



To,  
The Manager  
BSE Limited  
P.J Towers, Dalal Street,  
Mumbai - 400001

Dear Sir/ Madam,

Sub: Submission of 38<sup>th</sup> AGM notice which is dispatched to shareholders of the Company-reg.

In terms of Regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended we are forwarding the notice of 38th Annual General Meeting of the Company, which is being dispatched to our Shareholders on 6th September 2021. The 38th Annual General Meeting of the company is scheduled to be held on Thursday, the 30th day of September, 2021 at 9 00 A.M. (IST) through Video Conferencing ("VC") /other Audio-Visual Means.

Please find the enclosed the Notice of the 38th AGM for fiscal year 2021. Same will be made available on the company's website, at [www.msrintia.in](http://www.msrintia.in)

This is for the information and records of the Exchange, please.

Thanking you.

Yours faithfully,  
For MSR India Limited

Durgadideva Varaprasad Challa  
Whole Time Director cum CFO  
(DIN: 09039943)



Unit-I: Jeedimetla ;  
Unit-II: Bachupally ;  
Unit-III: Chetlapotharam

☎ 9100463129    ✉ info@msrintia.in  
🌐 www.msrintia.in    🌐 www.drcopper.in

CIN - L15122TG2002PLCO39031

**MSR INDIA LIMITED**

**Registered Office:** Plot No.D-16, Road No.73,  
Phase-IV Extn., Jeedimetla, Hyderabad- 500055, India  
**Unit III:** Sy No 42/A, Chetlapotharam (V), Jinnaram (M),  
Sangareddy (Dt), Hyderabad - 502319, India



**MSR INDIA LIMITED**

**38<sup>th</sup>  
Annual Report  
2020-2021**

# MSR INDIA LIMITED

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Gundala Raju	-	Independent Director (DIN: 01742710)
Mr. Arjun Kumar Saladi	-	Independent Director (DIN: 08444944)
Mr. Durgaadideva Varaprasad Challa	-	Whole Time Director (DIN: 09039943)
Mrs. Suneetha Goriparthi	-	Non Executive Director (DIN: 09040291)
Mr. Vinod Kumar Maganti	-	Whole Time Director (DIN: 08694139)
Mrs. Sathya Bhagyalakshmi Saladi	-	Independent Director (DIN: 09071598)

### REGISTERED OFFICE

MSR India Limited  
Plot No-D-16, Road No-73,  
Phase-IV, IDA, Jeedimetla  
Hyderabad – Telangana 500055

### STATUTORY AUDITORS

M/s M.M Reddy and Co.,  
Chartered Accountants  
Road Number 2, Banjara Hills,  
Hyderabad-500034.

### INTERNAL AUDITOR

Ms. Swathi  
Plot No-D-16, Road No-73,  
Phase-IV, IDA, Jeedimetla  
Hyderabad – Telangana 500055

### SECRETARIAL AUDITOR

Ms. Aakanksha Shukla  
Practicing Company Secretary  
2nd Floor, HSR Summit, Road No. 10  
Banjara Hills, Besides TV 1 Office,  
Hyderabad – 500033.

### CORPORATE IDENTITY NUMBER

L15122TG2002PLC039031

### AUDIT COMMITTEE

Mr. S Arjun Kumar	-	Chairman
Mr. Gundala Raju	-	Member
Mrs. S. Bhagyalakshmi Saladi	-	Member

### NOMINATION & REMUNERATION COMMITTEE

Mr. S Arjun Kumar	-	Chairman
Mr. Gundala Raju	-	Member
Mrs. S. Bhagyalakshmi Saladi	-	Member

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. S Arjun Kumar	-	Chairman
Mr. Gundala Raju	-	Member
Mrs. S. Bhagyalakshmi Saladi	-	Member

## **MSR INDIA LIMITED**

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### **REGISTRAR & SHARE TRANSFER AGENTS**

Venture Capital and Corporate Investments Private Limited.  
12-10-167, Bharat Nagar Hyderabad,  
Telangana – 500018  
Phone: +91 040-23818475/23818476/23868023  
Fax: +91 040-23868024  
Email: info@vccilindia.com.

### **LISTED AT**

BSE Limited.

### **DEMAT ISIN NUMBER IN NSDL & CDSL:**

INE331L01026.

### **WEBSITE**

[www.msringia.in](http://www.msringia.in)

### **INVESTOR E-MAIL ID**

[info@msringia.in](mailto:info@msringia.in)

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# MSR INDIA LIMITED

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## NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Shareholders of MSR India Limited will be held on Thursday, 30th September, 2021 at 9.00 a.m through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2021, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.

### SPECIAL BUSINESS:

2. **Appointment of Mr. Durgaadideva Varaprasad Challa (DIN: 09039943) as Director & Whole-Time Director of the Company:**

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 149 and 152 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. Durgaadideva Varaprasad Challa (DIN: 09039943) who was appointed as an Additional Director of the Company in professional capacity on the recommendation of Nomination and Remuneration and by the Board of Directors with effect from 20.01.2021 and who holds office until the date of the ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded to appoint Mr. Durgaadideva Varaprasad Challa (DIN: 09039943) as a whole time director of the company not liable to retire by rotation, for the period of five years from 20.01.2021 to 19.01.2026 without remuneration and he shall have the right to manage the day-today business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

**RESOLVED FURTHER THAT** Mr. Durgaadideva Varaprasad Challa shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time."

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

3. **Appointment of Mr. Vinod Kumar Maganti (DIN: 08694139) as Director & Whole-Time Director of the company:**

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 149 and 152 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. Vinod Kumar Maganti (DIN: 08694139) who was appointed as an Additional Director of the Company in professional capacity on the recommendation of Nomination and Remuneration and by the Board of Directors with effect from 20.01.2021 and who holds

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## MSR INDIA LIMITED

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office until the date of the ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded to appoint Mr. Vinod Kumar Maganti (Din: 08694139) as a whole time director of the company not liable to retire by rotation, for the period of five years from 20.01.2021 to 19.01.2026 without remuneration and he shall have the right to manage the day-today business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

**RESOLVED FURTHER THAT** Mr. Durgaadideva Varaprasad Challa shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time."

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

**4. Appointment of Mrs. Sunitha Goriparthi (Din: 09040291) as Non – Executive Director of the Company:**

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, 152, 161, 164 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to appoint Mrs. Sunitha Goriparthi (DIN: 09040291), who was appointed as an Additional Director (Category: Non-Executive Director) of the Company with effect from January 20, 2021 by the Board and who holds office up to the date of this Annual General Meeting and whose candidature for the office of Director has been recommended by the Board and Nomination and Remuneration Committee in its meeting held on January 20, 2021, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

**5. Appointment of Ms. Bhagyalakshami Sathya Saladi (DIN: 09071598) as an Independent Director of the Company:**

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, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16 (1) (b) ) read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommendation of the Nomination and Remuneration Committee and the consent of the members be and is hereby accorded to

## MSR INDIA LIMITED

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appoint Ms. Bhagyalakshami Sathya Saladi (DIN: 09071598) who was appointed as an Additional Director in the capacity of Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director, who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from February 13, 2021 to February 12, 2026 and the term shall not be subject to retirement by rotation

**RESOLVED FURTHER THAT** any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

**For and on behalf of the Board of  
MSR India Limited**

**Sd/-**

**Durgaadideva Varaprasad Challa  
Whole Time Director cum CFO  
(DIN: 09039943)**

**Place: Hyderabad  
Date 14.08.2021**

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## NOTES:

1. In view of the COVID-19 pandemic and pursuant to the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting through VC/OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the 38th Annual General Meeting ("AGM") of the Company is being held through VC. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
3. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the 38th Annual General Meeting as set out in the Notice is annexed hereto.
6. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM along with the Annual Report (viz. Financial Statement) for Financial Year 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice and Annual Report for Financial Year 2020-2021 will also be available on the Company's website [www.msrlndia.in](http://www.msrlndia.in), BSE Limited website i.e. [www.bseindia.com](http://www.bseindia.com).  
  
Alternatively, Member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy, DP ID (in case of electronic mode shares), folio No (in case of physical mode shares) via e-mail at the Email Id – Email: [info@vccilndia.com](mailto:info@vccilndia.com) for obtaining the Annual Report and Notice of e-AGM of the Company electronically.
9. 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.
10. The facility of joining the e-AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the e-AGM, and will be available for 1000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and the Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.



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11. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24.09.2021 to Saturday, 30.09.2021 (both days inclusive) for the purpose of AGM.
12. M/s. S.S. Reddy and Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at [www.bseindia.com](http://www.bseindia.com), and [www.evotingindia.com](http://www.evotingindia.com) (agency providing e-Voting facility).
13. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email at [ssrfcs@gmail.com](mailto:ssrfcs@gmail.com) and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
14. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in demat mode and with RTA in case the shares are held by them in physical mode.
15. To register e-mail address for all future correspondence and update the bank account details, please follow the below process:
  - a. Members holding shares in Demat mode can get their details registered/updated only by contacting their respective DP.
  - b. Members holding shares in physical mode may register their email address and mobile number with the RTA by sending an e-mail request to the email ID [info@vccilindia.com](mailto:info@vccilindia.com) along with signed scanned copy of the request letter providing the email address and mobile number, self-attested copy of Permanent Account Number Card ("PAN") and copy of a share certificate for registering their email address. Additional details like name and branch of Bank along with bank account type, bank account number, 9-digit MICR code, 11-digit IFSC code and scanned copy of cancelled cheque will be required for updating bank account details.
16. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP. Members holding shares in physical mode are required to submit their PAN details to the RTA.
17. As per the provisions of Section 72 of the Companies Act, 2013 ("the Act"), the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.
18. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

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## 19. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

### A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting system on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
- ii. The remote e-Voting period commences on Monday, September 27, 2021 (9.00 A.M. IST) and ends on Wednesday, September 29, 2021 (5.00 P.M. IST). During this period, Members holding shares either in physical mode or in demat mode, as on Thursday, September 23, 2021 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend/participate in the AGM through VC but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, September 23, 2021.
- v. Any person or non-individual Shareholders (in physical mode/ demat mode) 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 follow the steps mentioned below.
- vi. Login method for e-Voting and voting during the meeting for Individual Shareholders holding securities in demat mode.

In terms of the SEBI circular dated December 9, 2020 on the e-Voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-Voting process has been enabled to all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility. Login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>a. Users who have opted for Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") i.e. CDSL, for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all ESP i.e. CDSL/NSDL, so that the user can visit the ESP website directly.</li></ol>

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	<ul style="list-style-type: none"> <li>c. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>d. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/Evoting Login</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. CDSL where the e-Voting is in progress.</li> </ul>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<ul style="list-style-type: none"> <li>a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>b. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>c. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider- CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>d. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp</a>.</li> <li>e. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>f. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>g. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

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<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> <li>a. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>b. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>c. Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

vii. Login method for e-Voting and voting during the meeting for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on Shareholders tab/ module.
- c) Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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 voting of any company, then your existing password is to be used.
- f) If you are a first time user follow the steps given below:

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	<b>For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.</b>
PAN	Enter your 10-digit alpha-numeric "PAN" issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
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.  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 (iii).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode 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 account 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.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- k) 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.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q) 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 and enter the details as prompted by the system.
- r) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only.

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- 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 at the email address viz; [ssrfcs@gmail.com](mailto:ssrfcs@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

### **B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC AND E-VOTING DURING THE AGM:**

- i. The procedure for attending AGM and e-Voting on the day of AGM is same as the instructions mentioned above for e-Voting.
- ii. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM.
- iv. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- v. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- vi. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- vii. Further Shareholders will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the AGM.
- viii. 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.
- ix. Members (holding shares as on Cut-off date) who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, on or before Saturday, September 25, 2021, from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [info@msrindia.in](mailto:info@msrindia.in) .Those Members who have registered themselves as a speaker will only 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.

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- x. Only those Shareholders, who are present in the AGM through VC 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 AGM.
- xi. 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 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 AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

20. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, shall be available for inspection during the AGM at e-Voting portal.
21. Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the AGM along with details pursuant to SEBI Regulations and other applicable laws are annexed hereto. All documents referred to in the accompanying Notice and the Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [info@msrindia.in](mailto:info@msrindia.in).
22. The term 'Members' or 'Shareholders' has been used to denote Shareholders of MSR India Limited.
23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.msrindia.in](http://www.msrindia.in) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**For and on behalf of the Board of  
MSR India Limited**

**Sd/-**

**Durgaadideva Varaprasad Challa  
Whole Time Director cum CFO  
(DIN: 09039943)**

**Place: Hyderabad  
Date 14.08.2021**

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## EXPLANATORY STATEMENT

### PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

#### Item No: 2 & 3

Mr. Durgaadideva Varaprasad Challa and Mr. Vinod Kumar Maganti were appointed as Additional Directors on 20th January, 2021 in terms of Section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director and in the category of 'Executive Directors' in terms of the Companies Act, 2013, an Additional Director shall hold office up to the date of the ensuing Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier and be eligible for appointment to the office of a Directors at General Meeting, any such proposal ought to be approved by the members in the General Meeting.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule V of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Durgaadideva Varaprasad Challa and Mr. Vinod Kumar Maganti as 'Whole Time Directors' for a term up to 5 consecutive years commencing from the date of their appointment as an Additional Director i.e.w.e.f 20th January, 2021 to 19th January, 2026.

#### **The terms & conditions of their appointment as whole-time directors in the company.**

- a. The term of whole-time directors' appointment is for a period of five (5) years with effect from 20.01.2021 to 19.01.2026. They shall not liable to retire by rotation.
- b. The term of whole-time directors shall be without remuneration, further no sitting fee shall be payable to whole time directors during their tenure for attending any meeting of the board or committee thereof.
- c. The whole-time directors shall be reimbursed for all expenses incurred by them for travelling boarding and lodging during his business trips conducted on behalf of the company.
- d. The whole time Directors shall adhere to various policies, code of conduct, staff rules of the company as may be applicable by virtue of them office for the purpose of discharging his official duties/powers as delegated by the board from time to time

Accordingly the Board of Directors recommends the passing of the above resolutions as an Ordinary Resolution set out in the item no.2 & 3 of the notice for appointment of Mr. Durgaadideva Varaprasad Challa and Mr. Vinod Kumar Maganti.

Save and except Mr. Durgaadideva Varaprasad Challa and Mr. Vinod Kumar Maganti, whole time Directors, being the appointees, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in their respective Resolutions set out in the notice

#### Item No. 4

The Board of Directors ('Board'), at their meeting held on 20.01.2021 appointed Mrs. Sunitha Goriparthi (DIN: 09040291), as an Additional Director of the Company, with effect from January 20th, 2021. Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company, Mrs. Sunitha Goriparthi will hold office up to the date of this Annual General Meeting or the last date on which AGM should be held, and is eligible to be appointed as a Director of the Company under Non-executive Non-Independent category. Mrs. Sunitha Goriparthi will be liable to retire by rotation and will be subject to the Company's Policy on Retirement of Directors.

The Company has received from Mrs. Sunitha Goriparthi's consent in writing to act as Director in



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Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/ 2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Additional information in respect of Mrs. Sunitha Goriparthi, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given in the part of the annual report.

The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

None of the Directors / Key Managerial Personnel and their relatives except Mrs. Sunitha Goriparthi herself, of the Company is, in any way, concerned or interested, financially or otherwise, in the Resolution.

### Item No. 5

The Board of Directors of the Company at its meeting held on February 13, 2021, appointed Mrs. Bhagyalakshami Sathya Saladi as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from February 13, 2021, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of a Director and the Board has recommended the appointment of Mrs. Bhagyalakshami Sathya Saladi as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has received a declaration from Mrs. Bhagyalakshami Sathya Saladi confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received from Mrs. Bhagyalakshami Sathya Saladi consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Bhagyalakshami Sathya Saladi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management.

Additional information in respect of Mrs. Bhagyalakshami Sathya Saladi, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2).

The Board recommends the Resolution set forth in Item No. 5 for the approval of the Members.

None of the Directors / Key Managerial Personnel and their relatives except Mrs. Bhagyalakshami Sathya Saladi herself, of the Company is, in any way, concerned or interested, financially or otherwise, in the Resolution.

**For and on behalf of the Board of  
MSR India Limited**

**Sd/-  
Durgaadideva Varaprasad Challa  
Whole Time Director cum CFO  
(DIN: 09039943)**

**Place: Hyderabad  
Date 14.08.2021**

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Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment/appointment at the Meeting is given below:

Name of the Director	Sathya Bhagyalakshmi Saladi	D. Varaprasad	M.Vinod Kumar	Suneetha Goriparthi
Date of Birth	02/09/1985	30/07/1972	01/01/1988	01/06/1991
Qualification	Graduate	MBA	BSC	B, com
Expertise in specific functional areas	Human Resources, Strategy Planning	Finance, Accounting, Audit, Tax Planning,	Marketing & Administration	Finance, Accounting Audit, Tax Planning
Shareholding of non-executive directors.	--	--	--	--
No. of Shares held in the Company	--	--	--	--
Inter se relationship with any Director	--	--	--	--
Directorship held in other Companies (excluding Foreign Companies)	--	--	--	--
Committee positions held in other Companies	--	--	--	--
Remuneration	--	--	--	--