

To,

Date: August 29th, 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 27th Annual General Meeting of Cadsys (India) Limited.

Notice is hereby given that, the 27th Annual General Meeting of the members of Cadsys (India) Limited will be held on **Tuesday the September 24th, 2019 at 10.30 A.M. IST** at the Registered office of the Company situated at 3-6-900/1, IVth floor, Aparajitha Arcade, 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 August 29th, 2019 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 2018-19.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CADSYS (INDIA) LIMITED WILL BE HELD ON TUESDAY THE 24TH DAY OF SEPTEMBER, 2019 AT 10:30 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 3-5-900/1, IV FLOOR, APARAJITHA ARCADE, HIMAYATH NAGAR, HYDERABAD- 500029, 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 Statements of the Company for the financial year ended 31st March, 2019 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, 2019 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, 2019, 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, 2019, 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 Mrs. Nallani Chakravarthi Madhavi as a Director, liable to retire by rotation:

To appoint a Director in place of Mrs. Nallani Chakravarthi Madhavi (DIN: 01067690), who retires by rotation and being eligible, offers herself 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 Mrs. Nallani Chakravarthi Madhavi (DIN: 01067690) as a Director to the extent that she is liable to retire by rotation."

3. Declaration of Dividend:

To consider and declare final dividend of Rs. 1.25/- per Equity Share for the Financial year ended 31st March, 2019 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 12.5% of the face value of the Equity Share (i.e. Rs. 1.25/- per Equity share) for the financial year ended on 31st March, 2019 be and is hereby declared and approved."

SPECIAL BUSINESS

4. To consider and approve an increase in the Borrowing Limits 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 Section 180(1)(c) and 180(2) and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, 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 borrowing money(ies) from time to time as they may think

fit, any sum upto a limit of Rs. 20,00,00,000/- (Rupees Twenty Crores Only), over and above the limits as prescribed under the Companies Act, 2013 i.e., aggregate of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company, on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained by the Company as per the provisions of Section 180(1)(c)), exceeds the aggregate for the time being, of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company."

"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: 29th August, 2019
Place: Hyderabad

Cadsys (India) Limited



N.C. Padmaja
.....
N.C. Padmaja
Whole-Time Director
DIN: 01173673

EXPLANATORY STATEMENT

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

Item No. 4:

Pursuant to the provisions of Section 180(1)(c) and 180(2) of the Companies Act, 2013, ("the Act") read with relevant rules made thereunder, the Board of Directors shall not, except with the approval of members by way of Special Resolution, borrow money, where the money to be borrowed, together with the money already borrowed by the Company exceeds the aggregate of its Paid-up Share Capital, Free Reserves and Securities Premium (apart from temporary loans obtained from the Company's Bankers in the ordinary course of the business).

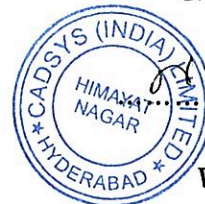
The Company is in need of capital funds for the construction process which was started on the land situated in Mangalgiri, Andhra Pradesh State. Keeping in view the growing fund requirements of the Company for construction project, other business plans and future assignments in a long term perspective, it is hereby proposed to obtain member's approval by way of Special Resolution to enable Board of Directors to borrow money from time to time on behalf of Company up to a sum of money not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores Only) over and above the limits as prescribed under the Act, i.e., aggregate of Paid-up Share Capital, Free Reserves and Securities Premium of the Company by creating charge/mortgage/hypothecation and/or any other encumbrances, if any on all or any of the movable or immovable properties of the Company, both present and future.

Actual borrowing may however be authorized by the Board of Directors as per the requirement subject to the maximum limit approved by the members.

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

None of the Directors/ KMPs and their relatives is interested in this Resolution.

Cadsys (India) Limited



N.C Padmaja
N.C Padmaja
Whole Time Director

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 and Auditor's Report etc. to their members through email instead of sending 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 the FY 2018-19 with Attendance Slip and Proxy form 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 27th Annual General Meeting and the Annual Report 2019 will also be available on the Company's website <http://www.cadsystech.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@cadstech.com.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2019 to 24th September, 2019 (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 31st March, 2019 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 2018-19, 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 2018-19.
 - 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., 13th September, 2019.
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, bank details, ECS details, mandates (if any), and 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 19th March, 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/polling paper shall be made available at the meeting and members attending the meeting can cast their vote through ballot/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 to act as the Scrutinizer & shall scrutinize the entire voting process to be conducted at the Venue of Annual General Meeting. The Scrutinizer, Email ID: is consult@ranjcs.com, who shall scrutinize the process in fair and transparent manner.

ROUTE MAP

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

Limited:



Address: 3-5-900/1, IVth Floor, Aparajitha Arcade, Himayath Nagar, Hyderabad- 500029, Telangana, India

Google Location link: <https://tinyurl.com/y688rq9h>

Cadsys (India) Limited

Company Identity No. (CIN): L72200TG1992PLC014558

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

Email: cs@cadsystech.com, web: www.cadsystech.com

Tel. Phone No.: 040 - 23224110

ATTENDENCE SLIP

27THANNUAL 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 27thAnnual General Meeting of the Company to be held on Tuesday the 24th day of September, 2019 at 10:30 A.M. (IST) at the registered office of the Company situated at 3-5-900/1, IV Floor, Aparajitha Arcade, Himayath Nagar, Hyderabad-500029, Telangana, 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.
- 3.

Cadsys (India) Limited

Company Identity No. (CIN): L72200TG1992PLC014558
R.O: 3-5-900/1, IVth Floor, Aparajitha Arcade, Himayath Nagar, Hyderabad-500029, Telangana,
India

Email: cs@cadsystech.com, web: www.cadsystech.com

Tel. Phone No.: 040 - 23224110

PROXY FORM
FORM NO. MGT-11
27TH 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 27th Annual General Meeting of the Company to be held on Tuesday the 24th day of September, 2019 at 10:30 A.M. (IST) at the registered office of the Company situated at 3-5-900/1, IV Floor, Aparajitha Arcade, Himayath Nagar, Hyderabad- 500029, Telangana, India, in respect of such resolutions as are indicated below:

Resolutions		For	Against
1.	To receive, consider, discuss and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2019 together with the Board's Report and Auditors' Report thereon.		
2.	Re-appointment of Mrs. Nallani Chakravarthi Madhavi as a Director, liable to retire by rotation		
3.	Declaration of Dividend		
4.	To Consider and approve an increase in the Borrowing Limit of the Company		

Signed this day of, 2019

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

**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
1.	Name of Director	Nallani Chakravarthi Madhavi
2.	Director Identification Number	01067690
3.	Brief Resume of Director	She holds a Master's degree in Computer Application from Osmania University. She has been associated with our Company in the capacity of a Director since 20 th March, 2005.
4.	Nature of her expertise in specific functional areas	Mrs. Madhavi has extensively worked in the business of digitization and e-learning in the project planning and implementation. Her vast experience in this area has contributed to strategy and planning for business development and conduct project viability analysis.
5.	Disclosure of relationships between Directors inter-se	Sister of NCV Ranga charya and NC Padmaja
6.	Names of listed entities in which the person also holds the Directorship	NIL
7.	The membership of Committees of the board	She is holding membership in Stakeholder's Relationship Committee and Internal Complaints Committee.
8.	Disclosure of Disqualification	She is not disqualified from being appointed as a Director