

# SVAM SOFTWARE LIMITED

CIN:-L72200DL1992PLC047327

Regd. Office:-S-524, VIKAS MARG SHAKARPUR DELHI 110092

Email ID:-svamsoftwareltd@gmail.com

Website:-www.svamsoftwareltd.in

## NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of SVAM SOFTWARE LIMITED (CIN L72200DL1992PLC047327) will be held on Friday 28<sup>th</sup> September, 2018 at 9.00 A.M. at, "Hotel Aura Grand Residency" at 439, Jagriti Enclave, Vikas Marg, Delhi-110092 to transact the following business:

### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2018 and the Auditors and Directors Report thereon.
2. To appoint a Director in place of Mr. Sudhir Kumar Agarwal (DIN 00024935), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:-

#### 3. APPOINTMENT OF MR. ANKIT KUMAR AGARWAL AS A INDEPENDENT DIRECTOR:-

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

**"RESOLVED THAT** pursuant to Section 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Ankit Kumar Agarwal (DIN 07962230), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28<sup>th</sup> May, 2018 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a requisite notice in writing under Section 160 of the Companies Act, 2013, proposing Mr. Ankit Kumar Agarwal as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from 28<sup>th</sup> September, 2018 for a consecutive period of 5 years, not liable to retire by rotation."

#### 4. APPOINTMENT OF MRS. MANISHA AGARWAL AS MANAGING DIRECTOR:-

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

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V of the Companies Act, 2013 and any other applicable article of the Article of Association of the Company, the consent of the company be and is hereby accorded to the appointment of Mrs. Manisha Agarwal (DIN 00025419), as Managing Director of the company for a period of five (5) Years with effect from the date of meeting, upon such terms and conditions as set out in the statement annexed to this notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and is acceptable to Mrs. Manisha Agarwal.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mrs. Manisha Agarwal, Managing Director including the monetary value thereof, to the extent recommended by the Nomination & Remuneration Committee from

time to time as may be considered appropriate, subject to overall limits specified under the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Director of the company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution”.

**5. APPOINTMENT OF MRS. AMBIKA AGARWAL AS A INDEPENDENT DIRECTOR:-**

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

**“RESOLVED THAT** pursuant to Section 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mrs. Ambika Agarwal (DIN 07082863), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14<sup>th</sup> August, 2018 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a requisite notice in writing under Section 160 of the Companies Act, 2013, proposing Mrs. Ambika Agarwal as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from 28<sup>th</sup> September, 2018 for a consecutive period of 5 years, not liable to retire by rotation.”

**6. APPROVAL FOR RELATED PARTY TRANSACTIONS:-**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions, if any, of the companies Act, 2013 (the Act) read with the companies ( Meetings of board and its powers) Rules, 2014 and read with the regulation 23 of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 consent of the members be and is hereby accorded to the Board of directors of the Company to enter into the contracts and/or arrangements with the following related parties and its associate companies as defined under the Act, with respect to sale, purchase or supply of any goods or material, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD’s creation of secured charges with the following Related Parties and its associates on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and all the Related Parties upto maximum amount per amount not exceeding ` Rs. 200 Crores/-. The Company hereby approves, ratifies and confirms the said agreements/ transactions entered into with the related parties as defined under the act, Rules made thereunder and SEBI (LODR), regulations with effect from 1<sup>st</sup> April, 2018:-

S. No.	Name of Related Party	Period Of Contract	Particulars Of Contract	Expected Maximum Value Of Transaction Per Annum W.E.F. 1 <sup>st</sup> April, 2018 (In crores )
1.	Abhinav Leasing and Finance Limited	1st April, 2018 to 31st March 2021	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.	200.00
2.	Aglow Financial Services Private Limited	1st April, 2018 to 31st March 2021	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party	

			transactions.
3.	Sarnimal Investment Limited	1st April, 2018 to 31st March 2021	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
4.	Avika Developers Private Limited	1st April, 2018 to 31st March 2021	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
5.	Chrismatic Developers Private Limited	1st April, 2018 to 31st March 2021	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
6.	Shridhar Financial Services Limited	1st April, 2018 to 31st March 2021	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
7.	Salora Capital Limited	1st April, 2018 to 31st March 2021	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
8.	Midas Commodities Private Limited	1st April, 2018 to 31st March 2021	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
9.	Midas Global Securities Limited	1st April, 2018 to 31st March 2021	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
10.	Any other related parties not mentioned herein above and as defined under the act	1st April, 2018 to 31st March 2021	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board of Directors (which expression shall include the Audit Committee or any other committee thereof for the time being exercising the powers conferred by this resolution) to approve the transactions and the terms and conditions with any of the aforesaid related party/ies and to take such steps as may be necessary for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution.”

7. **ALTERATION IN MEMORANDUM OF ASSOCIATION:-**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the confirmation of the Registrar of Companies, Delhi and Haryana, and subject to all the applicable laws and regulations, including but not limited to SEBI (LODR) Regulations, 2015, if any, the approval of the Members be and is hereby granted for alteration of the Object Clause of the Memorandum of Association of the Company by inserting Clause 6 after existing Clause 5 in the **“THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:-”** as follows:

- “6.** To carry on business of trading, buying, selling, underwriting, investing, acquiring and holding of shares, stocks, debentures, debenture stock, bonds, obligation, commodities, futures or securities of any kind, of State, Government, Public or Private companies or of body corporate or any other entities whether in India or elsewhere either singly or jointly whether in India or elsewhere in any manner on any Stock Exchange and National Stock Exchange or any other online medium”.

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, NCT of Delhi and Haryana.”

**By the order of Board of directors  
SVAM SOFTWARELIMITED**

**Place: Delhi  
Date: 01.09.2018**

**Mohit Nehra  
Company Secretary**

## NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING / AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ATTACHED TO THIS NOTICE.**
3. **A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER, HOLDING MORE THAN TEN (10) PER CENT 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 PROXY FOR ANY OTHER MEMBER.**
4. Register of members and share transfer books will be closed from Saturday, 22<sup>nd</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018 (both the days inclusive).
5. Members are requested to please notify immediately any change in their addresses to the company.
6. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
7. Mr. Himanshu Goel (M. No. 535066) Chartered Accountant in whole time practice, has been appointed as Scrutinizer for the purpose of Postal Ballot Process.
8. Shareholders seeking any information with regard to accounts are requested to write well in advance so as to reach the company at least 7 days prior to the annual general meeting to enable the management to keep the information ready at the AGM.
9. The Member Are Requested To: -
  - a. Intimate changes if any in their address to the company or to the Registrar and Share transfer agent of the company, Skyline Financial Services (P) Limited at D-153A, Okhla Industrial Area, Phase-I, Delhi 110020, Ph-011-30857575.
  - b. Quote folio number in all their correspondence with the company.
  - c. Bring their copies of annual report including attendance slip at the venue for the AGM.
10. Member holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. Quoting their folio number(s) to company's share transfer agent.
11. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing the representatives to attend and vote at the general meeting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3

The Company had, pursuant to the provisions of SEBI(Listing Obligations And Disclosure Requirements) Regulations, 2015, appointed Mr. Ankit Kumar Agarwal, as Independent Directors at various times, in compliance with the requirements of the regulations. Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. Ankit Kumar Agarwal, non-executive directors of the Company, has given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

#### **ITEM NO. 4**

The Board of Directors of the Company in its meeting held on 15<sup>th</sup> January, 2018 has approved the appointment of Mrs. Manisha Agarwal as Managing Director on honorary basis for a period of 5 (Five) years commencing from 15<sup>th</sup> January, 2018. She will be entitled to get a salary of ` 50,000/- per month. No Perquisites or Allowances, Remuneration based on net profit or reimbursement of expenses shall be paid to her.

#### **Terms and Conditions:**

Mrs. Manisha Agarwal shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company. She shall have control of and full executive responsibility for the general conduct and management of the business and affairs of the Company. She shall have the power to enter into contracts on behalf of the Company in the ordinary course of the business and to do and perform all other acts and things, which in the ordinary course of business, She may consider necessary and proper or in the interest of the Company. She shall devote sufficient time and whole-time attention to the business of the Company for which she is made accountable and shall use her best endeavors to promote the Company's interests and welfare.

The Board of Directors recommends the passing of the resolution set out in Item No. 4 of the accompanying Notice as an Ordinary Resolution. No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 4 of the Notice except Mrs. Manisha Agarwal.

#### **ITEM NO. 5**

The Company had, pursuant to the provisions of SEBI(Listing Obligations And Disclosure Requirements) Regulations, 2015, appointed Mrs. Ambika Agarwal, as Independent Directors at various times, in compliance with the requirements of the regulations. Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mrs. Ambika Agarwal, non-executive directors of the Company, has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

#### **ITEM NO. 6**

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transactions which are in the ordinary course of business and/or are on arm's length basis. Transactions that do not satisfy these criteria can be carried out only with the approval of the shareholders accorded by way of a ordinary resolution. Though all the transactions with the related parties mentioned under the resolution in Item No.7 are in the ordinary course of business and are at arm's length basis. As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has made it mandatory that all material Related Party Transactions (i.e., the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company) shall require approval of the shareholders by way of a ordinary

resolution. The Board of Directors of the Company in their meetings held on 1<sup>st</sup> September, 2018 have approved the transactions given in Item No.6 of the Notice. However, since these transactions, though may be on arm's length basis and also may be in the ordinary course of business, yet as an abundant caution, it is proposed to seek approval of members by passing a ordinary Resolution pursuant to Section 188 read with rules made thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S.No.	Name of Related Party	Nature Of Interest Or Concern
1.	Abhinav Leasing and Finance Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Abhinav Leasing and Finance Limited.
2.	Aglow Financial Services Private Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Aglow Financial Services Private Limited.
3.	Sarnimal Investment Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also director in Sarnimal Investment Limited.
4.	Avika Developers Private Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also shareholder in Avika Developers Limited
5.	Chrismatic Developers Private Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also director in Chrismatic Developers Private Limited
6.	Shridhar Financial Services Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also director in Shridhar Financial Services Limited
7.	Salora Capital Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also director in Salora Capital Limited
8.	Midas Commodities Private Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Midas Commodities Private Limited.
9.	Midas Global Securities Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Midas Global Securities Limited.

#### ITEM NO. 7

The Board of Directors with a view to expand the area of business of the company as well as considering the income derived from the trading of shares and securities as on 31<sup>st</sup> March, 2018, decided to alter the Memorandum of Association subject of approval of the Members in the General Meeting by way o Special Resolution. Hence, as per provisions of Companies Act, 2013 and other applicable rules thereof, Board of Director proposed to insert a new the Clause 6 after existing Clause 5 in the "MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:-"

- "6. To carry on business of trading, buying, selling, underwriting, investing, acquiring and holding of shares, stocks, debentures, debenture stock, bonds, obligation, commodities, futures or securities of any kind, of State, Government, Public or Private companies or of body corporate or any other entities whether in India or elsewhere either singly or jointly whether in India or elsewhere in any manner on any Stock Exchange and National Stock Exchange or any other online medium".

The Board of Directors recommend passing of the Special Resolution as contained in the Notice A copy of the Memorandum of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

**By the order of Board of directors  
SVAM SOFTWARE LIMITED**

**Place: Delhi  
Date: 01.09.2018**

**Mohit Nehra  
Company Secretary**



## Details of Directors seeking appointment/re-appointment in Annual General Meeting

### [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below.

**1) Name:** Mr. Ankit Kumar Agarwal

**Age:-** 29 Years

**Qualification:** Graduate

**Experience:** five (5) Years

**Relationship between directors inter-se:** None

**Directorship in other companies and membership in committees of other companies:**

S.No.	Name of the Company	Designation	Date of Appointment	Date of Cessation
1	Tridev Infraestates Limited	Additional Director	05.12.2017	NA
2	Abhinav Leasing and Finance Limited	Additional Director	03.11.2017	NA

**Shareholding:-** Nil

**2) Name:** Ambika Agarwal

**Age:-** 36 Years

**Qualification:** Graduate

**Experience:** Eight (8) Years

**Relationship between directors inter-se:-** None

**Directorship in other companies and membership in committees of other companies:-**

S. No.	Name of the Company	Designation	Date of Appointment	Date of Cessation
1.	Sarnimal Investment Limited	Director	13.08.2018	NA
2.	Tridev Infraestates Limited	Director	13.08.2018	NA

**Shareholding:-** Nil

## VOTING THROUGH ELECTRONIC MEANS:

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their right to vote at the Annual General Meeting (AGM) through electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the Company:

The Board of Directors has appointed Mr. Himanshu Goel (M. No. 535066) Chartered Accountant in whole time Practice as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

### The instructions for members for e-voting are as under:

- 1) The voting period begins on Tuesday, 25<sup>th</sup> September, 2018 (9.00 AM) and ends on Thursday, 27<sup>th</sup> September, 2018 (5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 3) Click on Shareholders / Members
- 4) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- 7) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>
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- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN – 180907025 of Svam Software Limited on which you choose to vote.
- 12) 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.
- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- 14) 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.
- 15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 17) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 19) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 20) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 21) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

#### **GENERAL INSTRUCTIONS:**

1. The voting period begins on Tuesday the 25<sup>th</sup> September, 2018 (9:00 A.M.) and ends on Thursday the 27<sup>th</sup> September, 2018 (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 21<sup>st</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. The Notice of the Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i.e. Friday, 24<sup>th</sup> August, 2018 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company at [www.svamssoftwareltd.in](http://www.svamssoftwareltd.in)
4. The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 21<sup>st</sup> September, 2018 and not casting their vote electronically, may only cast their vote at the 26<sup>th</sup> Annual General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid up share capital of the Company as on 21<sup>st</sup> September, 2018.
5. Mr. Himanshu Goel (M. No. 535066) Chartered Accountant in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

**By the order of Board of directors  
SVAM SOFTWARE LIMITED**

**Place: Delhi  
Date: 01.09.2018**

**Mohit Nehra  
Company Secretary**

# SVAM SOFTWARE LIMITED

CIN:-L72200DL1992PLC047327

Regd. Office:-S-524, VIKAS MARG SHAKARPUR DELHI 110092

Email ID:-svamsoftwareltd@gmail.com

Website:-www.svamsoftwareltd.in

## ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 26<sup>th</sup> Annual General Meeting of the Svam Software Limited being held on Friday, 28<sup>th</sup> Day of September, 2018 at 9.00 A.M. at "Hotel Aura Grand Residency", 439 Jagriti Enclave, Vikas Marg, Delhi 110092 at and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
  2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
  3. Please note that no gifts will be distributed at the meeting.

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## 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:** L72200DL1992PLC047327

**Name of the company:** SVAM SOFTWARE LIMITED

**Registered office:** S-524, VIKAS MARG SHAKARPUR DELHI 110092

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

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

1. Name :	Address :
E-mail Id :	Signature :

or failing him

1. Name :	Address :
E-mail Id :	Signature :

or failing him

1. Name :	Address :
E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual general meeting of the company, to be held on Friday, 28<sup>th</sup> Day of September, 2018 at 9.00 A.M. at "Hotel Aura Grand Residency", 439 Jagriti Enclave, Vikas Marg, Delhi 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
<b>ORDINARY BUSINESS</b>	
1	Adoption of Audited Financial Statements for the year ended March 31 <sup>st</sup> , 2018.
2	Mr. Sudhir Kumar Agarwal, retires by rotation and being eligible for re-appointment, as a Director of the Company.
<b>SPECIAL BUSINESS</b>	
3	Regularization of Mr. Ankit Kumar Agarwal as Independent Director.
4	Approval of Appointment of Mrs. Manisha Agarwal as Managing Director.
5	Regularization of Mrs. Ambika Agarwal as Independent Director.
6	Approval of Related Party transaction.
7	Alteration in Memorandum of Association of the Company.

Signed this ..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)



***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 hours before the commencement of the Meeting.***

# SVAM SOFTWARE LIMITED

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## BALLOT FORM

1. Name(s) of Shareholder(s) / Beneficial Owner  
Including joint-holders, if any :
2. Registered Address of the Sole /  
First named Shareholder :
3. Registered Folio No. / Client ID No. :
4. No. of Shares held :
5. I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent / dissent to the said Resolution by placing Tick( ) mark at the appropriate box below:

S. No.	Resolution Type	Particulars	I/We assent to the Resolution/s	I/We dissent to the Resolution/s
1.	Ordinary Resolution	Adoption of Audited Financial Statements for the year ended March 31 <sup>st</sup> , 2018.		
2.	Ordinary Resolution	Mr. Sudhir Kumar Agarwal, retires by rotation and being eligible for re-appointment, as a Director of the Company.		
3.	Ordinary Resolution	Regularization of Mr. Ankit Kumar Agarwal, as Independent Director.		
4.	Ordinary Resolution	Approval of Appointment of Mrs. Manisha Agarwal as Managing Director.		
5.	Ordinary Resolution	Regularization of Mrs. Ambika Agarwal, as Independent Director.		
6.	Ordinary Resolution	Approval of Related Party transaction.		
7.	Special Resolution	Alteration in Memorandum of Association of the Company.		

Place:

Date:

Signature of the Shareholder / Beneficial Owner



## ANNUAL GENERAL MEETING VENUE ROUTE MAP

