

SESHACHAL TECHNOLOGIES LIMITED

CIN: L72200AP1994PLC063259

Registered Office: D.No 15-93/5, Aganampudi, B C Colony, Gajuwaka, Andhra Pradesh – 530046, India

Corporate Office: G1, Vijaya Residency, Road No. 14, Banjara Hills, Hyderabad-500034, Telangana, India

Email: info@seshachal.com, **Website:** www.seshachal.com, **Phone:** 04032945858

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting (AGM) of the Shareholders of **SESHACHAL TECHNOLOGIES LIMITED** (“the Company”) will be held on **Wednesday, 30th September, 2020 at 3.00 P.M. IST** at its Registered office of the Company situated at D.No 15-93/5, Aganampudi, B C Colony, Gajuwaka, Andhra Pradesh –530046, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the Financial Year ended March 31, 2020 and the reports of Board of Directors and Auditor thereon and in this regard, pass the following resolutions as Ordinary Resolution:

“**RESOLVED THAT** the audited financial statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To re-appoint Mr. Sourav Jain (DIN: 07226264), who retires by rotation as a Director at this Annual General Meeting and being eligible seeks re-appointment and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, (“the Act”) Mr. Sourav Jain (DIN: 07226264), who retires by rotation at this AGM, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

ITEM NO. 3 – APPOINTMENT OF MR. UMASANKAR MYLAPUR PRAKASH RAO AS INDEPENDENT DIRECTOR OF THE COMPANY

To appoint Mr. Umasankar Mylapur Prakash Rao (DIN: 08445123), who holds office upto the date of this Annual General Meeting and being eligible seeks appointment as Non-Executive

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Umasankar Mylapur Prakash Rao (DIN: 08445123), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from March 18, 2020, and who holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 161(1) of the Act and being eligible, be and is hereby appointed as an Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from March 18, 2020.”

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file Form No. DIR-12 with the Registrar of Companies, and to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

**For and on behalf of the Board
Seshachal Technologies Limited**

**Sd/-
Sourav Jain
Whole-Time Director
(DIN: 07226264)**

**Place:Hyderabad
Date:08.09.2020**

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special business to be transacted at the Annual General Meeting is annexed hereto.
2. The statement of the particulars of Directors retiring by rotation / seeking appointment /re-appointment at the ensuing Meeting is annexed hereto, as required under sub regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) 2015. The Directors have furnished the requisite declaration of their appointment / reappointment.
3. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing proxy in order to be effective should be deposited at the registered office of the Company, duly complete and signed, not less than 48 (Forty Eight) hours before the scheduled time of the meeting.
4. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of the proxy shall prove his identity at the time of attending the meeting.
5. Attendance slip, proxy form and route map of the venue of the meeting are annexed hereto.
6. Members are requested to bring their duly filled and signed Attendance Slip mentioning therein the details of their DPID and Client ID / Folio number, which is enclosed herewith and submit the same at the entrance of AGM venue.
7. Considering the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide it’s with Circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) permitted to conduct the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company may be held through VC / OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the deemed venue for AGM shall be the Registered Office of the Company.
8. Any member opts to attend the meeting through VC/OAVM shall send a request on the company’s mail id: info@seshachal.com. The detailed instructions and link shall be shared on requisition.
9. Members attending the AGM through VC / OAVM shall also be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. Members who hold shares in dematerialized form are requested to bring their depository account Number (Client ID and DPID No.) for easier identification and recording of the attendance at the meeting.
11. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said board resolution to attend and vote on their behalf at the Meeting.
12. Members / Proxies / Authorized Representatives are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of Annual Report will not be distributed at the AGM. Members may also note that the notice of the 26th AGM and Annual Report for FY 2019-2020 will also be available on the Company's website www.seshachal.com for download.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
14. Members holding shares in multiple folios in identical names or in the same order of names are requested to consolidate their shareholdings into one folio.
15. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
16. 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. Further they are required to submit old share certificates for exchange with split share certificates
17. The Securities and Exchange Board of India (SEBI) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f 1st April, 2019. Accordingly, the Company/Karvy Computershare Private Limited (RTA) has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.
18. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent.
19. 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 of shares held in physical form, and to their respective depository participant, if held in electronic form.

20. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's RTA.
21. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him / her as a candidate for that office, not less 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000/- (Rupees One Lac only).
22. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 4th September, 2020.
23. The Board of Directors of the Company (the "Board") has appointed Mr. Piyush Gandhi (Membership No. 54730), Proprietor of M/s. Piyush Gandhi & Associates, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. Instructions for e-voting and joining the AGM are as follows:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Rules 2016 and all other applicable provisions, the Company is pleased to provide members the facility to exercise their right to vote at the 26th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by CDSL (Central Depository Services Limited), in respect of all resolutions set forth in this Notice.

The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting. Mr. Piyush Gandhi (Membership No. 54730), Proprietor of M/s. Piyush Gandhi & Associates, Practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the remote e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.

The facility for voting through ballot paper shall also be made available at the meeting and

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.

Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. September 22, 2020 shall only be entitled to avail the facility of remote e-voting.

A. VOTING THROUGH ELECTRONIC MEANS:

The instructions for e-voting are given herein below.

1. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of Remote e-voting / Poll.
2. Any person, who becomes members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date, may obtain the User ID and password for Remote e-voting by sending email to CDSL intimating DP ID and Client ID / Folio No. at www.evotingindia.com.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.seshachal.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
4. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:	9:00 a.m. IST on Saturday, September 26, 2020
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End of remote e-voting:	5:00 p.m. IST on Tuesday, September 29, 2020
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During this period, Members holding shares either in physical form or in dematerialized form, as on **September 22, 2020 i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

5. The Remote e-voting will not be allowed beyond the aforesaid date and time and the Remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
6. The Scrutinizer, after scrutinizing the votes cast at the meeting and through Remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.seshachal.com and on the website of CDSL at www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
7. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2020.

THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW:

1. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on "Shareholders" module.
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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

or;

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

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 and voted on an earlier e-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 Shareholders holding shares in Demat Form and Physical Form
PAN	• Enter your 10 digit alpha-numeric *PAN issued by Income Tax

	<p>Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. • 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.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy form) recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- 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 login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

19. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@seshachal.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. NitinKunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. RakeshDalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

20. 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 Meeting.
21. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Company are open for inspection at the Registered Office of the Company, during the business hours on all working days up to the date of the Meeting.

**For and on behalf of the Board
Seshachal Technologies Limited**

**Sd/-
Sourav Jain
Whole-Time Director
(DIN: 07226264)**

**Place:Hyderabad
Date:08.09.2020**

EXPLANATORY STATEMENT
(Pursuant to provisions of Section 102 of the Companies Act, 2013)

The following statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to the items of Special Business mentioned in the ac Companying Notice:

ITEM No. 3:

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), had appointed Mr. Umasankar Mylapur Prakash Rao (DIN: 08445123) as an Additional Director (Non-Executive Independent) with effect from March 18, 2020.

As per the provisions of Section 161(1) of the Act, Mr. Umasankar Mylapur Prakash Rao holds office as Additional Director up to the date of the ensuing Annual General Meeting of the Company and being eligible, seek himself for appointment as Independent Director.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an independent Director requires approval of members.

Mr. Umasankar Mylapur Prakash Rao, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Umasankar Mylapur Prakash Rao that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and also as prescribed under Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Umasankar Mylapur Prakash Rao fulfills the conditions for his appointment as an Independent Director as specified in the Act and regulation as mentioned above.

Requisite notice under Section 160 of the Act proposing the appointment of Mr. Umasankar Mylapur Prakash Rao has been received by the Company.

Except Mr. Umasankar Mylapur Prakash Rao, none of the other Directors / Key Managerial Personnel of the Company and/or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The members are requested to consider the appointment of Mr. Umasankar Mylapur Prakash Rao as a Non-Executive Independent Director of the Company and pass the proposed Ordinary Resolution as set in the Notice of the Annual General Meeting.