

SATTRIX INFORMATION SECURITY LIMITED

Registered Office: 28, Damubhai Colony, Bhattha, Paldi, Ahmedabad 380007, Gujarat, India
Corporate Office: B- Block, 10th Floor, Office No. 1002-1012, Krish Cubical, Opposite Avalon Hotel, Nr. Govardhan Party Plot, Thaltej, Ahmedabad- 380059, Gujarat, India
CIN: U72200GJ2013PLC076845 | **Website:** www.sattrix.com
E-mail: info@sattrix.com | **Tel:** +91 79681 96800

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NOTICE

NOTICE is hereby given that the 11th Annual General Meeting (“AGM”) of the Members of **Sattrix Information Security Limited** (the Company) will be held on Friday, 27th September, 2024 at 03:00 P.M. (IST) through Video Conferencing /Other Audio-Visual Means (VC/ OAVM), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt

- a) The audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and
- b) The audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Auditors thereon.

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

“RESOLVED THAT:

- i) The Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2024 and reports of Board of Directors and Independent Auditor’s report thereon laid before this meeting, be and is hereby considered and adopted.
 - ii) The Audited Consolidated Financial statements of the Company for the Financial Year ended on 31st March, 2024 along with reports of Board of Directors and Independent Auditor’s report thereon laid before this meeting, be and is hereby considered and adopted.
2. To appoint **Mr. Sachhin Gajjaer (DIN: 06688019)**, **Managing Director** who liable to retires by rotation and being eligible, offers his candidature for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Sachhin Gajjaer (DIN: 06688019), who retires by rotation as Director at this Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint **M/s. A N Ruparel & Co, Chartered Accountants (Firm Registration No. 113413W)** as the Statutory Auditors of the Company.

To consider and, if thought fit, to 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 reenactment(s) thereof for the time being in force), **M/s. A N Ruparel & Co, Chartered Accountants (Firm Registration No. 113413W)**, be and is hereby appointed as the Statutory Auditor of the Company to hold office for a period of 5 (five) years from the conclusion of 11th (Eleventh) Annual General Meeting of the Company till the conclusion of 16th (Sixteenth) Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, things matters and to execute all such documents as may be required to give effect to this Resolution.”

SPECIAL BUSINESS

4. To increase the overall limit of maximum remuneration payable to **Mr. Sachhin Gajjaer**, Managing Director of the Company.

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and subject to such approvals, permissions and sanctions, if any required, and as approved by the Board of Directors consent of the members of the Company be and is hereby accorded for upward revision of managerial remuneration upto Rs. 8,00,000/- per month to **Mr. Sachhin Gajjaer (DIN: 06688019)**, Managing Director of the Company w.e.f. September

27, 2024 till the remaining of duration of his tenure, provided that such variation or increase is within specified limit as prescribed under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 on the such terms and conditions of revision of remuneration as mentioned below

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Sachhin Gajjaer (DIN: 06688019), Managing Director, the remuneration set out in the aforesaid resolution of appointment be paid or granted to Mr. Sachhin Gajjaer (DIN: 06688019), as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution.”

5. To increase the overall limit of maximum remuneration payable to **Mrs. Ronak Gajjar**, Whole Time Director of the Company.

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and pursuant to Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and subject to such approvals, permissions and sanctions, if any required, and as approved by the Board of Directors consent of the members of the Company be and is hereby accorded for upward revision of managerial remuneration upto Rs. 6,00,000/- per month to **Mrs. Ronak Gajjar (DIN: 07737921)**, Whole Time Director of the Company w.e.f. September 27, 2024 till the remaining of duration of his tenure, provided that such variation or increase is within specified limit as prescribed under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 on the such terms and conditions of revision of remuneration as mentioned below

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mrs. Ronak Gajjar (DIN: 07737921), Whole Time Director, the remuneration set out in the aforesaid resolution of appointment be paid or granted to Mrs. Ronak Gajjaer (DIN: 07737921), as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be

provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution.”

6. To approve related party transactions to be entered by the Company with related parties: -

To consider and if thought fit, to give your assent/dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”), read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), and subject to such other laws, rules, regulations, approvals, consents, sanctions and permissions of any authorities as may be necessary, the Members of the Company hereby approve the material related party arrangements or transactions with related parties as detailed below proposed to be entered into during the financial year 2024-25 to 2026-27 with authority to the Board of Directors of the Company to authorize the management of the Company to enter into the said material related party arrangements or transactions with related parties upon the principal terms as explained further in detail in the Explanatory Statement annexed hereto:

Sr. No.	Nature of the Transaction As per section 188 of the Companies act, 2013	Name of the director/KMP who is related and nature of their relationship	Name of the related party	Receipts (Rs. In Cr.)	Payment (Rs. In Cr.)
1.	Availing or rendering of any services;	Mr. Sachhin Gajjaer (Managing Director) & Mrs. Ronak Gajjar (Whole Time Director & CFO) are also Director and shareholders in the Company	Sattrix Software Solutions Private Limited	-	Rs. 10 Cr. (per annum)

RESOLVED FURTHER THAT the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company/ or Committee thereof be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries,

difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company”.

Registered Office:

28, Damubhai Colony, Bhattha,
Paldi, Ahmedabad 380007, Gujarat, India

Date: September 04, 2024**Place:** Ahmedabad

By Order of the Board

For, **SATTRIX INFORMATION SECURITY LTD**

SD/-

Rina Kumari

Company Secretary & Compliance Officer

Membership No. A70059

Notes for e- AGM Notice:

1. In accordance with the applicable provisions of the Companies Act, 2013 (“Act”), read with the Rules made there under and the Ministry of Corporate Affairs (“MCA”) General Circular 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (“SEBI”), from time to time (hereinafter collectively referred to as (“the SEBI Circulars”), permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the Annual General Meeting shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, this 11th Annual General Meeting of the Company is being held through VC / OAVM. Hence, members can attend and participate in the Annual General Meeting through VC/OAVM only. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedures mentioned below in this AGM notice and the same is also available at the Company’s website www.satatrix.com.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (‘CDSL’) for facilitating voting through electronic means as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the Annual General Meeting will be provided by CDSL.
3. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. This

will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis. Instructions and other information for members for attending the Annual General Meeting through VC/OAVM are given in this Notice.

4. Members attending the Annual General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of Joint Holders, the member whose name appears as First Holder in the order of names on the Register of Members of the Company will be entitled to vote.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional / Body Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are entitled to appoint authorized representatives to attend the Annual General Meeting through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose authorized representatives are intending to attend the Meeting through VC/OAVM are requested to send mail to the Company at email id at cs@satrix.com, a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-Voting.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated October 7, 2023, the Notice of Annual General Meeting along with Annual Report for the Financial Year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Pursuant to Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in line with the MCA Circulars, the Notice calling Annual General Meeting and Annual Report for the Financial Year 2023-24 has been uploaded on the website of the Company at www.satrix.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the Notice of Annual General Meeting is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

8. The Annual General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the Ministry of Corporate Affairs issued from time to time.
9. Since the Annual General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. As the Annual General Meeting of the Company is held through VC/OAVM, we therefore request the members to submit questions, if any, **at least 10 days advance** but not later than September 14, 2024 relating to the business specified in this Notice of AGM on the email id at cs@satrix.com so as to enable the management to keep the information ready.
11. Members of the Company holding shares either in physical form or in de-materialized forms as on cut-off date i.e. **Friday, August 30, 2024** will receive Annual Report for the financial year 2023-24 through electronic mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN and bank account details to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details and bank account details to the Registrars and Share Transfer Agents of the Company. Hence, the shareholders are requested to immediately register their PAN and bank account details.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.;
 - a) Intimate to the Company's Registrar and Share Transfer Agents- Bigshare Services Private Limited changes, if any, in their registered addresses and e-mail id at an early date, in case shares held in physical form;
 - b) Intimate respective Depository Participant, changes, if any, in their registered addresses or e-mail id at an early date, in case of shares held in dematerialized form;
 - c) Quote their folio numbers/client ID/DP ID in all correspondence; and
 - d) Consolidate their holdings into one folio in the identical order of names.
 - e) Update their PAN and Bank account details by sending a self-attested copy of the PAN along with original cancelled Cheque bearing their name on it or bank passbook/statement attested by their Bank to the Registrar and Share Transfer Agents of the Company.

14. Members who wish to inspect 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 and relevant documents referred to in this Notice of AGM and Explanatory Statement on the date of AGM will be available for inspection in electronic mode can send an email to cs@satrix.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. As you are aware, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2023 dated September 25, 2023, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars". The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.satrix.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. SME BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

5. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **Tuesday, 24th September, 2024 (9:00 a.m.)** and ends on **Thursday, 26th September, 2024 (5:00 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 20th September, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the **Cut-off date i.e. Friday, 20th September, 2024** shall be entitled to exercise his/her vote at the AGM.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- iv. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- v. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for individual Shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL 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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the

	evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) 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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 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. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at : 1800 22 55 33
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 evoting@nsdl.co.in or call at : 022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- vi. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
 1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier evoting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or	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.

Date of Birth (DOB)	<ul style="list-style-type: none"> 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
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- vii. After entering these details appropriately, click on.
 - viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - x. Click on the EVSN for the relevant on which you choose to vote.
 - xi. 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.
 - xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xiii. 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.
 - xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@satrix.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending Meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM 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.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 (ten) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@satrix.com.
8. **Speaker Registration during e-AGM session:** The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 (ten) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@satrix.com. These queries will be replied to by the company suitably by email.

9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id i.e by email to cs@satrix.com and bssahd@bigshareonline.com.
- 2) For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

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 or contact on 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call on 022-23058738 and 022- 23058542/43.

Explanatory statement pursuant to Section 102(1) of the Act, sets out all material facts relating to the special business mentioned in the accompanying notice of the 11th AGM.

ITEM NO. 4

Your Board of Directors wish to inform you the Company has made good progress under leadership of Mr. Sachhin Gajjaer and that by considering his contribution and skill and recommendation of Nomination and Remuneration Committee, the Board at its Meeting held on 04th September 2024 approved to increase the remuneration including all types of perquisites and allowances upto Rs. 8,00,000 (Rupees Eight Lakhs) per month of **Mr. Sachhin Gajjaer (DIN: 06688019), Managing Director**

with effect from 27th September 2024 till the remaining of duration of his tenure on the terms and condition enumerated in the resolution.

Reference to the provision of Section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the Companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September, 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, provides for payment of managerial remuneration by Companies, requires member's approval for payment of managerial remuneration to the managerial person for period of not exceeding 3 years by way of Special Resolution. Hence the Board recommends the resolution for member approval by way of Special Resolution, provided that such variation or increase in remuneration is within specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated September 12, 2018.

None of the Directors except Mr. Sachhin Gajjaer, Managing Director along with their relatives are interested in the said resolution except to the extent of their Shareholding.

ITEM NO. 5

Your Board of Directors wish to inform you the Company has made good progress under leadership of Mrs. Ronak Gajjar, Whole Time Director and that by considering her contribution and skill and recommendation of Nomination and Remuneration Committee, the Board at its Meeting held on 04th September, 2024 approved to increase the remuneration including all types of perquisites and allowances upto Rs. 6,00,000 (Rupees Six Lakhs) per month of **Mrs. Ronak Gajjar (DIN: 07737921), Whole Time Director** with effect from 27th September 2024 till the remaining of duration of her tenure on the terms and condition enumerated in the resolution.

Reference to the provision of Section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the Companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September, 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, provides for payment of managerial remuneration by Companies, requires member's approval for payment of managerial remuneration to the managerial person for period of not exceeding 3 years by way of Special Resolution. Hence the Board recommends the resolution for member approval by way of Special Resolution, provided that such variation or increase in remuneration is within specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated September 12, 2018.

None of the Directors except Mrs. Ronak Gajjar, Whole Time Director along with their relatives are interested in the said resolution except to the extent of their Shareholding.

ITEM NO. 6

Pursuant to Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board of Directors and prior approval of the Members by resolution in case related party transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the company in the ordinary course of business on an arm's length basis.

As per amended Regulation 23(4) of the SEBI Listing Regulations, which shall come into effect from April 01, 2022, all material related party transactions and subsequent material modifications as defined by the audit committee shall require prior approval of the shareholders through resolution. Explanation to Regulation 23(1), which shall come into effect from April 01, 2022, provides that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees 1000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

M/s. Satrix Software Solutions Private Limited is related party of your Company, within the meaning of sub-section (76) of section 2 of the Act and Regulation 2 (1) (zb) of SEBI Listing Regulations. M/s. Satrix Software Solutions Private Limited in which the Director or Relative of Director is a Director and Shareholders. Your company desires for Availing or rendering of any services, which are significant for expansion and growth of your Company. The Board is of the opinion that proposed transactions with above related parties are in the best interest of the Company and the Members.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of Board of Directors and in case of;

Your Company proposes to enter into transactions with M/s. Satrix Software Solutions Private Limited for FY 2023-24 to 2026-27 which are likely to be material transactions as per amended Regulation 23(1) of SEBI Listing Regulations.

The particulars of proposed material related party transaction are as below:

Sr. No.	Nature of the Transaction As per section 188 of the Companies act, 2013	Name of the director/KMP who is related and nature of their relationship	Name of the related party	Receipts (Rs. In Cr.)	Payment (Rs. In Cr.)
1.	Availing or rendering of any services;	Mr. Sachhin Gajjaer (Managing Director) & Mrs. Ronak Gajjar	Satrix Software Solutions	-	Rs. 10 Cr. (per annum)

		(Whole Time Director & CFO) are Director and shareholders in the Company	Private Limited		
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The above transactions are approved by the Audit Committee as per the provisions of the Act and the SEBI Listing Regulations. In view the above, it is proposed to seek approval of the Members of the Company through an Ordinary Resolution for the above transactions and the related parties are abstained from voting on the resolution.

None of the Directors except Mr. Sachhin Gajjaer, Managing Director along with their relatives are interested in the said resolution except to the extent of their Shareholding. The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Shareholders.

Registered Office:

28, Damubhai Colony, Bhattha,
Paldi, Ahmedabad 380007, Gujarat, India

Date: September 04, 2024

Place: Ahmedabad

By Order of the Board
For, **SATTRIX INFORMATION SECURITY LTD**

SD/-

Rina Kumari
Company Secretary & Compliance Officer
Membership No. A70059

ANNEXURE A TO THE NOTICE

Information pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General meetings ('SS-2') issued by the Institute of Company Secretaries of India regarding the Director proposed to be re-appointed:

Name of Director	SACHHIN KISHORBHAI GAJJAER
DIN	06688019
Date of Birth	04.10.1976
Age	47
Qualification	MBA degree in Information Technology
Brief Resume/Experience	Mr. Sachhin Kishorbhai Gajjaer, 47 years old is one of the founding members of Satrix Information Security. He holds a degree in Computer Engineering from Dr. Babasaheb Ambedkar Marathwada university and has an MBA degree in Information Technology. He has more than 15 years of experience in solution architecting, information security management, risk & compliance management, information security strategy and planning in government, private and public sector enterprises. He has the unique distinction of having cleared almost all information security related certifications and his previous experience also includes stints at Communard in Dubai, Accenture, Microsoft R&D and HCL Comnet in India. Since 2013 he is Director in Satrix Information Security Limited.
Remuneration last drawn as Director	Rs. 63.38 Lakhs in FY 23-24
Nature of Expertise in Specific Functional areas	He holds a unique blend of understanding the dynamics of Information technology and provides Cyber security solutions in the field to the marketplace.
Remuneration proposed to be Paid	Proposed Remuneration: Up to Rs. 96,00,000/- per annum. Last Drawn Remuneration: Rs. 63,38,000/-
Date of first appointment on the Board	16 th September, 2013
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	He is not having any relationship with other Directors, Manager and other Key Managerial Personnel of the company except with Mrs. Ronak Gajjar, she is spouse of Mr. Sachhin Gajjaer.

The number of Meetings of the Board attended during the year (FY 23-24)	14
Directorships in other Companies as on date of notice*	1. Sattrix Software Solutions Private Limited 2. Edifisat Private Limited
Membership/Chairmanship of Committees of other Boards**	Nil
Shareholding in the company	10,00,000 Equity Shares (14.71%)
<p>Note:</p> <p>*Excludes directorships held in Private / Foreign Companies and includes deemed public companies.</p> <p>**The Committee of the Board of Directors includes only Audit committee and Stakeholders Relationship committee as per Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of public companies</p>	

ANNEXURE B TO THE NOTICE

- I. Requisite Information required to be provided to shareholders of the Company pursuant to Schedule V of the Companies Act, 2013:

MR. SACHHIN KISHORBHAI GAJJAER

I		General Information			
1.	Nature of Industry	IT and Cyber Security			
2.	Date or expected date of commencement of commercial production	Not Applicable			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	Year Ending 31st March	Sales (Rs. In Lakhs)	PBT (Rs. In Lakhs)	PAT (Rs. In Lakhs)
		2020-21	1807.55	197.35	117.06
		2021-22	1934.45	148.43	102.80
		2022-23	3241.18	516.02	372.30
	Foreign investments or collaborations, if any.	Not Applicable			
II		Information about the appointee: Mr. Sachhin Gajjaer			
1.	Background details	Mr. Sachhin Gajjaer has been Chairman and Managing Director of our Company. He has more than 15 years of experience in solution architecting, information security management, risk & compliance management, information security strategy and planning in government, private and public sector enterprises. He possesses very strong project management skills and an impeccable track record of delivering complex projects on time and within budget.			
2.	Past remuneration	Year ending 31 March	Remuneration paid (Rs. in Lakhs)		
		2020-21	51.46		
		2021-22	51.46		
		2022-23	51.46		
3.	Recognition or awards	Not Applicable			

<p>4.</p>	<p>Job profile and his suitability</p>	<p>To provide vision, guidance and direction for long-term growth and overall management control and to formulate plans and strategy for continuance performance & growth of the Company.</p> <p>The Board is of the opinion that Mr. Sachhin Gajjaer possess in depth understanding and knowledge of the Information Technology and Cyber security, leadership skills, they are therefore ideally suited for the job.</p>
<p>5.</p>	<p>Remuneration proposed</p>	<p>The Managing Director shall be entitled to a salary of up to Rs. 8,00,000/- per month and shall also be entitled to:</p> <ul style="list-style-type: none"> I. Group Medical Claim Policy: Entitled for individual with corporate benefit. II. Personal Accident Insurance: The Company will take Personal Accident Insurance of Director. III. Provident fund and superannuation: The Company's contribution towards provident fund and the pension's fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. IV. Gratuity shall be paid as per Company's rule and will not be included in the computation of the ceiling on perquisites. V. Corporate Mobile Plan. VI. Reimbursement of Petrol / Deisel Expenses and Repairs and Maintenance of Motor Car which is used for business purposes of the Company. VII. Reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by her in connection with the Company's business. VIII. Reimbursement of Expenses done for business purposes of Company.

	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Compared to the remuneration with respect to the Industry, Companies of similar size as that of the Company and persons holding similar position, the remuneration proposed to be paid to Mr. Sachhin Gajjaer as Managing Director is not adequate. Remuneration for a person of their calibre and position should generally be higher than what is being paid to him.
	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any	Mr. Sachhin Gajjaer have no other pecuniary relationship directly or indirectly with the Company or with any of the Managerial Personnel of the Company, except to the extent of remuneration and other employment benefits being paid to them as a Managing Director of the Company and the holdings in the Company held by him and relatives and associates or held by the Company(ies), Firm(s) and Trust(s), in which they are interested as a director, member, partner and trustee and further to the extent of dividend, if any, declared and paid by the Company on their respective holdings and such other benefits arising out of such Shareholdings, as a Managing Director.
III	Other Information	
1.	The Management is taking corrective steps to improve margin profile of the Company. The Management is constantly looking for changes in its service & license portfolio and focus towards higher margin products. Further, the Management is also evaluating various options to control the cost logically to improve profits.	
2.	Steps, as aforesaid, being taken by the Company, would increase the productivity of the Company. The Company continues to undertake constant measures for improvement in its productivity and profits. The Management expects reasonable growth in business, gross revenue and profit of the Company. However, it is difficult to predict profits in the measurable terms, in the present business scenario for the coming years.	

- II. Requisite Information required to be provided to shareholders of the Company pursuant to Schedule V of the Companies Act, 2013:

Mrs. Ronak Gajjar

I		General Information			
1.	Nature of Industry	IT and Cyber Security			
2.	Date or expected date of commencement of commercial production	Not Applicable			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given indicators	Year Ending 31st March	Sales (Rs. In Lakhs)	PBT (Rs. In Lakhs)	PAT (Rs. In Lakhs)
		2020-21	1807.55	197.35	117.06
		2021-22	1934.45	148.43	102.80
		2022-23	3241.18	516.02	372.30
	Foreign investments or collaborations, if any.	Not Applicable			
II		Information about the appointee: Mrs. Ronak Gajjar			
1.	Background details	Mrs. Ronak Gajjar has been Whole Time Director and CFO of our Company. She is also a founding member of Satrix Information Security. She holds master's degree in business in Human Resource Management from Bhundel khand university, Jhansi. She is high Result oriented professional with over 13 years of experience in the field of Human Resources Management and her Inhouse HRM expertise, currently the company holds itself to the highest ethical and corporate standards.			
2.	Past remuneration	Year ending 31 March	Remuneration paid (Rs. in Lakhs)		
		2020-21	25.66		
		2021-22	37.08		
		2022-23	37.08		
3.	Recognition or awards	Not Applicable			

4.	Job profile and his suitability	<p>To provide vision, guidance and direction for long-term growth and overall management control and to formulate plans and strategy for continuance performance & growth of the Company.</p> <p>The Board is of the opinion that Mrs. Ronak Gajjar possess in depth understanding and knowledge of the Human Resources Management, sustainability, diversity, and social responsibility, they are therefore ideally suited for the job.</p>
5.	Remuneration proposed	<p>The Whole Time Director shall be entitled to a salary of up to Rs. 6,00,000/- per month and shall also be entitled to:</p> <ul style="list-style-type: none"> I. Group Medical Claim Policy: Entitled for individual with corporate benefit. II. Personal Accident Insurance: The Company will take Personal Accident Insurance of Director. III. Provident fund and superannuation: The Company's contribution towards provident fund and the pension's fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. IV. Gratuity shall be paid as per Company's rule and will not be included in the computation of the ceiling on perquisites. V. Corporate Mobile Plan. VI. Reimbursement of Petrol / Deisel Expenses and Repairs and Maintenance of Motor Car which is used for business purposes of the Company. VII. Reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by her in connection with the Company's business. VIII. Reimbursement of Expenses done for business purposes of Company.
	Comparative remuneration profile with respect to industry, size of the Company,	Compared to the remuneration with respect to the Industry, Companies of similar size as that of

	<p>profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</p>	<p>the Company and persons holding similar position, the remuneration proposed to be paid to Mrs. Ronak Gajjar as Whole Time Director is not adequate. Remuneration for a person of their caliber and position should generally be higher than what is being paid to him.</p>
	<p>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any</p>	<p>Mrs. Ronak Gajjar have no other pecuniary relationship directly or indirectly with the Company or with any of the Managerial Personnel of the Company, except to the extent of remuneration and other employment benefits being paid to her as a Whole Time Director of the Company and the holdings in the Company held by her and relatives and associates or held by the Company(ies), Firm(s) and Trust(s), in which they are interested as a director, member, partner and trustee and further to the extent of dividend, if any, declared and paid by the Company on their respective holdings and such other benefits arising out of such Shareholdings, as a Whole Time Director.</p>
III	Other Information	
1.	<p>The Management is taking corrective steps to improve margin profile of the Company. The Management is constantly looking for changes in its service & license portfolio and focus towards higher margin products. Further, the Management is also evaluating various options to control the cost logically to improve profits.</p>	
2.	<p>Steps, as aforesaid, being taken by the Company, would increase the productivity of the Company. The Company continues to undertake constant measures for improvement in its productivity and profits. The Management expects reasonable growth in business, gross revenue and profit of the Company. However, it is difficult to predict profits in the measurable terms, in the present business scenario for the coming years.</p>	