

Notice to 20th Annual General Meeting

NOTICE

Notice is hereby given that the 20th Annual General Meeting of members of M/s. Palred Technologies Limited will be held on Monday, the 30th day of September, 2019 at 9.00 A.M. at the Registered Office of the Company at Plot No: 2, H. No: 8-2-703/2/B, Road No: 12, Banjara Hills, Hyderabad Telangana – 500 034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and Auditor's thereon.
- (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019, together with the Report of the Auditor's thereon.

2. To appoint M/s. MSKA & Associates, as Statutory Auditors and to fix their remuneration and for the purpose to consider and if, thought fit, to pass with or without modification(s), the following Ordinary Resolution thereof.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of the Audit Committee, M/s. MSKA & Associates., Chartered Accountants, Hyderabad (Firm Registration No. 105047W), be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. Walker Chandiok & Co., LLP, Chartered Accountants, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2024, at such remuneration and other terms as specified in the explanatory statement, approved by the Board of Directors of the Company on the recommendation of the Audit Committee.

“RESOLVED FURTHER THAT Mr. P. Srikanth Reddy, Chairmen & Managing Director of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR ATUL SHARMA (DIN:07185499) AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Atul Sharma (DIN: 07185499), who was appointed as an Independent Director of the Company for a term up to 13th May, 2020 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the intention to propose Mr. Atul Sharma as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 14th May, 2020 to 13th May, 2025 and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT Mr. P. Srikanth Reddy, Chairmen & Managing Director of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

RE-APPOINTMENT OF MR S. VIJAYA SARADHI (DIN: 03089889) AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr.S. Vijaya Saradhi (DIN: 03089889), who was appointed as an Independent Director of the Company for a term up to 13th May, 2020 and who has submitted a declaration

that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the intention to propose Mr. S. Vijaya Saradhi as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 14th May, 2020 to 13th May, 2025 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT Mr. P. Srikanth Reddy, Chairmen & Managing Director of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

5. **RE-APPOINTMENT OF MRS. RICHA PATNAIK (DIN: 07274527) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and pursuant

to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Richa Patnaik (DIN: 07274527), who was appointed as an Independent Director of the Company for a term up to 31st August, 2020 and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the intention to propose Mrs. Richa Patnaik as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 1st September, 2020 to 31st August, 2025 and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT Mr. P. Srikanth Reddy, Chairmen & Managing Director of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

For and on behalf of the Board of
Palred Technologies Limited

Sd/-

P. Srikanth Reddy

Chairman & Managing Director
(DIN: 00025889)

Place: Hyderabad

Date: 26.08.2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.
3. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment/ re-appointment at the AGM, form part of this Notice
4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive),
5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
7. Institutional/ Corporate members are required to send to the company a certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in demat mode are
10. Members holding shares in physical mode are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Share Transfer Agent.
11. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. Karry Fintech Private Limited.)
12. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
13. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Karry Fintech Private Limited., Share Transfer Agents of the Company for their doing the needful.
14. Members are requested to send their queries at least 7 days before the date of meeting so that information can be made available at the meeting.
15. The route map showing directions to reach the venue of the AGM is attached with this Notice.
16. The members may kindly note that no gifts or gift coupons or cash in lieu of gifts will be distributed at or in connection with the AGM
17. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
18. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
19. Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies

of the Annual Report for 2018-2019 is being sent in the permitted mode.

19. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website www.palred.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: company@palred.com.

20. In terms of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019 except in case of requests received for transmission or transposition of securities.

21. Pursuant to Clause 2 (h) of the Companies (Significant Beneficial Owners) Amendment Rules, 2019, individuals who hold a right or entitlement directly in the Company are requested to intimate the Company through a declaration in form BEN-1.

22. **Voting through Electronic Means (E-Voting Facility)**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by M/s. Karvy Fintech Private Limited ("Karvy").

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 27, 2019 (09.00 am) to September 29, 2019 (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 of September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at company@palred.com. However, if the person is already registered with the Karvy for remote e-voting then the existing user ID & password can be used for casting vote.

The Company has engaged the services of M/s. Karvy Fintech Private Limited ("Karvy") as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVENT (e-voting event number)	USER ID	PASSWORD/ PIN

Please read the procedure and instructions for e-voting given below before exercising the vote.

23. **Procedure and instructions for e-voting**

A. Members who received the Notice through e-mail from Karvy:

- i. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>
- ii. Enter the login credentials (i.e., user-id & password). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote:

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID b) For CDSL :- 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Company
Password	Your unique password is printed above / provided in the e-mail forwarding the electronic notice

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach Password Change Menu wherein they are required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. After changing password, you need to login again with the new credentials.

- vi. On successful login, the system will prompt to select the “Event” i.e. Palred Technologies Limited.
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under “FOR/AGAINST/ABSTAIN” against the resolution or alternatively you may partially enter any number in “FOR”, partially in “AGAINST” and partially in “ABSTAIN” but the total number in “FOR/AGAINST/ABSTAIN” taken together should not exceed your total shareholding.
- viii. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- ix. Corporate/Institutional Members (corporate / Fls/Flls/Trust/Mutual Funds/Company's, etc) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ssrfcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name Event No.”.

B. In case of Members receiving the Notice by post:

- 1. Please use the User ID and initial password as provided above.
- 2. Please follow all steps from Sr. No. (i) to (ix) as mentioned in (A) above, to cast your vote.
- C. The e- voting period commences on 27th of September, 2019 at 09.00 A.M and ends on 29th of September, 2019 at 05.00 P.M. In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.
- D. Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be allowed to vote again at the AGM.
- E. Mr. S. Sarveswar Reddy, Practicing Company Secretary has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. The Scrutinizer's decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is ssrfcs@gmail.com.
- F. The Scrutinizer shall, on the date of the AGM, unblock the votes in the presence of at least two 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 to the Chairman.
- G. The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on 30.09.2019 and the resolution will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolution.
- H. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company (www.palred.com) within 48 hours of completion of voting.
- I. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on 23.09.2019. Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- J. Members/ Proxies/ Authorized Representatives are requested to bring duly filled attendance slip along with their copy of the Annual Report, for attending the AGM. Please note that copies of the Annual Report or Attendance Slips shall not be distributed at the AGM.
- K. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. B. Venkata Kishore, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail : E-Mail: kishore.bv@karvy.com or einward.ris@karvy.com, Phone : 040-6716 1585.
- L. Members who have acquired shares after the dispatch of the Notice and before the Cut-off date may obtain the user ID by approaching Mr. B.V. Kishore, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@karvy.com, Phone: 040-67162222, for issuance of the user ID and password for exercising their right to vote by electronic means.
- 24. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
- 25. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Subsidiaries Companies whose Annual Accounts have been consolidated with the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting.
- 26. Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company / Registrar & Transfer Agent (RTA) for registration under their folio.

Further, as per the said circular all the unclaimed/ unpaid dividends also will be paid via electronic bank transfers only. Hence, the shareholders are requested to update their PAN and bank details.

27. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, w.e.f. April 1, 2019 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the members of the company are requested to dematerialize their shareholding to avail the benefits of dematerialization. A note on procedure to be followed for dematerialization of physical shareholding and benefits out of it is uploaded on the company's website www.palred.com

28. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

For and on behalf of the Board of
Palred Technologies Limited

Place: Hyderabad
Date: 26.08.2019

Sd/-
Palem Srikanth Reddy
Chairman & Managing Director
(DIN: 00025889)

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO.2:

M/s. MSKA & Associates is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 105047W and has established in the year of 1978. The firm has presence in 9 cities in India viz Ahmedabad, Bengaluru, Chennai, Kolkata, Hyderabad, Mumbai, New Delhi - Gurgaon, Goa and Pune. The Firm provides range of services which include Audit & Assurance, Taxation, Accounting and Risk Advisory.

M/s. MSKA & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Companies Act, 2013.

Considering the above and their eligibility to be appointed as the statutory auditor for term of five (5) years under the applicable provisions of Guidelines issued by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, the Board of Directors, Pursuant to recommendation of the Board Audit Committee, had approved the appointment of M/s. MSKA & Associates, as a statutory auditor for term of five (5) years.

In terms of requirements of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended effective April 1, 2019, details of proposed remuneration and credentials of the Statutory Auditors are provided below:

- a) It is proposed to pay remuneration of Rs.5,00,000/- towards statutory audit and Rs. 7,00,000/- towards quarterly standalone and consolidated financial results and limited review reports along with the issuance of certificates in accordance with guidelines laid down by SEBI and Companies Act, 2013 for financial year 2019-20 aggregating to Rs.12,00,000/- plus applicable taxes along with out-of-pocket expenses and such remuneration and expenses thereafter as may be mutually agreed between the Company and the said Statutory Auditors.
- b) There is an increase in the fees payable to M/s. MSKA & Associates, Chartered Accountants from the fees paid to outgoing Auditors M/s. Walker Chandio & Co., LLP, Chartered Accountants as because of scope of work. The Board, including relevant committee(s) thereof, shall be given the power to agree, alter and vary the terms and conditions of such appointment, remuneration etc. In addition to the above and in accordance with the provisions of the Act, the Board / committees thereof, may approve other services, as deemed appropriate, and remuneration for such services as required by law or otherwise, subject to the provisions of section 144 of the Act.

- c) M/s.MSKA & Associates is a Chartered Accountancy Firm registered with Institute of Chartered Accountants of India with Firm registration Number 105047W. The firm has presence in all over in India. The Firm provides range of services which include Audit & Assurance, Taxation, Accounting and Risk Advisory. The audit firm practice has significant experience in auditing listed and large multinational Companies

Your Board of Directors recommend to pass the resolution for appointment of Statutory Auditors, as an Ordinary Resolution as set out at item no. 2 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives are in any way, interested or concerned in this resolution.

ITEM NO.3:

Mr. Atul Sharma (DIN: 07185499) is an Independent Director of the Company. The Members at the 16th AGM of the Company held on September 30, 2015 had approved the appointment of Mr. Atul Sharma as an Independent Director of the Company to hold office for a term of 5 (five) years up to May 13, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and based on his skills, experience, knowledge, and report of his performance evaluation and in terms of provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Atul Sharma, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Atul Sharma for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from May 14, 2020 up to May 13, 2025.

Mr. Atul Sharma is a Member of the Audit Committee, Risk Management Committee and the Nomination and Remuneration Committee of the Board of Directors of the Company. Mr. Atul Sharma has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Atul Sharma as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Atul Sharma as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 20th AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Atul Sharma as an Independent Director and on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, recommends the Special Resolution as set out at Item No. 3 of the Notice of the AGM for approval of the members.

Save and except Mr. Atul Sharma Independent Director being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 3 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 3 of the accompanying Notice.

ITEM NO.4:

Mr. Vijaya Saradhi (DIN: 03089889) is an Independent Director of the Company. The Members at the 16th AGM of the Company held on September 30, 2015 had approved the appointment of Mr. Vijaya Saradhi as an Independent Director of the Company to hold office for a term of 5 (five) years up to May 13, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Vijaya Saradhi, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Vijaya Saradhi for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from May 14, 2020 up to May 13, 2025.

Mr. Vijaya Saradhi is a Chairman of the Nomination and Remuneration Committee and Audit Committee and Member of Stakeholders Relationship Committee and Risk Management Committee of the Board of Directors of the Company. Mr. Vijaya Saradhi has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mr. Vijaya Saradhi as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Vijaya Saradhi as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 20th AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vijaya Saradhi as an Independent Director and on the recommendation of the Nomination and Remuneration Committee and based on the performance

Remuneration Committee and based on the performance evaluation, recommends the Special Resolution as set out at Item No. 4 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Mr. Vijaya Saradhi Independent Director being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 4 of the accompanying Notice.

ITEM NO.5:

Mrs. Richa Patnaik (DIN: 07274527) is an Independent Director of the Company. The Members at the 16th AGM of the Company held on September 30, 2015 had approved the appointment of Mrs. Richa Patnaik as an Independent Director of the Company to hold office for a term of 5 (five) years up to 31st August, 2020

As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mrs. Richa Patnaik, being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mrs. Richa Patnaik for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from September 1st, 2020 up to August 31, 2025.

Mrs. Richa Patnaik is a Chairman of the Stakeholders Relationship Committee. Mrs. Richa Patnaik is

a Member of the Audit Committee and the Nomination and Remuneration Committee of the Board of Directors of the Company. Mrs. Richa Patnaik has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of the Listing Regulations. The Company has received necessary declarations / disclosure / confirmation from Mrs. Richa Patnaik as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mrs. Richa Patnaik as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of 20th AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Richa Patnaik as an Independent Director and on the recommendation of the Nomination and Remuneration Committee and based on the performance

evaluation, recommends the Special Resolution as set out at Item No. 5 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Mrs. Richa Patnaik Independent Director being an appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 5 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 5 of the accompanying Notice.

For and on behalf of the Board of
Palred Technologies Limited

Sd/-

Place: Hyderabad

Date: 26.08.2019

Palem Srikanth Reddy
Chairman & Managing Director
(DIN: 00025889)

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 : L72200AP1999PLC033131

Name of the company **Palred Technologies Limited**

Registered office: Plot No. 2, 8-2-703/2/B, Road Number 12, Banjara Hills, Hyderabad, Telangana – 500034.

Venue of AGM Registered Office of the Company

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No. /Client Id	
DP ID*	
No. of Shares held	

* Applicable for investors holding Shares in electronic form

I/We, being the member (s) ofShares of the above named company, hereby appoint:

1. Name: 2. Name:

Address: Address:

.....
E-mail Id: E-mail Id:

Signature: or failing him.....Signature: or failing him

3. Name: 2. Name:

Address: Address:

.....
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on the Monday, 30th September, 2019 at 9.00 AM at Registered Office of the Company at Plot No. 2, 8-2-703/2/B, Road Number 12, Banjara Hills, Hyderabad, Telangana – 500034.and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors forFY 2018-19.
2. Appointment of M/s. MSKA & Associates, as Statutory Auditors and to fix their remuneration.
3. Re-appointment of Mr. Atul Sharma as an Independent Director of the company.
4. Re-appointment of Mr. S. Vijaya Saradhi as an Independent Director of the company.
5. Re-appointment of Mrs. Richa Patnaik as anIndependent Director of the company

Signed this day of 2019

Signature of the Member

Affix
revenue
stamp of
Rupee
One

Signature of the 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.

PALRED TECHNOLOGIES LIMITED

CIN: L72200AP1999PLC033131

Plot No. 2, 8-2-703/2/B, Road Number 12, Banjara Hills, Hyderabad,
Telangana – 500034. Tel: 91-40-67138810 E-mail: company@palred.com
Website: www.palred.com

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 20th Annual General Meeting of the members of the company to be held on **Monday, 30th day of September, 2019 at 9.00 A.M.** at the Registered Office of the Company at Plot No. 2, 8-2-703/2/B, Road Number 12, Banjara Hills, Hyderabad, Telangana – 500034 and at any adjourned meeting thereof

Shareholders/Proxy's Signature :

Shareholders/Proxy's full name :
(In block letters)

Folio No./Client ID :

No. of shares held :

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

ROUTE MAP – VENUE OF 20TH ANNUAL GENERAL MEETING



Form No. MGT-12**POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN : L72200AP1999PLC033131

Name of the Company : Palred Technologies Limited

Registered office : Plot No. 2, 8-2-703/2/B, Road Number 12, Banjara Hills, Hyderabad-34, Telangana.

BALLOT PAPER		
Sl. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	Adoption of Financial Statements.			
2	Appointment of M/s MSKA & Associates as Auditors.			
3	Re-appointment of Mr. Atul Sharma.			
4	Re-appointment of Mr. S. Vijaya Saradhi.			
5	Re-appointment of Ms Richa Patnaik.			

Place:

Date: (Signature of the shareholder)