits:**

Perquisites (evaluated as per Income Tax Act, 1961 and Rules framed thereunder, where applicable), including but not restricted to the benefits of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, personal accident insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, payment of Income Tax on perquisites by the Company to the extent permissible under the Income Tax Act, 1961 and rules framed thereunder; medical reimbursement, leave and leave travel concession, provident fund, superannuation fund, gratuity and other retirement benefits, in accordance with the schemes and rules applicable from time to time, governing the aforesaid benefits. House Rent Allowance shall be allowed as per the rules of the Company within the overall limit specified above.



**D. Other Terms and Conditions:**

The total remuneration and perquisites / benefits contemplated as per clause A, B, C above, including contribution towards retirement benefits, leave encashment, home leave expenses for expatriates etc, as per the rules of Company payable to the Managing Director of the Company shall not exceed limits as specified under provisions of section 197, 198 and Schedule V and all other applicable provisions of

the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force).

The Limits stipulated in this resolution are the maximum limits and the Board may in its absolute discretion pay to Managing Director lower remuneration and revise the same from time to time within the maximum limits stipulated by this resolution.

In absence or inadequacy of profits in any financial year, the remuneration payable to a Managing Director by way of salary and perquisites shall not exceed the maximum limits prescribed under Section 197 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force)."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary, expedient, incidental or proper in the best interest of the Company."





6. **Approval of Managerial Remuneration to be paid to Mrs. Nallani Chakravarthi Padmaja (DIN: 01173673), Whole-Time Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of Companies Act, 2013 (hereinafter referred to as "**the Act**") read with Schedule V of the Act read with rules of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including and statutory modifications or re-enactments thereof for the time being in force) and as recommended by Nomination and Remuneration Committee, approval of members be and is hereby accorded for the payment of remuneration to Mrs. Nallani Chakravarthi Padmaja (DIN: 01173673), Whole-Time Director of the Company, w.e.f April 01<sup>st</sup>, 2018 for a period of 3 (three) years on the following terms and conditions mentioned:"

**A. Salary / Remuneration (Rs. / annum):**

The maximum amount of remuneration payable is INR 84,00,000/- (Rupees Eighty Four Lakhs Only) Per Annum. Provided, the Company shall fix such amount of remuneration payable per month for the said term that is equal to or less than maximum limit of INR. 7,00,000/- (Rupees Seven Lakhs Only) payable per month

**B. Commission:**

In the year of adequate profits, the commission payable will be in addition to the basic salary, perquisites and allowances, the amount of which, based on the net profits of the company in that particular year, shall be subject to the overall ceilings laid down under Section 197 read with Schedule V of the Companies Act, 2013 and rules made thereunder.



**C. Perquisites / Benefits:**

Perquisites (evaluated as per Income Tax Act, 1961 and Rules framed thereunder, where applicable), including but not restricted to the benefits of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, personal accident insurance, use of car and telephone at residence or reimbursement of expenses in lieu thereof, payment of Income Tax on perquisites by the Company to the extent permissible under the Income Tax Act, 1961 and rules framed thereunder; medical reimbursement, leave and leave travel concession, provident fund, superannuation fund, gratuity and other retirement benefits, in accordance with the schemes and rules applicable from time to time, governing the aforesaid benefits. House Rent Allowance shall be allowed as per the rules of the Company within the overall limit specified above

**D. Other Terms and Conditions:**

The total remuneration and perquisites / benefits contemplated as per clause A, B, C above, including contribution towards retirement benefits, leave encashment, home leave expenses for expatriates etc, as per the rules of Company payable to the Whole-Time Director of the Company shall not exceed limits as specified under provisions of section 197, 198 and Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modifications or re-enactments thereof, for time being in force).

The Limits stipulated in this resolution are the maximum limits and the Board may in its absolute discretion pay to Whole-Time Director lower remuneration and revise the same from time to time within the maximum limits stipulated by this resolution.





In absence or inadequacy of profits in any financial year, the remuneration payable to the Whole-Time Director by way of salary and perquisites shall not exceed the maximum limits prescribed under Section 197 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for time being in force).

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deemed necessary, expedient, incidental or proper in the best interest of the Company."

By order of the Board of Directors of  
Cadsys (India) Limited



Date: September 01<sup>st</sup>, 2018

Place: Hyderabad

  
N.C Padmaja

Whole-Time Director

DIN: 01173673

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote on his / her behalf in the meeting and such person can act as a proxy on behalf of members of the company not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten percent) of the total shares. A member holding more than 10% (Ten percent) 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 shareholder.
2. The instrument appointing the Proxy, duly completed must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.
3. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special business is annexed hereto and forms part of this Notice
4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said Resolution to attend and vote on their behalf at the Meeting.
5. Members/proxies should bring the duly filled Attendance Slip/proxy form enclosed herewith to attend the meeting.
6. Government of India insisted for "Green initiative in the Corporate Governance" by permitting the Companies to send the Financial statement viz. Balance Sheet, Profit & Loss Statement, Directors' Report, Auditor's Report etc. to their members through email instead of mailing physical copies. Members are requested to support the Green Initiative by the Government and get their email addresses registered with their Depository Participants in case of shares held in Demat form.





7. A copy of the Annual Report for FY 2017-2018 along with Attendance Slip and Proxy forms are being sent by **electronic mode only** to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purpose unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent by the permitted mode.
8. Members may note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report 2018 will also be available on the Company's website <http://www.cadsys tech.com/investor/>. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad, Telangana for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [cs@cadssys tech.com](mailto:cs@cadssys tech.com).
9. The Register of Members and Share Transfer Books of the Company will remain closed from September 20<sup>th</sup>, 2018 to September 29<sup>th</sup>, 2018 (both days inclusive).
10. Subject to the provisions of Section 123 to Section 127 of the Companies Act, 2013, Dividend on Equity Shares for the year ended March 31<sup>st</sup>, 2018 as recommended by the Board excluding the shares upon which the members have waived/forgone his/their right to receive the dividend by him/them for financial year 2017-18, if approved by the members at the AGM, will be paid within a period of 30 days from the date of declaration to those Members who have not waived their right to receive the dividend for the Financial year 2017-18.
  - i. Since all the shares are held in electronic form, to all beneficial owners as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose, as on record date i.e., September 19<sup>th</sup>, 2018.



11. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and update bank account detail to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
12. 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, email IDs, 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.
13. Additional information pursuant to SEBI Listing Regulations and SS-2 issued by the ICSI in respect of the Directors seeking appointment at the Annual General Meeting is furnished and forms part of the Notice. The directors have furnished the requisite consents/declarations for their appointment/re-appointment.
14. The Statutory Register under the Companies Act, 2013 (Register under Section 170, 189 and other section as required by the Companies Act, 2013) is available for inspection at the Registered Office of the Company during business hours between 10.00 am to 6.00 pm except on holidays and will be made available at the venue of the meeting.
15. As per Notification issued by Ministry of Corporate Affairs dated March 19, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009, will be exempted from E-Voting provisions. Our Company is covered under Chapter XB since it is listed on SME platform of NSE EMERGE. Ballot or polling paper shall be made available at the meeting and members attending the meeting can cast their vote through ballot or polling papers to exercise their right at the meeting;





16. The Company has appointed CS Nitesh Agarwal, Partner of M/s. RANJ & Associates, Company Secretaries, Hyderabad to act as the Scrutinizer & shall scrutinize the entire voting process to be conducted at the Venue of Annual General Meeting. The email ID of the Scrutinizer is: [consult@ranjcs.com](mailto:consult@ranjcs.com), who shall scrutinize the process in fair and transparent manner.



### EXPLANATORY STATEMENT:

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

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#### Item No. 5 & 6:

Mr. N.C.V Rangacharya has been in the office as Managing Director since the inception of the Company. During the term of Mr. N.C.V Rangacharya as Managing Director, the Company has made considerable progress in all the spheres and is optimistic on the future progress.

Mr. Rangacharya is the Promoter of Cadsys (India) Limited. He has pursued M.Tech from Indian Institute of Technology (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 which is 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, namely R&D, Marketing and Technical service. Under the leadership of Mr. Rangacharya, the sales and the profit of the company have been registering a consistent growth. He has immensely contributed 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.

Keeping in view the contributions made by him, the Board of Directors and based on the recommendation of Nomination and Remuneration Committee, believes that the Company should continue to avail the services of Mr. N.C.V Rangacharya. Hence the Board of Directors at their meeting held on May 10<sup>th</sup>, 2018 has considered it necessary to fix remuneration to be paid to Mr. N.C.V Rangacharya, Managing Director of the Company for further period of 3 (Three) years with effect from April 1<sup>st</sup>, 2018, subject to the approval of members of the Company.

The Nomination & Remuneration Committee has determined the remuneration payable to Mr. N.C.V Rangacharya with a view to align the package with the best corporate practices prevailing in the industry. After considering the various factors and keeping in view of his contributions and responsibilities, the Committee has recommended the terms of remuneration as mentioned at Item no.5 of this Notice to be paid to Mr. N.C.V Rangacharya.



**CADSYS**



Mrs. N.C Padmaja is the Whole-Time Director of Cadsys (India) Limited. She handles the Administrative and Financial Affairs of the Company. Before joining Cadsys (India) Limited, she was one of the leading members of Hyderabad Stock Exchange with over 20 years of experience in the fields of Finance, Administration and General Management of the Company Affairs.

Mrs. Padmaja has been in the office as Whole-Time Director since 1995. During the tenure of Mrs. Padmaja as Whole-Time Director, the Company has made considerable progress in all the spheres and is optimistic on the future progress.

Keeping in view the contributions made by her, the Board of Directors and based on the recommendation of Nomination and Remuneration Committee, believes that the Company should continue to avail the services of Mrs. Padmaja. Hence the Board of Directors at their meeting held on May 10<sup>th</sup>, 2018 has considered it necessary to fix remuneration to be paid to Mrs. Padmaja as Whole-Time Director of the Company for further period of 3 (Three) years with effect from April 1<sup>st</sup>, 2018 subject to the approval of members of the Company.

The Nomination & Remuneration Committee has determined the remuneration payable to Mrs. N.C Padmaja with a view to align the package with the best corporate practices prevailing in the industry. After considering various factors and keeping in view of her contributions and responsibilities, the Committee has recommended the terms of remuneration as mentioned at Item no.6 of this Notice to be paid to Mrs. N.C Padmaja.

**STATEMENT OF INFORMATION PURSUANT TO SCHEDULE V OF COMPANIES ACT, 2013**

**I. General Information:**

- (1) Nature of industry: Information Technology (IT) & IT Enabled Services (ITES)
- (2) Date or expected date of commencement of commercial production: In operations since 1992



- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

Particulars	For the Financial Year Rs. in Lakhs	
	2017-18	2016-17
Revenue from operations	3280	2833
Profit after the tax	353	268
Rate of dividend declared	10%	10%
Basic Earning per Share (EPS)	5.47	4.96

- (5) Foreign Investments/collaborations, if any: NIL

**II. Information about the appointee - Mr. N.C.V Rangacharya, Managing Director:**

- a) Background details / Job Profile: Mr. N.C.V Rangacharya aged 47 years and is associated with the Company since its inception. He 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 IT & ITES industry. Ever since the inception of the company he has built up a team of professionals in every Major Area of Business, Namely R&D, Marketing and Technical service.
- b) Past remuneration: INR 60,00,000/- (Rupees Sixty Lakhs only)





- c) Recognition or awards: Recognizing his Entrepreneurial Capabilities, Entrepreneurship Development Institute, a Government of India undertaking has given him the Award of Entrepreneur of The Year award for the year 2004. He is also the member on the Board of Governors at Tiruchirappalli Regional Engineering College (TREC), Science and Technology Entrepreneurs Park (STEP).
- d) Remuneration proposed: Based on the recommendation of Nomination and Remuneration committee, the Board of Directors of the Company proposed INR 84,00,000/- (Rupees Eighty Four Lakhs Only) Per Annum subject to approval of members.
- e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. N.C.V Rangacharya and the responsibilities shouldered on him, the aforesaid remuneration package is considered.
- f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Brother of N.C Padmaja, Whole-Time Director

**III. Information about the appointee - Mrs. N.C Padmaja, Whole-Time Director:**

- a) Background details / Job Profile: Mrs. N.C. Padmaja aged 55 years and is associated with the Company since 1995. She is also a co-founder of Cadsys (India) Limited. She handles the Administrative and Financial Affairs of the Company.
- b) Past remuneration: INR 36,00,000/- (Rupees Thirty Six Lakhs only)
- c) Recognition or awards: Mrs. Padmaja was one of the leading members of Hyderabad Stock Exchange with over 20 years of experience in the fields of Finance, Administration and General Management of the Company Affairs.



- d) Remuneration proposed: Based on the recommendation of Nomination and Remuneration committee, the Board of Directors of the Company proposed INR 84,00,000/- (Rupees Eighty Four Lakhs Only) Per Annum subject to approval of members.
- e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mrs. N.C Padmaja and the responsibilities shouldered on her, the aforesaid remuneration package is considered.
- f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Sister of N.C.V Rangacharya, Managing Director.

**IV. Other information:**

- a) Reasons for loss or inadequate profits: The economic slowdown and the global recession affected the software industry consequent to which the profits were reduced.
- b) Steps taken or proposed to be taken for improvement: The following are the steps taken for improvement:
- a. Setting up of Software facility
  - b. Control of all wastages
  - c. Setting up various projects across different areas.
- c) Expected increase in productivity and profits in measurable terms: Approx in next 2-5 years.

All other necessary disclosures including the elements of remuneration package such as salary is mentioned in this Annual Report.





Except Mr. N.C.V Rangacharya & Mrs. N.C Padmaja in their respective resolutions and Mrs. N.C Madhavi, CS B.Shailaja, being relative of first mentioned persons, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item Nos. 5 & 6.

The Board of Directors commends the resolutions as set out at Item Nos. 5 & 6 for approval of the Members as Ordinary Resolutions.

By order of the Board of Directors of  
Cadsys (India) Limited

Date: September 1<sup>st</sup>, 2018

Place: Hyderabad



N.C Padmaja

Whole-Time Director  
DIN: 01173673

## ROUTE MAP

Map Showing Location of the venue of the Annual General Meeting of Cadsys (India) Limited:



Address:

**Taj Mahal Hotel**  
**3-6-784/227, Narayanaguda Road,**  
**Himayatnagar, Hyderabad,**  
**Telangana 500029**

Google Location link: <https://goo.gl/maps/c9kwSTzHA5u>





## Cadsys (India) Limited

Company Identity No. (CIN): L72200TG1992PLC014558

R.O: 3-5-900/1, IV Floor, Aparajitha Arcade, Himayath Nagar, Hyderabad, Telangana-500029, India

Email: [cs@cadsystech.com](mailto:cs@cadsystech.com), web: [www.cadsystech.com](http://www.cadsystech.com)

Tel. Phone No.: 040 - 23226796

### ATTENDANCE SLIP

#### 26<sup>TH</sup> ANNUAL GENERAL MEETING

(Please present this slip at the entrance of the meeting venue)

Regd. folio No. :

No of Share(s) held :

Client ID / DPID :

Name and Address of the registered shareholder

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I / We, hereby record my/our presence at the 26<sup>th</sup> Annual General Meeting of the Company to be held on Saturday the 29<sup>th</sup> day of September, 2018 at 10.00 A.M. IST, at Taj Mahal Hotel, Narayanaguda Road, Himayatnagar, Hyderabad, Telangana - 500029, India.

.....  
Signature of the Shareholder/ Proxy

#### Notes:

1. Members are requested to register their names at least 15 minutes prior to the commencement of the meeting.
2. Strike out whichever is not applicable.



**CADSYS**

## Cadsys (India) Limited

Company Identity No. (CIN): L72200TG1992PLC014558

R.O: 3-5-900/1, IVth Floor, Aparajitha Arcade, Himayathnagar, Hyderabad, Telangana-500029, India

Email: [cs@cadsystech.com](mailto:cs@cadsystech.com), web: [www.cadsystech.com](http://www.cadsystech.com)

Tel. Phone No.: 040 - 23226796

### PROXY FORM

FORM NO. MGT-11

### 26<sup>TH</sup> ANNUAL GENERAL MEETING

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):	
Registered Address	
E-mail ID	
Folio No./ DP ID /Client ID No.	

I/We being a member(s) of ..... shares of the above named company, hereby appoint:

1	Name		
	Address		
	Email ID	Signature	
	Failing Him /Her		
2	Name		
	Address		
	Email ID	Signature	
	Failing Him /Her		
3	Name		
	Address		
	Email ID	Signature	
	Failing Him /Her		

as my/our proxy to attend and vote (on a poll) for me / us on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company to be held on Saturday the 29<sup>th</sup> day of September, 2018 at 04.00 P.M. IST, at Taj Mahal Hotel, Narayanaguda Road, Himayathnagar, Hyderabad, Telangana - 500029, India, in respect of such resolutions as are indicated below:



**CADSYS**



Resolutions		For	Against
1.	To receive, consider, discuss and adopt the audited standalone and consolidated financial statement of the Company for the financial year ended March 31 <sup>st</sup> , 2018 together with the Board's Report and Auditors' Report thereon.		
2.	To consider and declare final dividend of Re. 1/- per equity share for the Financial year ended March 31 <sup>st</sup> , 2018		
3.	To appoint a director in place of Mr. Sripadarajan Nagarajan (DIN: 05262644), who retires by rotation and being eligible offers himself for re- appointment.		
4.	To Ratify the Appointment of Statutory Auditors of the Company		
5.	Approval of Managerial Remuneration to be paid to Mr. Nallani Chakravarthi Venkata Rangacharya (DIN: 01231778), Managing Director of the Company		
6.	Approval of Managerial Remuneration to be paid to Mrs. Nallani Chakravarthi Padmaja (DIN: 01173673), Whole-Time Director of the Company		

Signed this       day of       2018

Signature of shareholder

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

**Note:**

1. A proxy need not be a member.
2. The proxy form in order to be effective should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting

Please Affix  
Re. 1/-  
Revenue  
Stamp



**CADSYS**

**Information on Director recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

S. No.	Particulars	Information
1.	Name of Director	Sripadarajan Nagarajan
2.	Director Identification Number	05262644
3.	Brief Resume of Director	<p>Mr 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.</p> <p>Prior to joining Cadsys, Nagarajan headed software product development at GE Power Control. Mr 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 &amp; McLennan in NY, Dun &amp; Bradstreet NJ, Hyperion Financials CT.</p>
4.	Nature of his expertise in specific functional areas	Provides expert advices and strategies on the development of Software which are used in our GIS business.
5.	Disclosure of relationships between Directors inter-se	Nil
6.	Names of listed entities in which the person also holds the Directorship and	Nil
7.	The membership of Committees of the board	He is holding member in Nomination and Remuneration committee.
8.	Disclosure of Disqualification	He is not disqualified from being appointed as a Director

