

September 6, 2019



**Listing Department,
Bombay Stock Exchange Ltd.,**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001
Scrip Code: 532633

**Listing Department,
National Stock Exchange of India Limited,**
“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (East),
Mumbai-400 051
Symbol: ALLSEC

Sub.: Notice and Book Closure for the 20th Annual General Meeting (“AGM”)

Dear Sir / Madam,

This is to inform you that the twentieth Annual General Meeting of Allsec Technologies Limited will be held on Monday, September 30, 2019 at 3.00 p.m. at Vani Mahal, Sri P. Obul Reddy Hall, 103, Gopathi Narayanaswami Chetty Road, T. Nagar, Chennai-600 017 to transact the businesses listed as set out in the Notice of the AGM.

A copy of AGM Notice, inter alia, indicating the process and manner of remote e-voting along with attendance slip and proxy form is being sent by email to members whose email IDs are available with the Registrar and Share Transfer Agent, Karvy Fintech Private Limited, (R&T)/ Depository Participants, unless a member has requested for a printed copy of the same. For members who have not registered their email, printed copies are being sent by the permitted mode.

The Company is providing e-voting facility to its Members, holding shares in physical or dematerialization form, as on September 20, 2019 ("cut-off date"), to exercise their right to vote(s) by electronic means on the businesses specified in the Notice. The e-voting will start from September 27, 2019 at 9 .00 a.m. to September 29, 2019 at 5.00 p.m.

The Registers of Members & Share Transfer Books of the Company will be remained closed from Saturday, September 21, 2019 to Sunday, September 29, 2019, (both the days inclusive) for the purpose of AGM of the Company.

Kindly take the above documents on your record.

Thanking you,

Yours truly,
For Allsec Technologies Limited


Gagan Preet Singh
DGM-Legal & Company Secretary



Encl.: As above

ALLSEC TECHNOLOGIES LTD.

Regd. Office : 46-C, Velachery Main Road, Velachery, Chennai - 600 042
Tel : +91.44.4299 7070 web : www.allsectech.com
Corporate Identity Number : L72300TN1998PLC041033, Email : contactus@allsectech.com



ALLSEC TECHNOLOGIES LIMITED

CIN : L72300TN1998PLC041033

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

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

Notice of Annual General Meeting

Notice is hereby given that the 20th Annual General Meeting of the Shareholders of **ALLSEC TECHNOLOGIES LIMITED ("Company")** will be held at 3:00 P.M on Monday, 30th September 2019 at Vani Mahal, Sri P. Obul Reddy Hall, 103, Gopathi Narayanaswami Chetty Road, T. Nagar, Chennai 600 017 to transact the following business:

Ordinary Business:

- To receive, consider and adopt:
 - The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Board's Report and the Auditor's Report thereon; and
 - The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Auditor's Report thereon.
- To appoint a Director in place of Mr. Subrata Nag (DIN: 02334000) who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an 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), the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 008072S) as statutory auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Walker Chandiock & Co. LLP, Chartered Accountants (Firm Registration Number 001076N / N500013) be and is hereby approved and that M/s. Deloitte Haskins & Sells, Chartered Accountants shall hold office upto the date of 20th Annual General Meeting of the Company.

RESOLVED FURTHER THAT M/s. Deloitte Haskins & Sells, Chartered Accountants be and are hereby appointed as statutory auditors of the Company for a term of 5 (five) consecutive years from the conclusion of 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

4. Appointment of Mr. Ajit Isaac (DIN: 00087168)

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

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Ajit Isaac (DIN: 00087168) who was appointed as an Additional Director (Non Executive Non Independent Director) of the Company by the Board of Directors on May 29, 2019 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from Shareholder under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. Appointment of Mr. Subrata Nag (DIN: 02234000)

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

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Subrata Nag (DIN: 02234000) who was appointed as an Additional Director (Non Executive Non Independent Director) of the Company by the Board of Directors on May 29, 2019 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from Shareholder under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. Appointment of Mr. Sanjay Anandaram (DIN: 00579785)

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 and any other applicable provisions of the Companies Act, 2013 ("Act") and

the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Anandaram (DIN: 00579785), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors at its meeting held on June 6, 2019 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from Shareholder under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from June 6, 2019."

7. Appointment of Mr. Milind Chalisgaonkar (DIN: 00057579)

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 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Milind Chalisgaonkar (DIN: 00057579), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors at its meeting held on June 6, 2019 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from Shareholder under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from June 6, 2019."

8. Ratification of Re-appointment of Mr. R. Jagadish as Whole-time Director and payment of remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, read with Chapter XIII & Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, the consent of the members be and is hereby accorded to the re-appointment of Mr. R. Jagadish (DIN: 00033589) as Whole-time Director for a further period starting from 1st April 2019 to 6th June 2019 on payment of remuneration as set out below:

- a. Monthly Salary : Rs. 4,95,000/- per month

- b. Special Allowance : Rs. 4,36,700/- per month
- c. Perquisites : Perquisites shall include Chauffeur driven fully maintained car, Telephone at residence, Mobile phone/s, Medical reimbursement for self and dependent family members, personal accident insurance, medical insurance for self and dependent family members, club fees, etc., at actuals. Value of perquisites shall be evaluated as per Income Tax Rules, wherever applicable or as determined based on actual usage declared as the case may be.
- d. Commission : In addition to Salary, Special Allowance and Perquisites, Commission will also be payable as may be decided by the Board of Directors of the Company provided that the total Remuneration including commission does not exceed the ceiling limit laid down under the Companies Act, 2013 or such other terms as may be sanctioned by the Central Government.
- e. Annual Increase : Not exceeding 10% per annum of Monthly Salary and Special Allowance (a & b above), provided it is within the ceiling limit as provided under Companies Act 2013 and relevant schedules.

RESOLVED FURTHER THAT Mr. R. Jagadish, Whole-time Director shall also be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and Encashment of leave at the end of the tenure."

9. Appointment of Mrs. Lakshmi Sarada (DIN: 07140433)

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 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Lakshmi Sarada (DIN: 07140433), who was appointed as an Additional (Woman, Non-Executive & Independent) Director of the Company by the Board of Directors on August 29, 2019 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from Shareholder under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Woman Director of the Company to hold office for a

term of 5 (five) consecutive years commencing from August 29, 2019.

NOTES:

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

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

2. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS facility is available. Hence, the members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, ECS mandates, power of attorney, change of address / name, etc., to their Depository Participant only and not to the Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will help the Company and its Registrars to provide efficient and better services to the Members.
3. In case of joint holders attending the AGM, only such joint holder who is senior by the order in which the names stands in the register of members will be entitled to vote.
4. The Registers of Members of the Company and Transfer Books thereof will be closed from 21st September 2019 till 29th September 2019.
Relevant documents referred to in the Notice are open for inspection by the Members at the Corporate Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
5. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

6. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy (ies) of their Annual Report.
8. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or Karvy cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.
9. The Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic) is Karvy Fintech Private Limited ("Karvy") having its office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032.
10. As per the Circular No.17 / 95 / 2011 CL-V dated 21st April, 2011 issued by the Ministry of Corporate Affairs, to facilitate the Green Initiative in the Corporate Governance, share holders are allowed to receive the Notice / Documents like Annual report, etc. through electronic mode i.e: to their e-mail address registered with the Company / Depository Participant.
11. In line with the above initiative by the Ministry of Corporate Affairs, all the members are requested to update their email address on their respective depository account with the Depository Participant to provide better service at all times.
12. Electronic copy of the Notice of the 20th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 20th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. For your immediate reference, the Company is also providing the location / route map to reach the venue of the Annual General Meeting of the Company.
14. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Karvy.
15. As an austerity measure, copies of the Annual Report will not be distributed at the AGM. Members are requested to bring their attendance slip alongwith a copy of Annual Report to the Meeting.

Voting through electronic means

16. The Company has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Karvy Fintech Private Limited as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 20th Annual General Meeting of the Company (the AGM Notice).
17. The facility for voting through ballot / polling paper shall also be made available at the venue of the 20th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
18. The Company has appointed M/s. Srinivasan & Shankar, Chartered Accountants, Chennai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 20th September 2019 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 20th September 2019 only.

INSTRUCTIONS FOR E VOTING

- I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
 - (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email mani@srinishankar.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are

not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact (Unit: Name of the Company) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 27th September 2019 (9.00 A.M. IST) and ends on 29th September 2019 (05.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September 2019 may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 20th September 2019.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 20th September 2019, he/she may obtain the User ID and Password in the manner as mentioned below :
- f. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member

may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL :
MYEPWD <SPACE> IN12345612345678

Example for CDSL :
MYEPWD <SPACE> 1402345612345678

Example for Physical :
MYEPWD <SPACE> XXXX1234567890

- g. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- h. Member may call Karvy's toll free number 1800-3454-001.
- i. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ATTENDANCE REGISTRATION

Web Check-in / Attendance Registration: Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters. Procedure of Web Check-in is as under:

- a. Log on to <https://evoting.karvy.com> and click on "Web Checkin for General Meetings (AGM/EGM/CCM)".
- b. Select the name of the company: Allsec Technologies Limited
- c. Pass through the security credentials viz., DP ID/ Client ID/Folio no. entry, PAN No & "CAPTCHA" as directed by the system and click on the submission button.
- d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for the printing.
- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e., 27th September 2019 (09.00 A.M. IST) to 29th September 2019 (05.00 P.M. IST).

- i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

Explanatory Statement pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015

Members of the Company are informed that M/s. Walker Chandiook & Co., LLP, Chartered Accountants, Statutory Auditors have tendered their resignation as Statutory Auditors of the Company vide their letter dated 29th August 2019.

Further, the Board of Directors of the Company, on 29th August 2019 based on the recommendations of the Audit Committee, had appointed M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 008072S) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Walker Chandiook & Co., LLP, Chartered Accountants. The casual vacancy is held upto the date of 20th Annual General Meeting of the Company.

As per the provisions of Section 139 of the Companies Act, 2013 a casual vacancy caused in the position of statutory auditors need approval of the members. Further, it is proposed to appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as statutory auditors of the Company for a period of five (5) years from the conclusion of this 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting on following remuneration:

- a. Fees: 27 Lakhs excluding reasonable out of pocket expenses.
- b. Any material change in the fee payable to such auditor from that paid to outgoing auditor alongwith the rational for such change: No material change.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 3 of the Notice for the abovementioned appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as statutory auditors of the Company. Deloitte Haskins & Sells ('DHS') is a member of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Ajit Isaac (DIN: 00087168) was appointed by the Board of Directors as an Additional Director of the Company in the category of Non-Executive Non Independent Director with effect from May 29, 2019. In terms of Section 161(1) of the Companies Act, 2013, Mr. Isaac holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director.

Ajit Isaac is the Chairman and Managing Director at Quess Corp Limited. He is credited with building Quess Corp into India's largest business services provider within a span of 10 years under his leadership. He was the founder of PeopleOne Consulting, which was sold to Adecco SA of Switzerland in 2004. He served as the Managing Director at Adecco PeopleOne India Pvt. Ltd from 2000 to 2007. Prior to his becoming an entrepreneur, Mr. Isaac worked for about ten years in industries across sectors such as steel, oil, energy, financial services and telecom in various senior management positions.

He is a gold medallist in PG programme in HR from Madras School of Social Work and a British Chevening Scholar from the Leeds University.

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

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

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

Item No. 5

Mr. Subrata Nag (DIN: 02234000) was appointed by the Board of Directors as an Additional Director of the Company in the category of Non-Executive Non Independent Director with effect from May 29, 2019. In terms of Section 161(1) of the Companies Act, 2013, Mr. Nag holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Subrata Kumar Nag is the Chairman of Conneqt Business Solutions Limited. He is also the Group CEO & Executive Director, Quess Corp Limited. He has been a part of Quess since 2008. A seasoned finance professional with over three decades of experience, he is responsible for implementing the Quess' overall long and short term strategies. He has been the Director of Quess since 2013, before which he was the Vice President –Finance and Company Secretary of Ilantus Technologies Private Limited.

He holds a Master's Degree in Business Management from University of Calcutta along with ICWA and CPA (USA) qualifications. He is also a qualified member of the Institute of Company Secretaries of India (ICSI).

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 5 of the Notice for the appointment of Mr. Subrata Nag as a Director, liable to retire by rotation.

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

Except Mr. Nag, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6

Mr. Sanjay Anandaram (DIN: 00579785) was appointed as an Additional Director by the Board of Directors of the Company in the category of Non-Executive Independent Director for a period of 5 (five) years with effect from June 6, 2019. In terms of Section 161(1) of the Companies Act, 2013, Mr. Anandaram holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Sanjay Anandaram is an Independent Director of Qness Corp Limited. He holds a Bachelor's degree in Electrical Engineering from Jadavpur University in Kolkata and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore. He has over 28 years of experience as a corporate executive, investor, teacher and advisor to funds and entrepreneurs. He has been a Director at Qness since December 2015.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 6 of the Notice for the appointment of Mr. Sanjay Anandaram as an Independent Director not liable to retire by rotation.

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

Except Mr. Anandaram, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No. 7

Mr. Milind Chalisgaonkar (DIN: 00057579) was appointed as an Additional Director by the Board of Directors of the Company in the category of Non-Executive Independent Director for a period of 5 (five) years with effect from June 6, 2019. In terms of Section 161(1) of the Companies Act, 2013, Mr. Chalisgaonkar holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice in writing under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Milind Chalisgaonkar is a management consultant / Independent Director / mentor with experience in Insurance, BPO, Call Centre, Software, Manufacturing and Banking sectors. He is an Independent Director on the Board of Infrasoft Technologies Ltd., a software company specialized in financial services domain. He is Director and co-founder of Spark Career Mentors Pvt. Ltd. He also served as an Independent Director on the Board of Aegis Limited, a leading BPO service provider.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 7 of the Notice for the appointment of Mr. Milind Chalisgaonkar as an Independent Director not liable to retire by rotation.

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

Except Mr. Chalisgaonkar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Item No. 8

Mr. R. Jagadish was re-appointed by the Board of Directors of the Company in its meeting held on February 7, 2019 as a Whole-time Director of the Company for a

further period of three years effective from April 1, 2019 on the remuneration as set forth in the resolution.

Subsequent to above, as per the terms of Share Purchase Agreement dated April 17, 2019 between Mr. R. Jagadish and Conneqt Business Solutions Limited, Mr. R. Jagadish sold his shareholding in the Company, except 380,958 equity shares, to Conneqt Business Solutions Limited and thereafter resigned as the Whole-time Director and CEO of the Company w.e.f. June 6, 2019.

The enabling resolution is proposed to approve the appointment and the remuneration paid to Mr. R. Jagadish from April 1, 2019 till June 6, 2019.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 8 of the Notice for the payment of remuneration to Mr. R. Jagadish.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

Item No. 9

Mrs. Lakshmi Sarada (DIN: 07140433) was appointed as an Additional Director by the Board of Directors of the Company in the category of Non-Executive Independent Woman Director for a period of 5 (five) years with effect from August 29, 2019. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Lakshmi Sarada holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice in writing under Section 160 of the Act, proposing her candidature for the office of Director.

Mrs. Lakshmi Sarada is an Independent Woman Director of Conneqt Business Solution Limited and Coromandel Agro Products And Oils Limited. Mrs. Lakshmi Sarada has vast exposure in the field of Secretarial, Finance, Direct and Indirect Taxation. Mrs. Lakshmi Sarada has given expert opinions and advisory services on Company Law matters. Mrs. Lakshmi Sarada has represented before NCLT, RBI and Regional Director on several matters. Mrs. Lakshmi Sarada is a qualified Company Secretary, Associate member of Insurance Institute of India and holds a Bachelor Degree in Commerce. Mrs. Lakshmi Sarada is level 3 Certified Member in NCFM conducted by NSEIT.

The Board recommends the passing of the Ordinary Resolution as set out in the Item No. 9 of the Notice for the appointment of Mrs. Lakshmi Sarada as an Independent Woman Director not liable to retire by rotation.

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

Except Mrs. Lakshmi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

Place: Bengaluru
Date: 30th August 2019

Registered Office:

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

CIN: L72300TN1998PLC041033

By Order of the Board of Directors

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

Additional information of Directors to be re-appointed / appointed at the 20th Annual General Meeting pursuant to SEBI (LODR) Regulations, 2015, Companies Act, 2013 & Secretarial Standards-2:

Name	Mr. Subrata Kumar Nag	Mr. Ajit Abraham Isaac
Brief resume	Subrata Kumar Nag is the Chairman of Conneqt Business Solutions Limited. He is also the Group CEO & Executive Director, Quess Corp Limited. He has been a part of Quess since 2008. A seasoned finance professional with over three decades of experience, he is responsible for implementing the Quess' overall long and short term strategies. He has been the Director of Quess since 2013.	Ajit Isaac is the Chairman and MD at Quess Corp. He is credited with building Quess Corp into India's largest business services provider within a span of 10 years under his leadership. He was the founder of PeopleOne Consulting, which was sold to Adecco SA of Switzerland in 2004. He served as the Managing Director at Adecco PeopleOne India Pvt. Ltd from 2000 to 2007. Prior to his becoming an entrepreneur, Mr. Isaac worked for about ten years in industries across sectors such as steel, oil, energy, financial services and telecom in various senior management positions.
Age	56 years	52 years
Qualification	Master's Degree in Business Management from University of Calcutta along with ICWA, ICSI and CPA(USA) qualifications	Gold medallist in PG programme in HR from Madras School of Social Work and a British Chevening Scholar from the Leeds University
Experience	30 years	28 years
Remuneration last drawn	NA	NA
Nationality	Indian	Indian
Expertise in specific functional area	Over three decades of experience in finance	Expertise in identifying value-accretive and transformative deals combined with his focus on operational efficiency and business.
Date of first appointment on the Board of the Company	May 29, 2019	May 29, 2019

Name	Mr. Sanjay Anandaram	Mr. Milind Chalisgaonkar	Mrs. Lakshmi Sarada
Brief resume	Sanjay Anandaram is an Independent Director of our Company. He holds a Bachelor's degree in Electrical Engineering from Jadavpur University in Kolkata and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore. He has over 28 years of experience as a corporate executive, investor, teacher, and advisor to funds and entrepreneurs. He has been a Director at Quess since December 2015.	Milind Chalisgaonkar is management consultant / independent director / mentor with experience in Insurance, BPO, Call center, Software, Manufacturing & Banking sectors. His experience has been in building winning teams in start-up companies as well as existing organizations. He mentors senior leaders in various industries (IT / BPO / Manufacturing / FMCG / Startups) and also works with teams to help evolve their vision / strategy / business plans.	Mrs. Lakshmi Sarada is an Independent Woman Director of Conneqt Business Solution Limited and Coromandel Agro Products And Oils Limited. Mrs. Lakshmi Sarada has vast exposure in the field of Secretarial, Finance, Direct and Indirect Taxation. Mrs. Lakshmi Sarada has given expert opinions and advisory services on Company Law matters. Mrs. Lakshmi Sarada has represented before NCLT, RBI and Regional Director on several matters. Mrs. Lakshmi Sarada is a qualified Company Secretary, Associate member of Insurance Institute of India and holds a Bachelor Degree in Commerce. Mrs. Lakshmi Sarada is level 3 Certified Member in NCFM conducted by NSEIT.
Age	55 years	54 years	47 years
Qualification	Bachelor's degree in Electrical Engineering from Jadavpur University in Kolkata and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore	B. Tech (Ceramics) from Indian Institute of Technology at Banaras Hindu University, Varanasi (1981-85). He has Post Graduate Diploma in Business Management (MBA) from XLRI, Jamshedpur with 1st rank (1987-89)	Bachelor in Commerce- Nagarjuna University, ACS from ICSI, Associate (Insurance Institute of India)
Experience	Over 28 years	28 years	20 years
Remuneration last drawn	NA	NA	NA
Nationality	Indian	Indian	Indian
Expertise in specific functional area	Corporate executive, investor, teacher, and advisor to funds and entrepreneurs	Marketing and Systems	Corporate laws
Date of first appointment on the Board of the Company	June 6, 2019	June 6, 2019	August 29, 2019



ALLSEC TECHNOLOGIES LIMITED

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

Form No. MGT-11

Proxy form

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

CIN: L72300TN1998PLC041033
Name of the Company: ALLSEC TECHNOLOGIES LIMITED
Registered office: 46C, VELACHERY MAIN ROAD, VELACHERY, CHENNAI 600 042.

Name of the Member(s):	_____		
Registered address:	_____		
E-mail Id:	Folio No/ Client Id	_____	DP ID: _____

I/ We being the member of holding shares, hereby appoint

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 20th Annual General Meeting of members of the Company, to be held at 03.00 PM on 30th September 2019, Monday, at Vani Mahal, Sri P.Obul Reddy Hall, 103, Gopathi Narayanaswami Chetty Rd, T. Nagar, Chennai 600 017 thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	No of votes Cast		
		For	Against	Abstain
1	To receive, consider and adopt (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Board's Report and the Auditors' Report thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Auditors' Report thereon			
2	To appoint a Director in the place of Mr. Subrata Nag (DIN: 02334000), who retires by rotation and being eligible, offers himself for re- appointment.			
3	To Appoint M/s. Deloitte Haskins & Sells, as Auditors of the Company for a term of 5 (five) consecutive years			
4	Appointment of Mr. Ajit Isaac (DIN: 00087168) as Non-Executive Non-Independent Director			
5	Appointment of Mr. Subrata Nag (DIN: 02234000) as Non-Executive Non-Independent Director			
6	Appointment of Mr. Sanjay Anandaram (DIN:00579785) as Non-Executive Independent Director			
7	Appointment of Mr. Milind Chalisgaonkar (DIN:00057579) as Non-Executive Independent Director			
8	Ratification and Re-appointment of Mr. R. Jagadish (DIN: 00033589) as Whole-time Director and payment of Remuneration for period (01st April 2019 – 06th June 2019)			
9	Appointment of Mrs. Lakshmi Sarada (DIN: 07140433) as an Independent Director			

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of Proxy holder(s)

Re.1
Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 h before the commencement of the Meeting.



ALLSEC TECHNOLOGIES LIMITED

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

Corp. Office: 46B Velachery Main Road, Velachery, Chennai 600 042.

Mr. / Ms. _____

MEMBER

PROXY

(Please tick as applicable)

Note: 1. The Proxy form should be filled in full and the proxy form signed across revenue stamp should reach the share Transfer Agents M/s. Karvy Fintech Private limited or the Registered Office of the Company at least 48 hours before the scheduled time of the meeting.

2. Only Shareholders of the Company or their proxies will be allowed to attend the Meeting ON PRODUCTION OF THIS ATTENDANCE SLIP duly completed and signed.

3. Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.

ATTENDANCE SLIP

Date & Time: Monday
30th September 2019
03.00 P.M

Venue: Vani Mahal,
Sri P.Obul Reddy Hall, 103,
Gopathi Narayanaswami Chetty
Road, T. Nagar, Chennai 600 017

Folio No.

No. of Shares

DEMAT PARTICULARS

DP ID No.

I

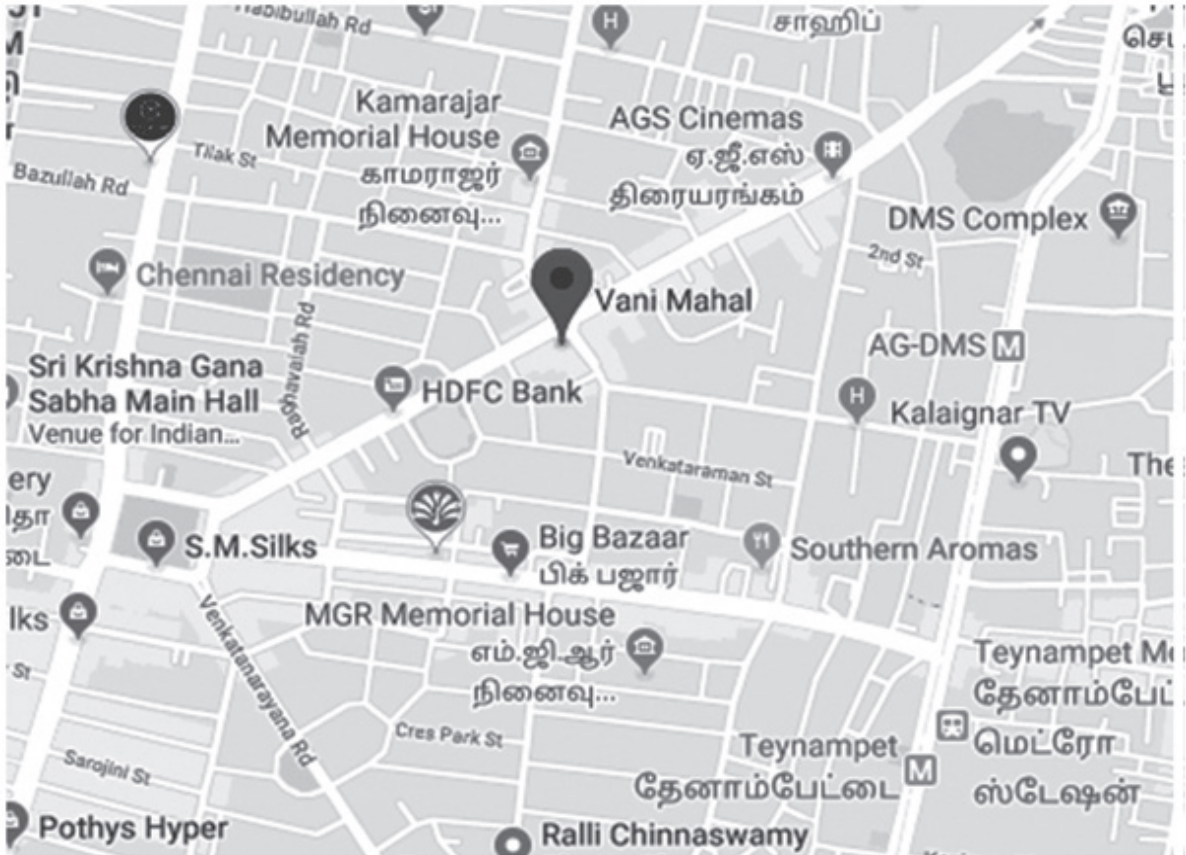
N

Client ID No.

I hereby record my presence at the
20th Annual General Meeting of the Company

Signature of Member / Proxy

ROUTE MAP



Tear Here

