

## **Notice to shareholders**

**NOTICE** is hereby given that the 16<sup>th</sup> Annual General Meeting of the Members of the Company for the financial year ended 31<sup>st</sup> March 2018 will be held on Wednesday, 19<sup>th</sup> September 2018 at 3.00 P.M at the registered office of the Company situated at No. 244, Carex Centre, Anna Salai, Chennai - 600006 to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements**

To consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2018, including the audited Balance Sheet as at March 31, 2018, the audited Statement of Profit and Loss and the audited Cash Flow Statement for the year ended on that date together with the reports of the Directors' and the Auditors' thereon.

#### **2. Appointment of Mr. Balaji Ganesh (DIN: 01729279), as a director liable to retire by rotation**

To appoint a Director in the place of Mr. Balaji Ganesh (DIN: 01729279), who retires by rotation and being eligible, offers himself for re-appointment.

#### **3. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.**

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

**"RESOLVED THAT** pursuant to the provisions of sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s.Guru & Ram, LLP, Chartered Accountants having registration number 09723S/S200039 as allotted by Institute of Chartered Accountants of India, as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 17<sup>th</sup> Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors".

### **SPECIAL BUSINESS:**

#### **4. TO APPOINT MR. KUMARAN MANI (DIN: 00881701) AS A DIRECTOR**

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

**"RESOLVED THAT** Mr. Kumaran Mani (DIN: 00881701), who was appointed by the Board of directors as an Additional Director under the category of Non-Executive Independent Director of the Company with effect from 12<sup>th</sup> February 2018 who holds office upto the date of this annual general meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his candidature for the office of director, be and is hereby appointed as director of the company.

**RESOLVED FURTHER 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, Mr. Kumaran Mani (DIN: 00881701), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Non-Executive

Director of the Company to hold office for a term of five consecutive years with effect from the date of this 16<sup>th</sup> Annual General Meeting (19.09.2018) and not liable to be retiring by rotation.

**RESOLVED FURTHER THAT** Mr. Arun Jain, Chairman and Mr. Sridhar Ganesh, MD & CEO of the Company be and are hereby, jointly or severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**5. TO RE-APPOINT MR. ASHOK KORWAR (DIN: 00681874) AS INDEPENDENT DIRECTOR**

*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 Mr. Ashok Korwar (DIN:00681874), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive financial years with effect from 1<sup>st</sup> April, 2018.

**RESOLVED FURTHER THAT** Mr. Arun Jain, Chairman and Mr. Sridhar Ganesh, MD & CEO of the Company be and are hereby, jointly or severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the Order of the Board  
for Adrenalin eSystems Limited

**Arun Jain**  
Chairman  
DIN: 01909350

Place : Chennai  
Date : 07.08.2018

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND TO VOTE AND IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST REACH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to vote on their behalf at the meeting.
3. The Member/Proxies should bring their proxy form and attendance slip, sent herewith, duly filled in, for attending the meeting as mentioned in Annexure A and Annexure B of this notice.
4. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed as Annexure C.

# **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013("ACT")**

## **ITEM NO: 4**

### **Appointment of Mr. Kumaran Mani as Independent Director**

Based on the recommendation of Nomination, Remuneration, the Board of Directors had appointed Mr. Kumaran Mani as an Independent Director, with effect from 12<sup>th</sup> February 2018, not liable to retire by rotation.

The Company has received from Mr. Kumaran Mani (i) consent to act as director, (ii) declaration that he is not disqualified from being appointed as a director of the Company, and (iii) declaration of independence under Section 149(6) of Companies Act 2013.

In the opinion of the Board, Mr. Kumaran Mani possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act and that he is independent of the management.

The Company has also received notice in writing, from a member proposing his candidature for appointment as Director of the Company.

Except Mr. Kumaran Mani, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at item no. 4.

The Board recommends the passing of the resolution as set out at item no. 4 as an Ordinary Resolution.

## **ITEM NO: 5**

### **Re-appointment of Mr. Ashok Korwar as Independent Director**

Mr. Ashok Korwar was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company upto 31<sup>st</sup> March 2018.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mr. Ashok Korwar as Independent Director for a second term of five years on the Board of the Company w.e.f. 1<sup>st</sup> April 2018.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Mr. Ashok Korwar during his tenure, the continued association of Mr. Ashok Korwar would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Ashok Korwar as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Ashok Korwar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member proposing the candidature of Mr. Ashok Korwar for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Ashok Korwar that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Ashok Korwar fulfils the conditions for appointment as Independent Director as specified in the Act.

Except Mr. Ashok Korwar, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at item no. 5.

The Board recommends the passing of the resolution as set out at item no. 5 as a Special Resolution.

By the Order of the Board  
for Adrenalin eSystems Limited

**Arun Jain**  
Chairman

Place : Chennai

Date : 07.08.2018

**Annexure - A**  
**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: U72200TN2002PLC048860**

**Name of the company: ADRENALIN eSYSTEMS LIMITED**

**Registered office: No, 244, Carex Centre, Anna Salai, Chennai - 600006**

Name of the member(s): Registered address:  Email ID: Folio No:
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I/We, being member(s) of ..... equity shares of the above named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him/her

2.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 16<sup>th</sup> Annual General Meeting of the company, to be held on 19<sup>th</sup> September 2018 at 3.00 P.M at the registered office of the Company situated at No. 244, Carex Centre, Anna Salai, Chennai - 600006 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the Box Below:-

S.No	Resolutions:-	For	Against
1	Adoption of Financial Statements		
2	Appointment of Mr. Balaji Ganesh, as a director liable to retire by rotation		
3	To ratify the appointment of Statutory Auditors of the Company, to fix their remuneration		
4	To appoint Mr. Kumaran Mani as a Independent Director		
5	To re-appoint Mr. Ashok Korwar as Independent Director		

Signed this ..... day of ..... 2018

Signature of shareholder

Affix  
Re.1/-  
Revenue  
Stamp

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.

**ANNEXURE B**  
**ATTENDANCE SLIP**

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I hereby record my presence at the Annual General Meeting (AGM) of the Company, Adrenalin eSystems Limited will be held on 19th September 2018 at 3.00 P.M at the registered office of the Company situated at No. 244, Carex Centre, Anna Salai, Chennai - 600006

Regd. Folio No.....

Full Name of the Shareholder in Block Letters.....

No. of Share held .....

Name of the representative or proxy (if any) in Block Letters .....

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Signature of the Shareholder/Proxy/Representative\*

Note:

1. Please fill this attendance slip and hand it over at the registration counter.
2. Shareholder/Proxy Holder/Authorized representatives are requested to show their Photo ID proof for attending the meeting.
3. Authorised Representatives of Corporate members shall produce proper authorization issued in their favour.
4. Photocopied/torn attendance slip will not be accepted.
5. This attendance slip is valid only in case shares are held as on the date of the extraordinary general meeting.

## Annexure C – Route Map of the Venue

