

# SAVEN TECHNOLOGIES LIMITED



03<sup>rd</sup> September, 2019

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai-400001

Dear Sir/ Madam,


Sub: Annual Report 2018-19


Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith enclosing the Annual Report 2018-19 of Saven Technologies Limited.

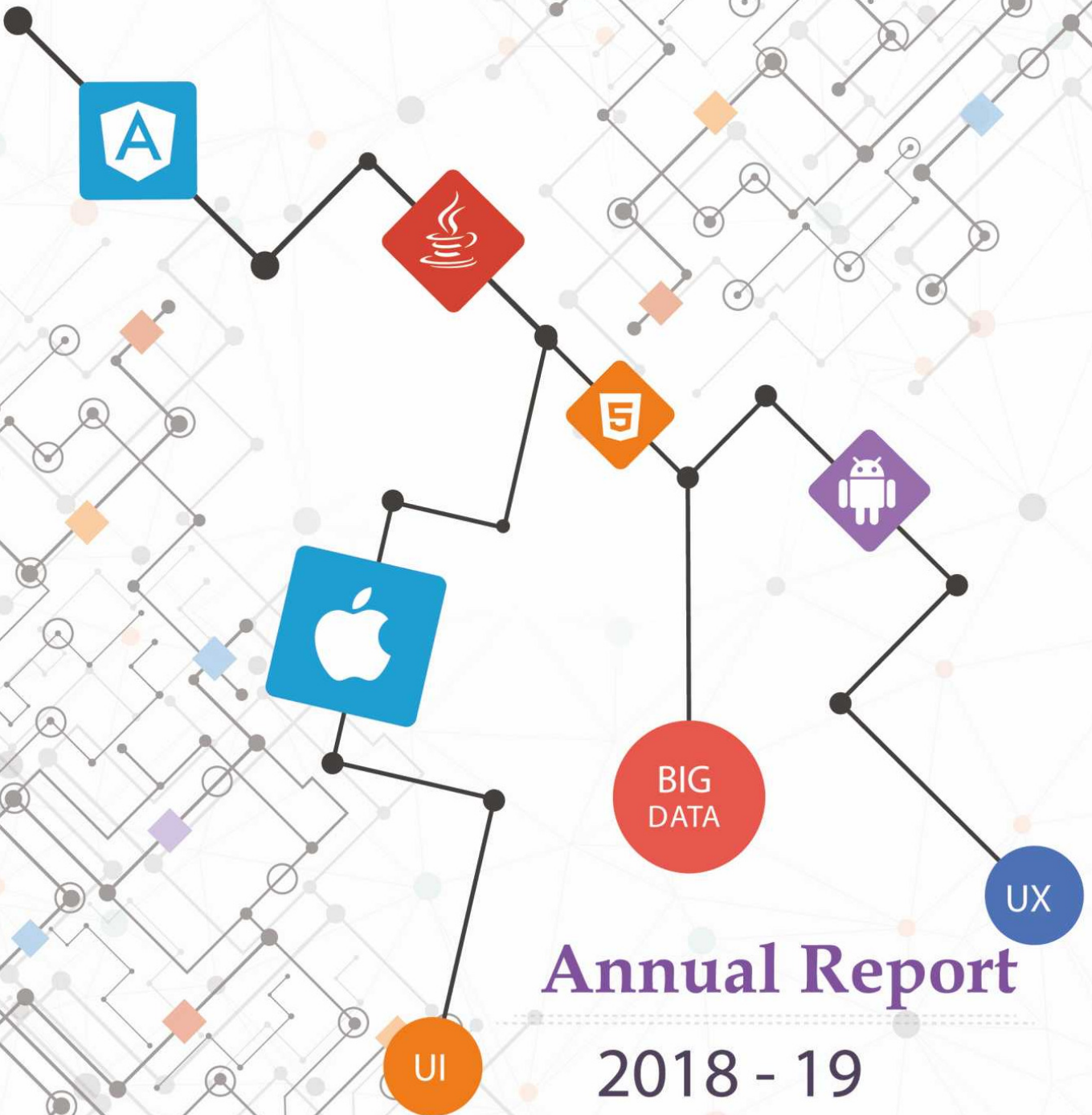
Please take the same on records.

Thanking You,

Yours truly,  
For Saven Technologies Limited

  
Jayanthi.P  
Company Secretary and Compliance Officer





# Annual Report

2018 - 19

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## Corporate Information

### Board of Directors

Mr. R S Sampath (Chairman)  
Mr. Sridhar Chelikani  
Wg Cdr A B Bhushan (Retd)  
Mr. R Ravi  
Mrs. R Renuka  
Mr. Murty Gudipati (Executive Director and CEO)

### Company Secretary

Ms. Jayanthi P

### Chief Financial Officer

Mr. S. Mohan Rao

### Statutory Auditor

Suryanarayana & Suresh  
Chartered Accountants  
# 8-2-601/B, Flat # C2, Road No. 10,  
Mellenium House, Near Zaheer Nagar X Road,  
Banjara Hills, Hyderabad - 500 034

### Internal Auditor

Nandyala & Associates  
H.No. 8-3-167/A/52, 2nd Floor, Vikaspuri,  
S.R.Nagar (Post), Hyderabad - 500038

### Registered Office

No.302, My Home Sarovar Plaza,  
5-9-22, Secretariat Road,  
Hyderabad - 500 063.  
Telangana, INDIA.  
CIN: L72200TG1993PLC015737

### Registrar and Share Transfer Agents

XL Softech Systems Ltd.  
# 3, Sagar Society, Road No.2,  
Banjara Hills, Hyderabad - 500 034.

### Bankers

IndusInd Bank Limited  
HDFC Bank  
Andhra Bank  
State Bank of India

### Secretarial Auditor

Mr. S Chidambaram  
Company Secretary in Practice  
Flat No.4A, Sampathji Apartments,  
6-3-85510/A, Saddat Manzil, Ameerpet,  
Hyderabad - 500016

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**BOARD'S REPORT**

Dear Members,

Your Directors have pleasure in presenting the 26th Annual Report of Saven Technologies Limited together with the audited financial statements for the year ended March 31, 2019.

**1. Financial Results**

The Company's financial performance for the year ended March 31, 2019 is summarised below:

	(Rs. In Lakhs)	
	<b>2018-19</b>	2017-18
Revenue from Operations	1060.95	839.51
Operating expenditure	776.24	746.92
<b>Earnings before interest, tax, depreciation and amortization (EBITDA)</b>	<b>284.71</b>	<b>92.59</b>
Other income	80.43	145.94
Depreciation and amortization expense	25.17	33.02
<b>Profit before tax (PBT)</b>	<b>339.97</b>	<b>205.51</b>
Tax expense	94.90	51.94
<b>Profit after Tax (PAT)</b>	<b>245.07</b>	<b>153.57</b>
Other Comprehensive Income	12.81	34.29
Balance brought forward from previous year	236.54	244.76
Profit available for appropriation	494.42	432.62
Interim Dividend including Tax	(131.15)	-
Deemed dividend Tax on Reduction of Share Capital	-	(161.79)
<b>Balance carried to balance sheet</b>	<b>1183.89</b>	<b>1057.16</b>

**2. Financials of the Company**

The total revenue of the Company for the year ended March 31, 2019 was Rs.1141.38 lakhs as compared to Rs.985.45 lakhs for the previous year. Revenue from operations was Rs.1060.95 lakhs as compared to Rs.839.51 lakhs, an increase of 26.40% over previous year. Other income was Rs.80.43 lakhs as against Rs.145.94 lakhs for the previous year. The profit before Tax for the year was Rs.339.97 lakhs as against Rs.205.51 lakhs for the previous year. The profit after Tax for the year was Rs.245.07 lakhs as compared to Rs.153.57 lakhs in the previous year. The total income, including Comprehensive Income for the year was Rs.257.88 lakhs as against Rs.187.86 lakhs in the previous year.

**Accounting Treatment**

As per the provisions of Companies Act, 2013 read with rules made thereunder, the company has implemented the Indian Accounting Standards for preparing the Financial Statements from the Financial Year 2017-18.

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

**3. Transfer To Reserves**

The company had at the beginning of the financial year an amount of Rs.550 lakhs in the General Reserve. During the financial year 2018-19 the company did not transfer any amount to Reserves.

**4. Dividend**

The Board of directors (the Board) at their meeting held on 27th November, 2018, declared an interim dividend of Re.1.00 (100%) per equity share of Re.1/- each, for the year 2018-19 amounting to Rs.108.787 lakhs. No further dividend had been declared for the year ended March 31, 2019.

**5. Deposits / Loans & Advances, Guarantees or Investments**

Your Company has not accepted any deposits and as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

The company has not given any loan or guarantee covered under the provisions of section 186 of the Companies Act, 2013 (Act). The details of the investments made by the company are given in the notes to the financial statements.

**6. Internal Financial Control Systems and Their Adequacy**

The Company has adequate system of internal controls to safeguard and protect from loss, unauthorised use or disposition of its assets. All the transactions are properly authorised, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for proper maintenance of books of accounts and for financial reporting.

**7. Related Party Transactions**

The transactions with related parties were in the ordinary course of business and on an arm's length pricing basis. Suitable disclosure as required by the Accounting Standards (Ind AS) has been made in the notes to the Financial Statements. There were no materially significant related party transactions, which had potential conflict with the interests of the company at large. The Board has approved a policy for related party transactions which has been uploaded on the Company's website <http://www.saven.in/documents/results/2014-15/Policy-on-related-party-transactions.pdf>. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 is given in Annexure-1 in Form AOC-2 and the same forms part of this report.

**8. Change in the Nature of Business, if any**

There is no material change in the nature of business affecting the financial position of the Company for the year ended March 31, 2019.

**9. Subsidiary Company, Joint Venture**

The company does not have any Subsidiary or Joint Venture.

**10. Directors and Key Managerial Personnel**

Mr. Murty Gudipati, was re-appointed as Executive Director and CEO of the Company for a period of three years commencing from 01st April, 2018 to 31st March, 2021 at 25th Annual General Meeting held on 28th September, 2018.

Mr. Sridhar Chelikani retires as Director by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

Mr. R Ravi, Independent Director was appointed by the board on 04th August, 2014 and at 21st Annual General Meeting held on 22nd September, 2014 for a period of five years. As per the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, the Board of Directors have proposed to extend the term of appointment of Mr. R Ravi as Independent Director for second term of five years commencing from 21st September, 2019, considering his experience, knowledge, skills and familiarity with the company.

Mrs. R Renuka, Independent Director was appointed by the board on 26th March, 2015 and at 22nd Annual General Meeting held on 17th August, 2015 for a period of five years till 25th March, 2020. As per the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, the Board of Directors have proposed to extend the term of appointment of Mrs. R Renuka as Independent Director for second term of five years commencing from 26th March, 2020 to 25th March, 2025, considering her experience, knowledge, skills and familiarity with the company.

Mr. Avula Bharat Bhushan, Independent Director was re-appointed at 25th Annual General Meeting held on 28th September, 2018 for second term of five years commencing from 01.10.2018. Since he has completed 76 years, the board is proposing his re-appointment for shareholders' approval for him to continue as Independent Director during his second term.

For the perusal of the shareholders, a brief resume of the Directors being re-appointed along with necessary particulars is given in the explanatory statement to the notice.

**Statement on the declaration given by the Independent Directors as per Section 149(6)**

The company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he /she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**11. Policy on Directors' Appointment and Remuneration and Other Details**

The Nomination and Remuneration Committee ('the committee') comprises three independent directors as on March 31, 2019. Wg Cdr A B Bhushan (Retd), Chairman, Member, Mr. R Ravi, Member, Mrs. R Renuka, Member. Mrs. R Renuka became member of the committee and Mr. R S Sampath, Member stepped down. The committee is constituted as per the provisions of Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time.

During the period under review the Committee met three times i.e., on 07.08.2018, 24.10.2018, 25.03.2019. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting.

**Remuneration Policy**

The policy of the company on remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, is as required under sub-section (3) of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the policy since the last fiscal year. The remuneration paid to the directors, key managerial personnel and other employees is as per the terms laid out in the nomination and remuneration policy of the Company. The detailed policy is posted on the website of the company www.saven.in. Following are the salient features of the policy:

- ◆ Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria
- ◆ Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions
- ◆ Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration
- ◆ Review the performance of the Board of Directors and Key Managerial Personnel based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Key Managerial Personnel, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

**Details of remuneration to all the directors**

The Non-Executive Directors receive remuneration only by way of sitting fees for attending the meetings of the Board and Committee thereof.

a) The details of remuneration paid to all the Directors' for 2018-19 is given below: (Amount in Rs.)

Name of the Director	Salary	Provident fund, and Superannuation fund other perquisites	Sitting Fees	Total
Sridhar Chelikani	--	--	7,500	7,500
R S Sampath	--	--	62,000	62,000
Wg Cdr A B Bhushan (Retd)	--	--	61,500	61,500
R Ravi	--	--	69,000	69,000
R Renuka	--	--	47,000	47,000
MurtyGudipati	30,00,000	17,30,000	--	47,30,000

b) Details of fixed component and performance linked incentives along with the performance criteria:-

As per the terms of remuneration approved at the Annual General Meeting held on 28th September, 2018, Mr. Murty Gudipati was paid Rs.10 lakhs as performance incentive during the financial year 2018-19, on recommendation of the Nomination and Remuneration Committee considering the performance of the company and approved by the Board.

c) Service contracts, notice period, severance fees:

Mr. Murty Gudipati's re-appointment as Executive Director and Chief Executive Officer for the period commencing from 01st April, 2018 to 31st March, 2021 was approved by the Board of Directors at the Board Meeting held on 01st February, 2018, and by the members at the Annual General Meeting held on 28th September, 2018. As per the terms of his appointment the services of Mr. Murty Gudipati can be terminated with Six months' notice on either side and he shall not be eligible for any severance pay.

The Board of Directors at their meeting held on 16th May, 2019 considered Revision of Remuneration to Mr. Murty Gudipati, effective from 01st April, 2019 to 31st March, 2021, subject to approval of shareholders at the ensuing Annual General Meeting.

d) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- NIL

## 12. Number of Meetings of the Board

During the period under review the board met Six times. The dates on which the Meetings were held are 25th May, 2018, 08th August, 2018, 24th October, 2018, 27th November, 2018, 25th January, 2019 and 25th March, 2019.

## Meetings of Independent Directors

The Independent Directors had a meeting on 25th March, 2019. All the Independent Directors were present at the Meeting.

## 13. Board Evaluation

*Performance Evaluation of Board, Committees, Individual Directors and Independent Directors.*

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carried out an annual performance evaluation of its own performance, the Directors as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders' Relationship Committees. Independent Directors carried out a separate evaluation on the performance of Chairman and non Independent directors. The manner in which the evaluation has been carried out is explained below;

The evaluation took into consideration the inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, execution and performance of specific duties, obligations and governance the Company and its stakeholders. It was observed that the Board played a vital role in formulation and monitoring of policies.

The evaluation in respect of the committees took into consideration covering various aspects of the Committees functioning such as, whether the amount of responsibility delegated by the Board to each of the committees is appropriate, the committees take effective and proactive measures to perform its functions, the reporting by each of the Committees to the Board is sufficient etc. It was observed that the Board had constituted sufficient committees wherever required with well-defined terms of reference whose composition was in compliance with the legal requirements and their performances were reviewed periodically. It was found that the Committees gave effective suggestion and recommendation to the Board.

The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors at a separate meeting held on 25th March, 2019. The evaluation also assessed the quality, quantity and timeliness of the flow of information between the management and the Board that were necessary for it to effectively and reasonably perform its duties. It was observed that the Chairman and the Non-Independent Directors discharged their responsibilities in an effective manner.

The Board evaluated the performance of Independent Directors and Individual Directors considering various parameters such as their familiarity with the Company's vision, policies, values, code of conduct, their attendance at Board and Committee Meetings, whether they participate in the meetings constructively by providing inputs and provide suggestions to the Management/Board in areas of domain expertise, whether they seek clarifications by raising appropriate issues on the presentations made by the Management/reports placed before the Board, practice confidentiality, etc. It was observed that the Directors discharged their responsibilities in an effective manner.

During the year under review, the recommendations made in the previous year were satisfactorily implemented.

#### 14. Audit Committee

The Audit Committee ('the committee') comprises three independent directors as on March 31, 2019., Mr. R Ravi, Chairman, Mr. R S Sampath, Member, Wg Cdr A B Bhushan (Retd), Member. The committee is constituted as per the provisions of Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time.

During the period under review the Committee met four times i.e., on 25.05.2018, 07.08.2018, 23.10.2018 and 25.01.2019. The Chairman of the Audit Committee was present at the previous Annual General Meeting.

The Statutory Auditors and the Internal Auditors of the Company are invited to attend the Audit Committee Meeting. Mr. Murty Gudipati, Executive Director and the Chief Financial Officer are also invited to attend the Audit Committee Meeting. The Company Secretary acts as the secretary to the committee.

#### 15. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ('the committee') comprises three independent directors as on March 31, 2019. Wg Cdr A B Bhushan (Retd), Chairman, Member, Mr. R Ravi, Member, Mr. R S Sampath, Member. The committee is constituted as per the provisions of Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time.

During the period under review the Committee met four times i.e., on 25.05.2018, 07.08.2018, 23.10.2018 and 25.01.2019. The Chairman of the Stakeholders' Relationship Committee was present at the previous Annual General Meeting.

#### 16. Auditors

##### Statutory Auditors

At the Annual General Meeting (AGM) held on September, 25, 2017, M/s. Suryanarayana and Suresh., Chartered Accountants, Hyderabad, were appointed as Statutory Auditors of the company to hold office till conclusion of the AGM to be held in the calendar year 2022. The Ministry of Corporate Affairs vide its notification dated 7th May, 2018, has done away with the requirement of yearly ratification of appointment of Statutory Auditors, at the AGM.

There are no qualifications, reservation or adverse remark in the Audit Report for the Financial Year ended 31st March, 2019.

##### Secretarial Audit

Mr. S Chidambaram, Company Secretary in Practice, Hyderabad, was appointed to undertake the Secretarial Audit of the Company for the Financial Year 2018-19. The Secretarial Audit Report is given in Annexure-2.

With regard to the observation made in the Secretarial Audit Report for the financial year 2018-19, about the *delay in reporting the firms application as required as per Foreign investment in India - Reporting in Single Master Form to RBI vide RBI Circular RBI/2017-181/194 A.P (DIR Series) Circular No.30 dated June 07, 2018*, we would like to state that the delay was due to non-availability of the requisite information within the prescribed time for filing the Report.

##### Internal Auditors

In terms of the provisions of Section 139 of the Act and based on the recommendation of Audit Committee, the Board of Directors at their meeting held on 25th May, 2018 re-appointed M/s. Nandyala and Associates, Chartered Accountants, as the Internal Auditors of the Company. Nandyala and Associates, Chartered Accountants confirmed



their willingness to be re-appointed as the Internal Auditors of the Company. Further, the Audit Committee in consultation with Internal Auditors, formulated the scope, functioning, periodicity methodology for conducting the internal audit.

#### 17. Directors' Responsibility Statement

In terms of Section 134(5) of the Companies Act 2013, your Directors would like to state that:

- a. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2019 and the profit of the Company for that financial year;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the Annual Accounts on a going concern basis.
- e. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 18. Details in respect of frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government - NIL

#### 19. Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo

Conservation of Energy:

The nature of the Company's operations requires a low level of energy consumption.

Research and Development (R&D):

The Company continues to look at opportunities in the areas of research and development in its present range of activities.

Technology Absorption:

The Company continues to use the latest technologies for improving the productivity and quality of its services. The Company has not imported any technology during the year.

Foreign Exchange Earnings and Outgo:

Foreign Exchange earned by the Company as on March 31, 2019 was Rs. 1038.16 lakhs and as on March 31, 2018 was Rs. 972.88 lakhs. The Foreign Exchange outgo for the company as on March 31, 2019 was Rs.4.36 lakhs and as on March 31, 2018 was NIL.

#### 20. Particulars of Employees

- (a) The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure-3.
- (b) The information required under Section 197(12) of the Companies Act, 2013 ("the Act") read with Rule 5(2) & of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. However, pursuant to first proviso to Section 136(1) of the Act, this Report is being sent to the Shareholders excluding the aforesaid information. Any shareholder interested in obtaining said information, may write to the Company Secretary at the Registered Office of the Company and the said information is available for inspection at the Registered Office of the Company.

**21. Extract of Annual Return**

The details forming part of the extract of the Annual Return in form MGT-9 are given in Annexure-4. The web address, where annual return referred to in sub-section (3) of section 92 has been placed is [www.saven.in](http://www.saven.in).

**22. Risk Management**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the company has formulated a policy on risk management. The Board regularly discusses the significant business risks identified by the Management and the mitigation process being taken. The Company has an adequate risk management framework to identify, monitor and minimize risks as also identify business opportunities. At present the company has not identified any element of risk which may threaten the existence of the company.

**23. Vigil Mechanism / Whistle Blower Policy**

Pursuant to Section 177 of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company has established a Whistle Blower Policy to deal with instance(s) of fraud and mismanagement, if any. The Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. The details of the Whistle Blower Policy is posted on the website of the Company <http://www.saven.in/documents/results/2018-19/Revised%20Whistle%20Blower%20Policy.pdf>.

**24. Corporate Social Responsibility (CSR)**

The provisions relating to Corporate Social Responsibility under the Companies Act, 2013 do not apply to the company.

**25. Prevention Of Sexual Harassment Policy**

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Your Directors further state that during the year under review, no complaints were received pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**26. The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

In terms of sub rule 5(vii) of Rule 8 of Companies (Accounts) Rules, 2014, there are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**27. Management Discussion & Analysis and Corporate Governance**

The "Management Discussion and Analysis Report" highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns etc. is furnished separately and forms part of this Board's Report.

The paid up equity share capital is below Rupees Ten Crore and Net Worth below rupees Twenty Five crore, as on the last day of the previous financial year i.e., as per Audited Financials of Previous Financial year i.e., 31st March, 2018 of the company. As per the provisions of Regulation 15(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the compliance with the Corporate Governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V shall not apply; therefore the Corporate Governance Report is not Annexed in the Annual Report.

The Company is complying with all the applicable provisions of Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other statutory regulations.

Pursuant to provisions of Schedule V (A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the compliance with Related Party Disclosure is given in notes to financial statement and pursuant to provisions of Schedule V (F), Disclosures with respect to demat suspense account/ unclaimed suspense account is NIL.

### 28. Acknowledgments

Your Directors thank the investors, bankers, clients and vendors for their continued support. Your Directors place on record their appreciation of the valuable contribution made by the employees at all levels.

Place : Hyderabad  
Date : July 23, 2019

For and on behalf of the Board  
R S Sampath  
Chairman  
DIN:00063633

Annexure - 1

### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

#### 1. Details of contracts or arrangements or transactions not at arm's length basis

Saven Technologies Ltd has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2018-19.

#### 2. Details of material contracts or arrangement or transactions at arm's length basis:

- a. Name(s) of the related party and nature of relationship : Common Director  
Medha Services. Inc., USA,
- b. Nature of contracts / arrangements / transactions : IT Services
- c. Duration of the contracts / arrangements / transactions : One year, to be renewed on consent of both the parties for further period.
- d. Salient terms of the contracts or arrangements or transactions including the value, if any :  
Saven Technologies Ltd shall
  - (i) provide IT services to the existing and new clients of Medha Services, Inc.
  - (ii) diligently perform the contract in timely manner and provide services in accordance with the agreement issued by Medha Services, Inc.
- e. Date(s) of approval by the Board, if any : Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis.
- f. Amount paid as advances, if any : Nil

Place : Hyderabad  
Date : July 23, 2019

For and on behalf of the Board  
R S Sampath  
Chairman  
DIN:00063633

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Saven Technologies Limited  
(CIN: L72200TG1993PLC015737)  
302, My Home Sarovar Plaza,  
5-9-22 Secretariat Road,  
Hyderabad - 500063, Telangana

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Saven Technologies Limited. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided and declarations made by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India(Share Based Employee Benefits) Regulations, 2013;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India i.e. Secretarial Standard - for Board Meeting and Secretarial Standards - 2 for General Meetings.
- ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **[Except those as prescribed under Regulation 15(2) read with Regulations 15(3)]\***
- iii) Information Technology Act 2000; Information Technology (Amendment) Act 2008 & Rules for the Information Technology Act 2000.

Further as per the explanation given by the Company there are no specific acts applicable to be Company to be reported in my Report.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

**\*As per Regulation 15 (2) to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply in respect of a listed entity whose paid up**

equity share capital does not exceed Rs. 10 crores and net worth does not exceed Rs. 25 crores as on March 31, 2018 to the extent that they are addition to the requirements specified under the Companies Act, 2013.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and no members has dissented any of the Resolutions.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the period under review, the Company has received the Order from National Company law Tribunal, Hyderabad Bench on 08th January, 2018 for Reduction of Share Capital. Company received trading approval from BSE on 26.07.2018.

**During the Audit, we found the following observation;**

1. *The company has delayed in reporting the firm's application as required as per Foreign investment in India - Reporting in Single Master Form to RBI wide RBI Circular RBI/2017-18/194 A.P (DIR Series) Circular No.30 dated June 07, 2018.*

Place: Hyderabad  
Date: 23.07.2019

Signature:

S. Chidambaram  
Practicing Company Secretary  
FCS No. 3935  
C P No: 2286

To  
The Members of  
Saven Technologies Limited  
Hyderabad

My Secretarial Audit Report of even date is to be read along with this letter.

- 1 The maintenance of Secretarial records is the responsibility of the Management of the Company. Further, the Company is also responsible for devising proper systems and process to ensure the compliance of the various statutory requirements and Governance systems.
- 2 It is the responsibility of the Management of the Company to ensure that the systems and process devised for operating effectively and efficiently.
- 3 My responsibility is to express an opinion on these secretarial records based on my audit.
- 4 I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices followed provide a reasonable basis for my opinion.
- 5 Wherever required, I have obtained the Management representations about the compliance of laws, rules and regulations and happening of events etc.
- 6 The Compliance of the provisions of other applicable laws, rules and regulations is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
- 7 The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Hyderabad  
Date: 23.07.2019

Signature:

S. Chidambaram  
Practicing Company Secretary  
FCS No. 3935  
C P No: 2286

**PARTICULARS OF EMPLOYEES**

(a) The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

(i) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;**

<b>Executive Director</b>	<b>Ratio to median remuneration</b>
Mr. Murty Gudipati, Executive Director and Chief Executive Officer	9.28

No remuneration was paid to other directors.

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>% increase in remuneration in the financial year</b>
Mr. Murty Gudipati, Executive Director and Chief Executive Officer	20
Mr. S Mohan Rao, Chief Financial Officer	13
Ms. Jayanthi.P, Company Secretary	9

(iii) The percentage increase in the median remuneration of employees in the financial year: (29.83%)

(iv) The number of permanent employees on the rolls of company; 70

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

(vi) During the course of the year, the total increase was approximately 10%, after accounting for promotions and other event based compensation revisions. Increase in the managerial remuneration for the year was Nil

Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31.03.2019  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i) CIN	L72200TG1993PLC015737
ii) Registration Date	10.05.1993
iii) Name of the Company	Saven Technologies Limited
iv) Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v) Address of the Registered office and contact details	No.302, My Home Sarovar Plaza,5-9-22, Secretariat Road, Hyderabad- 500063 Phone No. 040-23233358, 23237303 Fax No. 040-23237306 email: info@saven.in
vi) Whether listed company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	XL Softech Systems Ltd,Plot No. 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad-500034, Ph.No.040-23545913

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Computer programming, consultancy and related activities	620	100.00

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S.No.	Name and Address of The company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2018				No. of Shares held at the end of the year i.e 31.03.2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	4620244	-	4620244	42.47	4620244	-	4620244	42.47	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	4620244	-	4620244	42.47	4620244	-	4620244	42.47	-
<b>(2) Foreign</b>									
a) NRIs -	-	-	-	-	-	-	-	-	-
Individuals	-	-	-	-	-	-	-	-	-
b) Other -	-	-	-	-	-	-	-	-	-
Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	4620244	-	4620244	42.47	4620244	-	4620244	42.47	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	199567	-	199567	1.83	185370	-	185370	1.70	0.13



ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1816605	104549	1921154	17.66	2846403	129299	2975702	27.35	9.69
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3021588	37600	3059188	28.12	1996081	0	1996081	18.35	9.77
c) Others (specify)	-	-	-	-	-	-	-	-	-
NRI Shareholders holding	104630	123965	228595	2.11	124802	123965	248767	2.29	0.18
Foreign National-Shareholder holding	-	850000	850000	7.81	-	850000	850000	7.81	-
Clearing members	-	-	-	-	2584	-	2584	0.02	0.02
<b>Sub-total (B)(2):-</b>	<b>5142390</b>	<b>1116114</b>	<b>6258504</b>	<b>57.53</b>	<b>5155240</b>	<b>1103264</b>	<b>6258504</b>	<b>57.53</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>5142390</b>	<b>1116114</b>	<b>6258504</b>	<b>57.53</b>	<b>5155240</b>	<b>1103264</b>	<b>6258504</b>	<b>57.53</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>9762634</b>	<b>1116114</b>	<b>10878748</b>	<b>100.00</b>	<b>9775484</b>	<b>1103264</b>	<b>10878748</b>	<b>100.00</b>	<b>-</b>

**(ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning the year			Shareholding at the end of the year			% change in Shareholding During the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Mrs. J Rajyalakshmi	2322740	21.35	-	2322740	21.35	-	-
2	Mrs. J Avanti Rao	859450	7.90	-	859450	7.90	-	-
3	Mr. Aditya Narsing Rao*	313500	2.88	-	-	-	-	(2.88)
4	Mr. Nrupender Rao*	1124554	10.34	-	1438054	13.22	-	2.88
	<b>Total</b>	<b>4620244</b>	<b>42.47</b>	<b>-</b>	<b>4620244</b>	<b>42.47</b>	<b>-</b>	<b>-</b>

\*There was inter-se transfer of 3,13,500 shares from Mr. Aditya Narsing Rao to Mr. J V Nrupender Rao.

**(iii) Change in Promoters' Shareholding ( please specify, if there is no change)**

Sl No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year			
		No. of shares	% of total shares	No. of shares of the company	% of total shares of the company
	At the beginning of the year	4620244	42.47	4620244	42.47
	No change				
	At the End of the year			4620244	42.47

There was inter-se transfer of 3,13,500 shares from Mr. Aditya Narsing Rao to Mr. J V Nrupender Rao.

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl No.	Name of the shareholder	Shareholding at the beginning the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	DHARI MOHAMMAD AL-ROOMI	850000	7.81	850000	7.81
	At the beginning of the year				
	Increase /Decrease in Shareholding during the year				
	At the End of the year				
2.	SABBIR KUTBUDDIN KHANSAHEB	267900	2.46	267900	2.46
	At the beginning of the year				
	Increase/Decrease in Shareholding during the year (during the period 30.07.2018 -03.08.2018)				
	Increase in Shareholding during the year (during the period 21.12.2018-28.12.2018)				
	Increase in Shareholding during the year (during the period 28.12.2018-04.01.2019)				
	Increase in Shareholding during the year (during the period 04.01.2019-11.01.2019)				
	Increase in Shareholding during the year (during the period 11.01.2019-18.01.2019)				
	Increase in Shareholding during the year (during the period 01.02.2019-08.02.2019)				
	At the End of the year				
	3.				
At the beginning of the year					
Increase /Decrease in Shareholding during the year					
At the End of the year					

Sl No.	Name of the shareholder	Shareholding at the beginning the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4.	RAMASWAMYREDDY PEDINEKULUVA				
	At the beginning of the year	143015	1.31	143015	1.31
	Increase in Shareholding during the year (during the period 30.07.2018-03.08.2018)	9714	0.09	152729	1.40
	Increase in Shareholding during the year (during the period 10.08.2018-17.08.2018)	4695	0.04	157424	1.45
	Increase in Shareholding during the year (during the period 17.08.2018-24.08.2018)	3200	0.03	160624	1.48
	Increase in Shareholding during the year (during the period 24.08.2018-31.08.2018)	2892	0.03	163516	1.50
	Increase in Shareholding during the year (during the period 31.08.2018-07.09.2018)	191	0.00	163707	1.50
	Decrease in Shareholding during the year (during the period 21-09.2018-28.09.2018)	(209)	0.00	163498	1.50
	Increase in Shareholding during the year (during the period 05.10.2018-12.10.2018)	4000	0.04	167498	1.54
	Increase in Shareholding during the year (during the period 26.10.2018-02.11.2018)	3200	0.03	170698	1.57
	Increase in Shareholding during the year (during the period 02.11.2018-09.11.2018)	131	0.00	170829	1.57
	Increase in Shareholding during the year (during the period 09.11.2018-16.11.2018)	4200	0.04	175029	1.61
	Increase in Shareholding during the year (during the period 23.11.2018-30.11.2018)	24068	0.22	199097	1.83
	Increase in Shareholding during the year (during the period 14.12.2018-21.12.2018)	1	0.00	199098	1.83
	Increase in Shareholding during the year (during the period 21.12.2018-28.12.2018)	4	0.00	199102	1.83
	Increase in Shareholding during the year (during the period 28.12.2018-04.01.2019)	555	0.01	199657	1.84

Sl No.	Name of the shareholder	Shareholding at the beginning the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Increase in Shareholding during the year (during the period 04.01.2019-11.01.2019)	159	0.00	199816	1.84
	Increase in Shareholding during the year (during the period 15.02.2019-22.02.2019)	2651	0.02	202467	1.86
	Increase in Shareholding during the year (during the period 22.02.2019-01.03.2019)	32150	0.30	234617	2.16
	Increase in Shareholding during the year (during the period 01.03.2019-08.03.2019)	1	0.00	234618	2.16
	Increase in Shareholding during the year (during the period 08.03.2019-15.03.2019)	179	0.00	234797	2.16
	Increase in Shareholding during the year (during the period 22.03.2019-29.03.2019)	9	0.00	234806	2.16
	At the End of the year			234806	2.16
5.	KUTBUDDIN KHANSAHEB				
	At the beginning of the year	196029	1.80	196029	1.80
	Increase/Decrease in Share holding during the year (during the period 30.07.2018-03.08.2018)	+/-15429	0.00	196029	1.80
	Increase in Share holding during the year (during the period 17.08.2018-24.08.2018)	10000	0.09	206029	1.89
	Decrease in Share holding during the year (during the period 31.08.2018-07.09.2018)	(429)	0.00	205600	1.89
	Increase in Share holding during the year (during the period 05.10.2018-12.10.2018)	3000	0.03	208600	1.92
	Increase in Share holding during the year (during the period 16.11.2018-23.11.2018)	1400	0.01	210000	1.93
	Increase in Share holding during the year (during the period 23.11.2018-30.11.2018)	4000	0.04	214000	1.97
	Increase in Share holding during the year (during the period 21.12.2018-28.12.2018)	9510	0.09	223510	2.05

Sl No	Name of the shareholder	Shareholding at the beginning the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Increase in Share holding during the year (during the period 28.12.2018-04.01.2019)	7867	0.07	231377	2.13
	Decrease in Share holding during the year (during the period 25.01.2019-01.02.2019)	(617)	(0.01)	230760	2.12
	At the End of the year			230760	2.12
6.	RHEA SHAH				
	At the beginning of the year	156000	1.43	156000	1.43
	Increase in Share holding during the year (during the period 30.07.2018-03.08.2018)	2000	0.02	158000	1.45
	Increase in Share holding during the year (during the period 17.08.2018-24.08.2018)	400	0.00	158400	1.46
	Increase in Share holding during the year (during the period 07.09.2018-14.09.2018)	1800	0.02	160200	1.47
	Decrease in Share holding during the year (during the period 04.01.2019-11.01.2019)	(10200)	0.09	150000	1.38
	At the End of the year			150000	1.38
7.	VIJAYA LAKSHMI YALAMANCHILI				
	At the beginning of the year	121617	1.12	121617	1.12
	Increase in Share holding during the year (during the period 30.07.2018-03.08.2018)	290	0.00	121907	1.12
	Increase in Share holding during the year (during the period 03.08.2018-10.08.2018)	10	0.00	121917	1.12
	Decrease in Share holding during the year (during the period 10.08.2018-17.08.2018)	(400)	0.00	121517	1.12
	Increase in Share holding during the year (during the period 24.08.2018-31.08.2018)	21	0.00	121538	1.12
	Decrease in Share holding during the year (during the period 07.09.2018-14.09.2018)	(125)	0.00	121413	1.12
	Decrease in Share holding during the year (during the period 21.09.2018-28.09.2018)	(275)	0.00	121138	1.11
	Increase in Share holding during the year (during the period 28.09.2018-05.10.2018)	10	0.00	121148	1.11

Sl No	Name of the shareholder	Shareholding at the beginning the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Increase in Share holding during the year (during the period 05.10.2018-12.10.2018)	10	0.00	121158	1.11
	Increase in Share holding during the year (during the period 12.10.2018-19.10.2018)	5	0.00	121163	1.11
	Increase in Share holding during the year (during the period 19.10.2018-26.10.2018)	9	0.00	121172	1.11
	Increase in Share holding during the year (during the period 02.11.2018-09.11.2018)	5	0.00	121177	1.11
	Increase in Share holding during the year (during the period 09.11.2018-16.11.2018)	15	0.00	121192	1.11
	Increase in Share holding during the year (during the period 16.11.2018-23.11.2018)	10	0.00	121202	1.11
	Increase in Share holding during the year (during the period 23.11.2018-30.11.2018)	10	0.00	121212	1.11
	Increase in Share holding during the year (during the period 14.12.2018-21.12.2018)	10	0.00	121222	1.11
	Increase in Share holding during the year (during the period 18.01.2019-25.01.2019)	3	0.00	121225	1.11
	Increase in Share holding during the year (during the period 25.01.2019-01.02.2019)	150	0.00	121375	1.12
	Decrease in Share holding during the year (during the period 01.03.2019-08.03.2019)	(375)	0.00	121000	1.11
	Increase in Share holding during the year (during the period 22.03.2019-29.03.2019)	10	0.00	121010	1.11
	At the End of the year			121010	1.11
8.	VARANASI HEMALATHA				
	At the beginning of the year	-	-	-	-
	Increase in Shareholding during the year (during the period 30.07.2018-03.08.2018)	73158	0.67	73158	0.67
	Increase in Shareholding during the year (during the period 03.08.2018-10.08.2018)	18000	0.17	91158	0.84

**Saven Technologies Limited**

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Sl No.	Name of the shareholder	Shareholding at the beginning the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Increase in Shareholding during the year (during the period 10.08.2018-17.08.2018)	3200	0.03	94358	0.87
	Increase in Shareholding during the year (during the period 17.08.2018-24.08.2018)	3200	0.03	97558	0.90
	Increase in Shareholding during the year (during the period 05.10.2018-12.10.2018)	3200	0.03	100758	0.93
	Increase in Shareholding during the year (during the period 14.12.2018-21.12.2018)	2550	0.02	103308	0.95
	Increase in Shareholding during the year (during the period 28.12.2019-04.01.2019)	2200	0.02	105508	0.97
	Increase in Shareholding during the year (during the period 18.01.2019-25.01.2019)	120	0.00	105628	0.97
	Increase in Shareholding during the year (during the period 01.02.2019-08.02.2019)	2101	0.02	107729	0.99
	Increase in Shareholding during the year (during the period 08.02.2019-15.02.2019)	4	0.00	107733	0.99
	Increase in Shareholding during the year (during the period 15.02.2019-22.02.2019)	353	0.00	108086	0.99
	At the End of the year			108086	0.99
9.	GOPALA KRISHNA YALAMANCHILI At the beginning of the year	95369	0.88	95369	0.88
	Increase in Shareholding during the year (during the period 30.07.2018-03.08.2018)	4631	0.04	100000	0.92
	Increase in Shareholding during the year (during the period 22.02.2019-01.03.2019)	5000	0.05	105000	0.97
	At the End of the year			105000	0.97
10.	GANESH KRISHNAN IYER At the beginning of the year	64145	0.59	64145	0.59
	Increase in Shareholding during the year (during the period 10.08.2018-17.08.2018)	3500	0.03	67645	0.62
	Increase in Shareholding during the year (during the period 17.08.2018-24.08.2018)	1000	0.01	68645	0.63

**Saven Technologies Limited**

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SI No	Name of the shareholder	Shareholding at the beginning the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Increase in Shareholding during the year (during the period 05.10.2018-12.10.2018)	1000	0.01	69645	0.64
	Increase in Shareholding during the year (during the period 30.11.2018-07.12.2018)	4355	0.04	74000	0.68
	Increase in Shareholding during the year (during the period 14.12.2018-21.12.2018)	3000	0.03	77000	0.71
	Increase in Shareholding during the year (during the period 21.12.2018-28.12.2018)	1000	0.01	78000	0.72
	Increase in Shareholding during the year (during the period 28.12.2018-04.01.2019)	1000	0.01	79000	0.73
	Decrease in Shareholding during the year (during the period 04.01.2019-11.01.2019)	(30)	(0.00)	78970	0.73
	Decrease in Shareholding during the year (during the period 18.01.2019-25.01.2019)	(1920)	(0.02)	77050	0.71
	Increase in Shareholding during the year (during the period 25.01.2019-01.02.2019)	2000	0.02	79050	0.73
	Increase in Shareholding during the year (during the period 01.02.2019-08.02.2019)	1500	0.01	80550	0.74
	Increase in Shareholding during the year (during the period 08.02.2019-15.02.2019)	1580	0.01	82130	0.75
	At the End of the year			82130	0.75

Note: The above data for Increase or (Decrease) is obtained from Company's Registrars & Transfer Agent-XL Softech Systems Limited periodically. The Shareholding is taken based on consolidation of PAN of the above shareholders.



**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl No.	Name of the Director/KMP	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares of the company	% of total shares	No. of shares of the company	% of total shares
1.	Mr.Murty Gudipati	01-Apr-2018	At the beginning of the year	4,85,471	4.46	4,85,471	4.46
		31-Mar-2019	During the year At the end of the year	- -	- -	- 4,85,471	- 4.46
2.	Mr.Sridhar Chelikani	01-Apr-2018	At the beginning of the year	-	-	-	-
		31-Mar-2019	During the year At the end of the year	- -	- -	- -	- -
3.	Mr.R.S. Sampath	01-Apr-2018	At the beginning of the year	-	-	-	-
		31-Mar-2019	During the year At the end of the year	- -	- -	- -	- -
4.	Wg Cdr A B Bhushan (Retd)	01-Apr-2018	At the beginning of the year	2,616	0.02	2,616	0.02
		31-Mar-2019	During the year Decrease 14.08.2018 At the end of the year	1,900 -	0.017 -	716 716	0.006 0.006
5.	Mr.R.Ravi	01-Apr-2018	At the beginning of the year	-	-	-	-
		31-Mar-2019	During the year At the end of the year	- -	- -	- -	- -
6.	Mrs.R. Renuka	01-Apr-2018	At the beginning of the year	-	-	-	-
		31-Mar-2019	During the year At the end of the year	- -	- -	- -	- -
<b>KEY MANAGERIAL PERSONNEL</b>							
7.	Mr.S. Mohan Rao	01-Apr-2018	At the beginning of the year	6,570	0.06	6,570	0.06
		31-Mar-2019	During the year At the end of the year	- -	- -	- 6,570	- 0.06
8.	Ms.Jayanthi P	01-Apr-2018	At the beginning of the year	-	-	-	-
		31-Mar-2019	During the year At the end of the year	- -	- -	- -	- -

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
Addition				
Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Executive Director, Whole-time Directors and/or Manager: (Rs. in lakhs)**

Sl. no.	Particulars of Remuneration	Name of MD/ED/WTD/ Manager	Total Amount
		Mr. Murty Gudipati (Executive Director & CEO)	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30.00	30.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	27.30	27.30
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2.	Stock Option		--
3.	Sweat Equity		--
4.	Commission - as % of profit - others, specify...		--
5.	Others, please specify		--
	<b>Total (A)</b>	<b>57.30</b>	<b>57.30</b>
	Ceiling as per the Act		Within the limit of yearly remuneration payable, as per Section II - Remuneration payable by companies having no profit or inadequate profit without Central Government approval, Part II, Schedule V of the Companies Act, 2013.

## B. Remuneration to other Directors:

(Rs. in lakhs)

Sl. Particulars of no. Remuneration	Name of Directors					Total Amount
	Sridhar Chelikani	R S Sampath	WG Cdr A B Bhushan (Retd)	R Ravi	R Renuka	
<b>Independent Directors</b>						
Fee for attending board / committee meetings	-	0.62	0.62	0.69	0.47	2.40
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
<b>Total (1)</b>	-	<b>0.62</b>	<b>0.62</b>	<b>0.69</b>	<b>0.47</b>	<b>2.40</b>
<b>Other Non-Executive Directors</b>						
Fee for attending board / committee meetings	0.075	-	-	-	-	0.075
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
<b>Total (2)</b>	0.075	-	-	-	-	0.075
<b>Total (B)=(1+2)</b>	<b>0.075</b>	<b>0.62</b>	<b>0.62</b>	<b>0.69</b>	<b>0.47</b>	<b>2.475</b>
Total Managerial Remuneration	-	-	-	-	-	-
Overall Ceiling as per the Act	-	-	-	-	-	-

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD/ED

(Rs. in lakhs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	5.90	18.24	24.14
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	<b>Totals</b>	<b>5.90</b>	<b>18.24</b>	<b>24.14</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/COURT]	Appeal made, if any (give details)
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			NIL		
Penalty					
Punishment					
Compounding					

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT (forming part of Board's Report)****a. Industry structure and Developments.**

India's IT services sector revenue is expected to grow 6-8% in dollar terms this fiscal year, on continued demand for newer digital services from clients, rating agencies ICRA has said. IT firms reported higher deal wins in the preceding year, while net employee addition increased for a majority of companies signaling stable demand for the IT services sector. In February, industry body Nasscom forecast software exports to grow 9.2% to \$137 billion in FY 19. This year it stopped giving guidance for industry growth. It said a survey of its members had shown that a majority expected better growth this fiscal on the back of increasing demand from clients. The \$177 billion Indian IT-BPM sector had witnessed abysmally low hiring during the past couple of years as they transformed their services to more digital technology enabled ones and automated mundane work to remain competitive. The sector saw lowest hiring in FY 18. Despite currency benefits and use of operating levers, profits remained flattish in FY 19 at 22.5% due to higher onsite hiring and sub-contracting costs on account of visa curbs, pricing pressure, increased regulatory costs and wage inflation, said ICRA. Operating margins are expected to be lower this fiscal due to higher costs. Demand is being driven by scaling up of solutions built around digital technologies, while traditional outsourcing services are increasingly becoming consumer oriented with application delivery mechanism shifting to cloud based environments.

**b. Opportunities, Threats, Risks and Concerns**

Due to a global push towards automation, a lot of manual IT functions will be replaced by machines and thus slowing down outsourcing work as the cost advantage factor will be lost. But this threat can be turned into an opportunity by re-skilling engineers in advanced technologies and stay relevant. A lot of new opportunities will open the doors in AI field. Machine Learning, Big Data Analytics and IoT will pave the way for future growth in IT business.

Blockchain technology is also opening up new opportunities in various sectors, especially in FinTech, Digitisation of Public records, Healthcare, Supply Chain areas. Inefficiencies in the existing processes will be addressed by migrating over to this new technology in addition to providing transparency and security.

Talent acquisition and retention is going to pose some challenges as the startup market is growing at a healthy rate and attracting good engineers with good incentives. We have to be prepared to not only revise salaries and allocate bonuses but also figure out innovative ways to incentivise good engineers to stay with the company.

**c. Outlook**

Your company has been predominantly developing applications for capital markets, healthcare, education and retail sectors on big data platforms. The company has been building web apps, mobile apps, data engineering tools, data analytics tools, and social media analytics tools. Your company foresees growth opportunities in blockchain and IoT application in the upcoming years.

The company is investing in up-skilling the existing engineering talent pool to adapt to three cutting edge technologies - IoT, Blockchain, and Big Data Analytics.

- On the Big Data Analytics front, the company is working with top cloud services providers to become premium channel partners that will enable us to be listed in their professional consulting services providers directory listing. This involves online training, taking certification exams and subscribing to partner networks.
- The company is also monitoring Blockchain ecosystem for possible growth opportunities in Indian public sector market. As part of the readiness program the company is investing heavily in hiring and training engineers on open source platforms in Blockchain technologies.

The company is working with Startup Incubation centres in New York and Silicon Valley that will help in sourcing more offshore development projects from startups. We are seeing positive results.

The company has started encouraging and incentivising its employees who are able to up-skill themselves in hot skills like Amazon, Google and Azure Cloud Computing, Blockchain Development and Testing, IoT applications development and Progressive Web Applications. This will enable the company to be enlisted as channel partners in their preferred third party integrators network and drive some business to us.

The company has developed a few starter kits for mobile app developers to jumpstart the app building process in healthcare, e-commerce, education and IoT based monitoring systems in manufacturing sectors. The starter kits are going to be made available in online marketplace for customers to subscribe for a fee that includes source code and tech support. The starter kits help mobile app developments in saving costs and time to market as the kit comes pre-packaged with common functionality already built for shopping cart, navigation and retail services apps.

**d. Internal Control Systems and their adequacy**

There are adequate internal control procedures and internal audit systems commensurate with the size of the company and nature of its business. The Management periodically reviews the internal control systems for further improvement.

**e. Discussion on financial performance with respect to operational performance**

The financial statements have been prepared under the historical cost convention, on the basis of a going concern.

**Disclosure of Accounting Treatment**

The Company's financial statements for the year ended March 31, 2019 are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

**Financial Position as at March 31, 2019****Non-Current Assets****(a) Fixed Assets**

There has been an addition of Rs.8.08 lakhs to the gross block of fixed assets. The additions are mainly

towards computer software as well as infrastructure facilities. The entire capital expenditure was funded out of internal accruals.

**(b) Investments**

The Company Investment in Mutual Funds (Debt Funds) Net Asset Value (NAV) as on March 31, 2019 was Rs.504.22 lakhs as against Rs.477.21 lakhs as at March 31, 2018.

**(c) Loans**

The Long term deposits as on March 31,2019 was Rs.2.24 lakhs.

**Current Assets**

**(a) Trade Receivables**

The trade receivables increased from Rs.158.88 lakhs as at March 31, 2018 to Rs.192.33 lakhs as at March 31, 2019. These receivables are considered good and realizable.

**(b) Cash and cash equivalents**

The cash and bank balances as at March 31, 2019 stood at Rs.528.28 lakhs (including fixed deposits of Rs.523.75 lakhs) as against Rs.407.03 lakhs (including fixed deposits of Rs. 386.65 lakhs) as at March 31, 2018.

**(c) Loans and Others**

Other Current assets have decreased from Rs.82.10 lakhs as at March 31, 2018 to Rs. 67.77 as at March 31, 2019.

**Share Capital**

There has been no change in the authorized, issued, subscribed and paid capital. The paid up Share Capital was Rs. 108.79 Lakhs as at March 31, 2019

**Other Equity**

The company had at the beginning of the financial year an amount of Rs.550 lakhs in the General Reserve. During the financial year 2018-19 the company did not transfer any amount to Reserves.

There were no changes in Share Premium and Capital Reserve during the year and the same stood at Rs.189.47 lakhs and Rs. 46.86 lakhs respectively.

Other Equity as at March 31, 2019 stood at Rs. 1,183.89 lakhs as compared to Rs. 1057.16 lakhs as at March 31, 2018.

**Trade Payables**

Trade payables consist of payables towards purchase of goods and services and stood at Rs. 9.88 lakhs as at March 31, 2019 (Rs. 10.36 lakhs as at March 31, 2018).

**Other Financial Liabilities**

Other Financial Liabilities included Unclaimed Dividends Rs.8.75 lakhs as at March 31, 2019 (Rs.8.56 lakhs as at March 31, 2018) and Unclaimed Reduction of Share Capital was Rs.11.70 lakhs as at March 31, 2019 (Rs.87.38 lakhs as at March 31, 2018)

**Other Current Liabilities and Provisions**

Other Current Liabilities included Statutory Remittances Rs.4.00 lakhs and Rent Deposit Rs.1.95 lakhs as at March 31, 2019. Provision for employee benefit was Rs.45.95 lakhs as at March 31, 2019.

**Current Tax Liabilities (Net)**

The Tax Liability was Rs.16.39 lakhs including other comprehensive income tax liability Rs.18.15 lakhs as at March 31, 2019 as compared to Rs.13.98 lakhs including other comprehensive income tax liability was Rs.12.93 lakhs as at March 31, 2018.

**Results of Operations**

The total revenue for the year ended March 31, 2019 was Rs. 1141.38 lakhs as compared to Rs. 985.45 lakhs for the previous year. The Earnings before interest, tax, depreciation and amortization (EBITDA) for the year under review was Rs. 365.14 lakhs as compared to Rs.238.53 lakhs for the previous year. After considering depreciation, interest and Income tax the Net Profit was Rs.245.07 lakhs, as compared to Rs.153.57 lakhs for the previous year.

The Offshore Development & Services income for the year ended March 31, 2019 was Rs.1060.95 lakhs as compared to Rs. 839.51 lakhs for the previous year.

The other income included fixed deposit interest income of Rs. 33.10 lakhs as compared to Rs.60.90 lakhs in the previous year and Profit on sale of Investments (Mutual Funds) was Rs.26.50 lakhs as compared to Rs.76.86 lakhs in the previous year. During the financial year ended March 31, 2019 Favourable foreign exchange variance was Rs.10.67 lakhs (Unfavourable foreign exchange Rs.4.54 lakhs for the year ended March 31, 2018).

**Financial Ratios**

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2015) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key financial ratios.

Sr. No.	Key Financial Ratios	Fiscal 2019	Fiscal 2018
1.	Debtors Turnover	6.04	3.68
2.	Inventory Turnover	NA	NA
3.	Interest Coverage Ratio	NIL	NIL
4.	Current Ratio	8.20	4.94
5.	Debt Equity Ratio	0.08	0.13
6.	Operating Profit Margin (%)	29.79	20.85
7.	Net Profit Margin (%)	21.47	15.58
8.	Return on Net Worth	18.96	13.17

**f. Material developments in Human Resources / Industrial Relations front, including number of people employed**

Being engaged in a people-oriented business, it has been the Company's endeavour to create and encourage talent by providing a good working environment, need based training, career growth plans and a competitive remuneration package.

**FORWARD-LOOKING STATEMENTS**

Some of the statements contained in the above discussion are of a forward-looking nature and it will be appreciated that the Company cannot guarantee that these expectations will be realized. Actual results and outcome may, despite efforts on the part of the Company, differ materially from those discussed.

**INDEPENDENT AUDITORS' REPORT**

To the Members of

**SAVEN TECHNOLOGIES LIMITED****Report on the Audit of the Financial Statements****Opinion**

We have audited the financial statements of Saven Technologies Limited ("the Company"), which comprise the balance sheet as at 31 March 2019, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These

matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and,

based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- (A) As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There are no pending litigations as at 31st March 2019 which would impact financial position of the Company in its financial statements.
- ii. The Company did not have material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):
- In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Suryanarayana & Suresh.,

Chartered Accountants

Firm Reg. No: 006631S

V Nagendra Rao

Partner

Place: Hyderabad

Date : May 16, 2019

Membership No.227679

### "Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Company has a regular program of physical verification of its fixed assets by which all fixed assets are verified in a phased manner. In our opinion the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- 2) In respect of Inventories:
- (a) As explained to us the inventories have been physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and nature of its business.
- (c) In our opinion and according to the information and explanations given to us the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.



- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) We have broadly reviewed the cost records maintained by the Company pursuant to the rules prescribed by the Central Government of India under Section 148(1) of the Companies Act 2013 and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- 7)
  - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
  - b) According to the information and explanation given to us, there are no dues of income tax, Goods and Service Tax outstanding on account of any dispute.
  - c) In our opinion there are no amounts required to be transferred to Investor Education and Protection Fund by the company.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institution or banks. The Company has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Suryanarayana & Suresh.,  
Chartered Accountants  
Firm Reg. No: 006631S  
V Nagendra Rao

Place : Hyderabad

Partner

Date : May 16, 2019

Membership No.227679

## "Annexure B" to the Independent Auditor's Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Saven Technologies Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management responsible for establishing and maintaining internal financial controls base on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both

applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Suryanarayana & Suresh.,

Chartered Accountants

Firm Reg. No: 006631S

V Nagendra Rao

Partner

Place : Hyderabad

Date : May 16, 2019

Membership No.227679

**BALANCE SHEET AS AT MARCH 31, 2019**

(Amount in Rs., unless otherwise stated)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>I. ASSETS</b>			
<b>1. Non - current assets</b>			
(a) Property, plant and equipment	3	<b>5,762,566</b>	6,906,159
(b) Other Intangible assets	3	<b>1,839,467</b>	2,404,889
(c) Financial Assets			
(i) Investments	4	<b>50,421,582</b>	47,721,443
(ii) Loans	5	<b>224,366</b>	224,366
<b>Total Non-current assets</b>		<b>58,247,981</b>	57,256,857
<b>2. Current assets</b>			
(a) Financial Assets			
(i) Trade Receivables	6	<b>19,233,267</b>	15,887,866
(ii) Cash and cash equivalents	7	<b>52,827,706</b>	40,702,622
(iii) Bank balances other than (ii) above	8	<b>2,044,313</b>	9,594,635
(iv) Loans	9	<b>2,532,014</b>	4,874,365
(v) Others	10	<b>4,244,621</b>	3,336,301
<b>Total current assets</b>		<b>80,881,921</b>	74,395,789
<b>Total Assets</b>		<b>139,129,902</b>	131,652,646
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
(a) Equity Share Capital	11	<b>10,878,748</b>	10,878,748
(b) Other Equity	12	<b>118,389,589</b>	105,716,116
<b>Total Equity</b>		<b>129,268,337</b>	116,594,864
<b>Liabilities</b>			
<b>2. Non- Current Liabilities</b>			
<b>3. Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade Payables	13	<b>988,107</b>	1,035,637
(ii) Other Financial Liabilities	14	<b>2,044,313</b>	9,594,635
(b) Other current liabilities	15	<b>594,828</b>	601,231
(c) Provisions	16	<b>4,594,791</b>	2,428,198
(d) Current Tax Liabilities (Net)	17	<b>1,639,526</b>	1,398,081
<b>Total Current Liabilities</b>		<b>9,861,565</b>	15,057,782
<b>Total Liabilities</b>		<b>9,861,565</b>	15,057,782
<b>Total Equity and Liabilities</b>		<b>139,129,902</b>	131,652,646

See accompanying notes forming part of the financial statements

In terms of our report attached  
for Suryanarayana & Suresh  
Chartered Accountants  
Firm Reg. No: 006631S  
V Nagendra Rao  
Partner  
Membership No.227679  
Place : Hyderabad  
Date : May 16, 2019

Murty Gudipati  
*Executive Director*  
DIN: 01459606  
  
S Mohan Rao  
*Chief Financial Officer*

for and on behalf of the Board  
  
R S Sampath  
*Chairman*  
DIN: 00063633  
  
P.Jayanthi  
*Company Secretary*

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019**

(Amount in Rs., unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
I Revenue from operations	18	<b>106,094,678</b>	83,950,540
II Other Income	19	<b>8,043,473</b>	14,594,449
<b>III Total Income (I + II)</b>		<b>114,138,151</b>	98,544,989
<b>IV EXPENSES</b>			
(a) Employee benefits expense	20	<b>59,568,460</b>	58,114,444
(b) Depreciation and amortisation expense	3	<b>2,516,936</b>	3,302,239
(c) Other Expenses	21	<b>18,055,931</b>	16,576,909
<b>Total Expenses (IV)</b>		<b>80,141,327</b>	77,993,592
V Profit before tax (III-IV)		<b>33,996,824</b>	20,551,397
VI Tax expense			
Current Tax		<b>9,490,000</b>	5,311,000
Deferred Tax		--	(116,978)
<b>Total Tax Expense</b>		<b>9,490,000</b>	5,194,022
<b>VII Profit after tax (V-VI)</b>		<b>24,506,824</b>	15,357,375
<b>VIII Other Comprehensive Income</b>			
(a) Items that will be reclassified to Profit or Loss		--	--
(b) Items that will not be reclassified to Profit or Loss			
Current Investments valued at Fair Value		<b>1,804,449</b>	4,721,443
Income Tax relating to items that will not be reclassified to Profit or Loss		<b>(522,900)</b>	(1,292,600)
<b>Total Other Comprehensive Income</b>		<b>1,281,549</b>	3,428,843
<b>IX Total Comprehensive Income (VII+VIII)</b>		<b>25,788,373</b>	18,786,218
X Earnings Per equity share (Face value of Re.1/- each)			
Basic and Diluted	22	<b>2.25</b>	1.41
No. of shares used in computing			
Earnings per share		<b>10,878,748</b>	10,878,748

See accompanying notes forming part of the financial statements

In terms of our report attached  
for Suryanarayana & Suresh  
Chartered Accountants  
Firm Reg. No: 006631S  
V Nagendra Rao  
Partner  
Membership No.227679  
Place : Hyderabad  
Date : May 16, 2019

Murty Gudipati  
*Executive Director*  
DIN: 01459606

S Mohan Rao  
*Chief Financial Officer*

for and on behalf of the Board

R S Sampath  
*Chairman*  
DIN: 00063633

P.Jayanthi  
*Company Secretary*

**A. Equity Share Capital**

Particulars	No. of Shares	Amount
Balance as at April 1, 2017	10,878,748	108,787,480
Less: Reduction of Share Capital	--	97,908,732
Balance as at March 31, 2018	10,878,748	10,878,748
Balance as at March 31, 2019	10,878,748	10,878,748

**B. Other Equity**

(Amount in Rs., unless otherwise stated)

	Reserve and Surplus				Debt Instrument through other Comprehensive Income	Other items of Other Comprehensive Income (Income Tax Provision)	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earning			
<b>Balance as at April 1, 2017</b>	<b>4,685,900</b>	<b>18,947,380</b>	<b>55,000,000</b>	<b>25,141,328</b>	<b>7,277,822</b>	<b>(2,406,048)</b>	<b>108,646,382</b>
Profit for the year	--	--	--	15,357,375	--	--	15,357,375
Other comprehensive income	--	--	--	--	4,721,443	(1,292,600)	3,428,843
Any other change (Profit on sale of Debt instruments)	--	--	--	--	(7,277,822)	2,406,048	(4,871,774)
Any other change (Exchange Diff.)	--	--	--	(665,252)	--	--	(665,252)
Any other change (Deemed Dividend Tax on Reduction of Share Capital)	--	--	--	(16,179,458)	--	--	(16,179,458)
<b>Balance as at March 31, 2018</b>	<b>4,685,900</b>	<b>18,947,380</b>	<b>55,000,000</b>	<b>23,653,993</b>	<b>4,721,443</b>	<b>(1,292,600)</b>	<b>105,716,116</b>
Profit for the year	--	--	--	24,506,824	--	--	24,506,824
Other comprehensive income	--	--	--	--	1,804,449	(522,900)	1,281,549
Dividend (including Tax on Dividend)	--	--	--	(13,114,900)	--	--	(13,114,900)
<b>Balance as at March 31, 2019</b>	<b>4,685,900</b>	<b>18,947,380</b>	<b>55,000,000</b>	<b>35,045,917</b>	<b>6,525,892</b>	<b>(1,815,500)</b>	<b>118,389,589</b>

In terms of our report attached for Suryanarayana & Suresh Chartered Accountants Firm Reg. No: 006631S V Nagendra Rao Partner Membership No.227679 Place : Hyderabad Date : May 16, 2019

Murthy Gudipati  
Executive Director  
DIN: 01459606

S Mohan Rao  
Chief Financial Officer

R S Sampath  
Chairman  
DIN: 00063633

P.Jayanthi  
Company Secretary

for and on behalf of the Board

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019**

(Amount in Rs., unless otherwise stated)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>I. Cash Flow from Operating Activities</b>		
Profit before Tax	<b>33,996,824</b>	20,551,397
Adjustments to reconcile profit before tax to cash generated by operating activities		
Depreciation and amortisation expense	<b>2,516,936</b>	3,302,239
Interest Expense	--	--
Interest Income	<b>(3,309,629)</b>	(6,089,871)
Exchange difference on translation of foreign currency	<b>(1,067,114)</b>	454,309
Profit on Disposal of mutual fund units	<b>(2,649,778)</b>	(7,686,374)
<b>Operating Profit before working capital changes</b>	<b>29,487,239</b>	10,531,700
Changes in assets and liabilities		
Trade Receivables	<b>(3,345,401)</b>	13,791,700
Loans and advances and other assets	<b>1,434,031</b>	(1,727,710)
Trade payables, other liabilities and provisions	<b>(5,196,217)</b>	6,015,601
<b>Cash generated from operations</b>	<b>22,379,652</b>	28,611,291
Income Tax paid	<b>(9,490,000)</b>	(5,311,000)
<b>Net cash generated by operating activities</b>	<b>12,889,652</b>	23,300,291
<b>II. Cash Flow from Investing Activities</b>		
Capital expenditure on Fixed Assets	<b>(807,921)</b>	(489,102)
Reduction of Share Capital	--	(97,908,732)
Investment in mutual fund units	<b>(20,000,000)</b>	(20,000,000)
Disposal of mutual fund units	<b>28,781,510</b>	63,258,150
Interest Received	<b>3,309,629</b>	6,089,871
<b>Net cash used in investing activities</b>	<b>11,283,218</b>	(49,049,813)
<b>III. Cash flow from Financing Activities</b>		
Dividend paid (including corporate dividend tax)	<b>(13,114,900)</b>	(16,179,458)
Interest paid	--	--
<b>Net cash used in financing activities</b>	<b>(13,114,900)</b>	(16,179,458)
Effect of exchange difference on translation of foreign currency cash and cash equivalents	<b>1,067,114</b>	(454,309)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>12,125,084</b>	(42,383,289)
<b>Cash and cash equivalents at the beginning of the year</b>	<b>40,702,622</b>	83,085,911
<b>Cash and cash equivalents at the end of the year</b>	<b>52,827,706</b>	40,702,622
Bank balances in dividend accounts	<b>2,044,313</b>	9,594,635
<b>Cash and bank balances at the end of the year</b>	<b>54,872,019</b>	50,297,257

In terms of our report attached

for Suryanarayana &amp; Suresh

Chartered Accountants

Firm Reg. No: 006631S

V Nagendra Rao

Partner

Membership No.227679

Place : Hyderabad

Date : May 16, 2019

for and on behalf of the Board

Murty Gudipati

Executive Director

DIN: 01459606

R S Sampath

Chairman

DIN: 00063633

S Mohan Rao

Chief Financial Officer

P.Jayanthi

Company Secretary

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****1. Corporate information**

Saven Technologies Limited offers a full range of software services from end to end development of new software and web solutions, Enterprise Application Services, to re-engineering and enhancement of legacy applications, application integration and ongoing maintenance.

**2. Significant Accounting Policies:****2.1 Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared under the historical cost convention, on the basis of a going concern, with revenue recognized and expenses accounted on their accrual, including provisions / adjustments for committed obligations and amounts, determined as payable or receivable during the year.

**2.2 Cash and cash equivalents**

Cash comprises cash on hand and fixed deposits with banks. Cash equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**2.3 Cash flow statement**

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**2.4 Fixed Assets**

Fixed assets are capitalized at acquisition cost inclusive of freight, installation cost and other incidental expenses incurred during the year.

**2.5 Depreciation and amortisation**

Depreciation has been provided on the straight-line method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013.

**2.6 Revenue Recognition**

Income from services

Revenues from software related services are accounted for on the basis of services rendered, as per terms of contract.

**2.7 Other Income**

Interest income is recognized on time proportion basis.

Profit on sale of Investments on Mutual Funds is accounted as and when Mutual Funds are sold.

**2.8 Investments**

Investments in Mutual Funds are classified into Non-current assets in financial assets under Investments. All Mutual Fund Investments are measured at fair value, with value changes recognized in Statement of Profit and Loss under "Other Comprehensive Income".

**2.9 Earnings per share**

The earnings considered in ascertaining the company's EPS comprises the net profit / loss after tax (and include the post-tax effect of any extraordinary items). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year. The number of shares used in computing Diluted EPS comprises of weighted average shares considered for deriving Basic EPS, and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date.



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****2.10 Employee Benefits**

Defined contribution plans:

Contributions in respect of Employees Provident Fund and Pension Fund are made to a fund administered and managed by the Government of India and are charged as incurred on accrual basis.

Defined benefit plans:

The Company also provides for other employee benefits in the form of gratuity. The Company's Contributions to Gratuity scheme are determined by actuarial valuation and have been made to an approved Fund and the same is charged as expenditure to Profit & Loss account. The gratuity fund is managed by the Life Insurance Corporation of India (LIC).

Long-term employee benefits:

The Company also provides to eligible employee benefits in the form of Leave Encashment. The Company's Contributions are determined by actuarial valuation and have been made to an approved Fund and the same is charged as expenditure to Statement of Profit & Loss account. The Leave encashment fund is managed by the Life Insurance Corporation of India (LIC).

Short-term employee benefits:

The undiscounted amount of short-term employee benefits i.e performance incentive expected to be paid in exchange for the services rendered by employee are recognized during the year when employees render the service.

**2.11 Foreign Currency Transactions**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Exchange differences arising on settlement of short-term foreign currency monetary assets are recognized as income or expense in the statement of Profit and Loss account. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the balance sheet date and resultant gain or loss is recognized in the statement of Profit and Loss account.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

3. Non - current assets (Amount in Rs., unless otherwise stated)

	As at 31.03.19	As at 31.03.18						
<b>(a) Property, plant and equipment</b>								
Carrying amounts of:								
Computer / Hardware	916,172	1,234,480						
Air Conditioners	205,393	260,801						
Furniture and fixtures	998,335	1,298,463						
Electrical Fittings	857,287	907,847						
Vehicles	2,088,724	2,624,860						
Office Equipment	696,655	579,708						
<b>TOTAL</b>	<b>5,762,566</b>	<b>6,906,159</b>						
	Office Equipment	Vehicles	Electrical Fittings	Furniture and fixtures	Air Conditioners	Computer/ Hardware		Total
<b>Details of Property, plant and equipment</b>								
<b>Cost or deemed cost</b>								
<b>Balance as at 31 March 2018</b>	<b>21,948,914</b>	<b>3,353,779</b>	<b>4,664,205</b>	<b>16,482,791</b>	<b>3,353,779</b>	<b>21,948,914</b>	<b>4,452,367</b>	<b>53,585,110</b>
Additions	276,145	--	85,000	--	--	276,145	--	661,318
Disposals/ adjustments	--	--	--	--	--	--	--	--
<b>Balance as at 31 March 2019</b>	<b>22,225,059</b>	<b>3,353,779</b>	<b>4,749,205</b>	<b>16,482,791</b>	<b>3,353,779</b>	<b>22,225,059</b>	<b>4,452,367</b>	<b>54,246,428</b>
<b>Accumulated depreciation and impairment</b>								
<b>Balance as at 31 March 2018</b>	<b>20,714,434</b>	<b>3,092,978</b>	<b>3,756,358</b>	<b>15,184,328</b>	<b>3,092,978</b>	<b>20,714,434</b>	<b>1,827,507</b>	<b>46,678,951</b>
Disposals/ adjustments	594,453	55,408	135,560	300,128	55,408	594,453	536,136	1,804,911
Depreciation expense	--	--	--	--	--	--	--	--
<b>Balance as at 31 March 2019</b>	<b>21,308,887</b>	<b>3,148,386</b>	<b>3,891,918</b>	<b>15,484,456</b>	<b>3,148,386</b>	<b>21,308,887</b>	<b>2,363,643</b>	<b>48,483,862</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

3. Non - current assets

(Amount in Rs., unless otherwise stated)

	As at 31.03.19	As at 31.03.18
<b>(b) Other intangible assets</b>		
Carrying amounts of:		
Computer Software	1,839,467	2,404,889
<b>TOTAL</b>	1,839,467	2,404,889
	Computer Software	Total
<b>Details of Property, plant and equipment</b>		
<b>Cost or deemed cost</b>		
<b>Balance as at 31 March 2018</b>	10,121,834	10,121,834
Additions	146,603	146,603
Disposals/ adjustments	--	--
<b>Balance as at 31 March 2019</b>	10,268,437	10,268,437
<b>Accumulated depreciation and impairment</b>		
<b>Balance as at 31 March 2018</b>	7,716,945	7,716,945
Disposals/ adjustments	--	--
Depreciation expense	712,025	712,025
<b>Balance as at 31 March 2019</b>	8,428,970	8,428,970

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

(Amount in Rs., unless otherwise stated)

Note	Particulars	As at March 31, 2019	As at March 31, 2018
<b>4.</b>	<b>Investments</b>		
	<b>Investment in Mutual Funds</b>		
	Franklin India Low Duration Fund (1,108,315.693 Units of Rs.18.0454 each)	<b>24,094,783</b>	22,119,765
	Franklin Short Term Fund (2,715.48 Units of Rs. 3,682.5951 each)	<b>10,854,489</b>	--
	Franklin Short Term Fund (2,725.59 Units of Rs. 3,668.9283 each)	<b>10,894,925</b>	--
	ICICI Prudential Income Fund (242,441.105 Units of Rs.16.0686 each)	<b>4,577,385</b>	21,796,547
	ICICI Prudential Income Fund (68,614.09 Units of Rs. 43.7228 each)	--	3,805,131
	<b>TOTAL</b>	<b>50,421,582</b>	47,721,443
<b>5.</b>	<b>Loans</b>		
	Deposits (Unsecured, Considered good)	<b>224,366</b>	224,366
	<b>TOTAL</b>	<b>224,366</b>	224,366
<b>6.</b>	<b>Trade Receivables</b>		
	Trade Receivable outstanding for a period exceeding six months		
	Secured, Considered good	--	--
	Unsecured, Considered good	--	--
	Trade Receivable outstanding not exceeding six months		
	Secured, Considered good	--	--
	Unsecured, Considered good *	<b>19,233,267</b>	15,887,866
	<b>TOTAL</b>	<b>19,233,267</b>	15,887,866
	* Trade Receivables represents Medha Services Inc USA,a related party	<b>19,233,267</b>	15,887,866
<b>7.</b>	<b>Cash and cash equivalents</b>		
	(i) Balances with Banks		
	In Current accounts	<b>439,937</b>	2,010,322
	In Deposit Accounts (refer note 7.1 below)	<b>52,375,449</b>	38,664,545
	(ii) Cash on hand	<b>12,320</b>	27,755
	<b>TOTAL</b>	<b>52,827,706</b>	40,702,622
7.1	All the deposit amounts of Rs.52,375,449/- have maturity of less than 12 months on Balance sheet date		
<b>8.</b>	<b>Bank balances other than Cash and Cash equivalents</b>		
	Other Bank Balances		
	In Dividend accounts	<b>874,736</b>	856,175
	In Capital Reduction account	<b>1,169,577</b>	8,738,460
	<b>TOTAL</b>	<b>2,044,313</b>	9,594,635

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs., unless otherwise stated)

Note	Particulars	As at March 31, 2019	As at March 31, 2018
<b>9.</b>	<b>Loans (Unsecured, Considered good)</b>		
	Loans and advances to employees	795,000	3,146,896
	Security Deposit	1,737,014	1,727,469
	<b>TOTAL</b>	<b>2,532,014</b>	<b>4,874,365</b>
<b>10.</b>	<b>Others</b>		
	Service Tax / GST Credit Receivable	1,965,620	1,319,827
	Interest accrued but not due on Deposits (T.D.S amount in -Rs.227,900/-)	2,279,001	2,016,474
	<b>TOTAL</b>	<b>4,244,621</b>	<b>3,336,301</b>

**11. Equity Share Capital**

(a)	Authorised Share Capital 160,000,000 (2018: 160,000,000) fully paid Equity Shares of Re. 1/- each)	160,000,000	160,000,000
(b)	Issued, Subscribed and Fully Paid-up: 10,878,748 (2018: 10,878,748) fully paid Equity Shares of Rs.1/- each)	10,878,748	10,878,748

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	No. of Shares	Amount
Balance as at April 1, 2017	10,878,748	108,787,480
Less: Reduction of Share Capital	--	97,908,732
Balance as at March 31, 2018	10,878,748	10,878,748
Balance as at March 31, 2019	10,878,748	10,878,748

Company has only one class of equity shares at par value of Re.1/- per share. Each holder of equity share is entitled to one vote per share.

**12. Other Equity**

(i)	Capital Reserve	4,685,900	4,685,900
(ii)	Share Premium	18,947,380	18,947,380
(iii)	General Reserve	55,000,000	55,000,000
(iv)	Retained Earnings	35,045,917	23,653,993
(v)	Other Comprehensive Income	4,710,392	3,428,843
	<b>TOTAL</b>	<b>118,389,589</b>	<b>105,716,116</b>
(iv)	Retained earnings		
	Balance at beginning of year	23,653,993	25,141,328
	Profit for the year	24,506,824	14,692,123
	Interim Dividend including tax	(13,114,900)	--
	Deemed Dividend Tax on Reduction of share capital	--	(16,179,458)
	<b>TOTAL</b>	<b>35,045,917</b>	<b>23,653,993</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs., unless otherwise stated)

Note	Particulars	As at March 31, 2019	As at March 31, 2018
<b>13. Trade Payable</b>			
	Creditors for Expenses	529,107	568,137
	Creditors for Services	459,000	467,500
	<b>TOTAL</b>	<b>988,107</b>	1,035,637
<b>14. Other Financial Liabilities</b>			
	Unclaimed Dividends	874,736	856,175
	Unclaimed Reduction of Share Capital	1,169,577	8,738,460
	<b>TOTAL</b>	<b>2,044,313</b>	9,594,635
<b>15. Other Current Liabilities</b>			
<b>(a) Statutory Remittances:</b>			
	Provident Fund	359,830	337,461
	Other Statutory Remittances	39,998	68,770
<b>(b) Others (Rent Deposit Received)</b>		<b>195,000</b>	195,000
	<b>TOTAL</b>	<b>594,828</b>	601,231
<b>16. Provisions</b>			
	Provision for employee benefits	4,594,791	2,428,198
	<b>TOTAL</b>	<b>4,594,791</b>	2,428,198
<b>17. Current Tax Liabilities (Net)</b>			
	Provision for Income Tax (Net of prepaid taxes)	1,639,526	1,398,081
	<b>TOTAL</b>	<b>1,639,526</b>	1,398,081

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

		(Amount in Rs., unless otherwise stated)	
Note	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>18.</b>	<b>Revenue from Operations</b>		
	Services - Export	106,094,678	83,950,540
	<b>TOTAL</b>	<b>106,094,678</b>	<b>83,950,540</b>
<b>19.</b>	<b>Other Income</b>		
	Interest on Deposits	3,309,629	6,089,871
	Profit on Sale of Investments	2,649,778	7,686,374
	Net profit on foreign currency transactions	1,067,114	--
	Other Income	1,016,952	818,204
	<b>TOTAL</b>	<b>8,043,473</b>	<b>14,594,449</b>
<b>20.</b>	<b>Employee benefits expense</b>		
	Salaries and Bonus	56,169,303	54,270,755
	Contribution to provident and other funds	2,888,233	3,430,289
	Staff Welfare Expenses	510,924	413,400
	<b>TOTAL</b>	<b>59,568,460</b>	<b>58,114,444</b>
<b>21.</b>	<b>Other Expenses</b>		
	Rent	3,348,900	3,348,900
	Travelling and Conveyance	1,638,273	853,631
	Communication	1,148,303	1,361,375
	Legal and Professional Service Charges	4,976,285	2,769,760
	Electricity Charges	1,783,891	1,864,539
	Office Expenses & Maintenance	2,382,913	2,570,876
	Repairs & Maintenance	250,516	310,861
	Insurance	416,818	472,333
	Rates & Taxes	131,194	222,523
	Secretarial Exp.	613,600	773,526
	Other Miscellaneous Expenses	851,409	742,729
	Advertisement & Promotion Expenses	179,765	536,615
	Net loss on foreign currency transactions	--	454,309
	Bank Charges	84,064	44,932
	Auditors Remuneration & Exp.(note 21.1)	250,000	250,000
	<b>TOTAL</b>	<b>18,055,931</b>	<b>16,576,909</b>
21.1	Auditors Remuneration Comprises (excluding GST)		
	Statutory Audit Fee	250,000	250,000
	<b>TOTAL</b>	<b>250,000</b>	<b>250,000</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Amount in Rs., unless otherwise stated)

Note	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>22.</b>	<b>Earnings Per Share</b>		
	<u>Basic</u>		
	<u>Total operations</u>		
	Net profit / (loss) for the period attributable to the equity shareholders	<b>24,506,824</b>	15,357,375
	Weighted average number of equity shares	<b>10,878,748</b>	10,878,748
	Par value per share	<b>1.00</b>	1.00
	Earnings per share - Basic	<b>2.25</b>	1.41
	<u>Diluted</u>		
	The diluted earnings per share has been computed by dividing the Net Profit After Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible bonds for the respective periods. Since, the effect of the conversion of Preference shares was anti-dilutive, it has been ignored.		
	<u>Total operations</u>		
	Net profit / (loss) for the year attributable to the equity shareholders	<b>24,506,824</b>	15,357,375
	Weighted average number of equity shares for Basic EPS	<b>10,878,748</b>	10,878,748
	Weighted average number of equity shares for diluted EPS	<b>10,878,748</b>	10,878,748
	Par value per share	<b>1.00</b>	1.00
	Earnings per share - Diluted	<b>2.25</b>	1.41

**23. Contingent Liabilities not acknowledged as debt: NIL**

**24. Employee Benefits under defined Benefit Plans**

**(a) Gratuity**

**Actuarial data on defined Benefit Plans:**

(Amount in Rs.)

	<b>31.03.2019</b>	31.03.2018
Present value of obligation at the beginning of the year	<b>6,365,480</b>	6,507,766
Current Service Cost	<b>529,635</b>	481,382
Interest Cost	<b>458,406</b>	383,436
Benefits Paid	<b>(70,673)</b>	(1,190,670)
Present value of obligation at the end of the year	<b>7,282,848</b>	6,181,914
Assumptions		
Discount Rate	<b>7.50% p.a</b>	7.50% p.a
Salary Escalation	<b>6%</b>	6%
Interest Rate applicable	<b>7.80%</b>	7.65%



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## (b) Leave Encashment

## Actuarial data on defined Benefit Plans:

(Amount in Rs.)

	31.03.2019	31.03.2018
Present value of Past service	1,216,951	1,149,992
Current Service Cost	220,594	193,439
Interest Cost	96,826	93,105
Present value of obligation at the end of the year	1,534,371	1,436,536
Assumptions		
Discount Rate	7.50% p.a	7.50% p.a
Salary Escalation	6%	6%
Interest Rate applicable	6.90%	7.00%

## 25. Related Party Transactions

## A. Details of related parties:

S.No.	Relationship	Names of the related parties
1.	Associates	Medha Services Inc., USA - Common Director
2.	Relatives of Directors	J. Rajyalakshmi, Avanti Rao & Aditya Narsing Rao
3.	Key Management Personnel (KMP)	Mr. Murty Gudipati - Executive Director & CEO Mr. S. Mohan Rao - Chief Financial Officer Ms. P. Jayanthi - Company Secretary

## B. Details of related party transactions during the year ended March 31, 2019 and balances outstanding as at March 31, 2019.

(Rs. in Lakhs)

Particulars	Associates	Relatives of Directors	Key Management Personnel
Revenue	1060.95 (839.50)	-- --	-- --
Salaries and other employee benefits for KMP	-- --	-- --	81.43 (69.25)
Rent	-- --	17.74 (17.74)	-- --
Trade Receivables	192.33 (158.88)	-- --	-- --

Note: Figures in bracket relates to the previous year.

## 26. Segment Details

The Company is mainly engaged in the Software Development and Services. Hence there is no separate reportable segment as per Accounting Standard-Ind AS-108 issued by the Institute of Chartered Accountants of India.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****27. Corporate Social Responsibility (CSR):**

The net profits of the Company for the last three financial years were below Rs. 5 crores, the provisions of Section 135 of Companies Act, 2013 relating to Corporate Social Responsibility do not apply to the company for the financial year 2018-19.

**28. Foreign Currency Transactions:**

(Rs. in Lakhs)

Sl. No.	Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
1	Inflow in foreign currency (on receipt basis) Income from Software Development and Services	1038.16	972.88
2	Outflow in foreign Currency (on payment basis)	4.36	--

**29. Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.**

Particulars	As at 31st March, 2019	As at 31st March, 2018
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	--	--
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	--	--
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	--	--
(iv) The amount interest due and payable for the year	--	--
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	--	--
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	--	--

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

**30. Figures have been rounded off to the nearest rupee.****31. Reclassification:**

Previous years' figures have been recast / restated wherever necessary.

Note 1 to 31 form part of the Balance Sheet and have been authenticated.

In terms of our report attached  
for Suryanarayana & Suresh  
Chartered Accountants  
Firm Reg. No: 006631S  
V Nagendra Rao  
Partner  
Membership No.227679  
Place : Hyderabad  
Date : May 16, 2019

Murty Gudipati  
Executive Director  
DIN: 01459606

S Mohan Rao  
Chief Financial Officer

for and on behalf of the Board

R S Sampath  
Chairman  
DIN: 00063633

P.Jayanthi  
Company Secretary

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of Saven Technologies Limited will be held on Saturday, the 28th day of September, 2019, at 10:00 A.M at the FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500004, to transact the following businesses:

**ORDINARY BUSINESS**

1. To consider and adopt the audited financial statement of the company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon;
2. To confirm the interim dividend of Re.1/- per equity share paid during the year 2018-19.
3. To appoint a Director in place of Mr. Sridhar Chelikani (DIN: 00526137), who retires by rotation and being eligible, offers himself for re-appointment

**SPECIAL BUSINESS**

4. Re-appointment of Mr. R Ravi (DIN 06755889) as an Independent Director for a Second Term

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

**"RESOLVED THAT** Mr. R Ravi (DIN 06755889), who was appointed as an Additional Director by Board of Directors on 04.08.2014 and approved as Independent Director by the Shareholders at the Annual General Meeting (AGM) of the Company held on 22.09.2014, for a period of five years i.e., upto 21st September, 2019 and who meets the criteria of Independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, the consent of members be and hereby accorded to re-appoint Mr. R Ravi as an

Independent Director, in accordance with Sections 149, 150, 152 and any other applicable provisions of the of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, subject to such other laws, rules and provisions as may be applicable from time to time, for a second term of 5 (five) years from the date of end of his tenure of the First Term upto 21st September, 2024 and he is not liable to retirement by rotation."

5. Re-appointment of Mrs. R Renuka (DIN 07131192) as an Independent Director for a Second Term

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

**"RESOLVED THAT** Mrs. R Renuka (DIN 07131192) who was appointed as an Additional Director by Board of Directors on 26th March, 2015 and approved by the Shareholders at the Annual General Meeting (AGM) of the Company held on 17.08.2015 for a period of five years upto 25th March, 2020 and who meets the criteria of Independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, the consent of members be and hereby accorded to re-appoint Mrs. R Renuka as an Independent Director, in accordance with Sections 149, 150, 152 and any other applicable provisions of the of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, subject to such other laws, rules and provisions as may be applicable from time to time, for a second term of 5 (five) years from the date of end of her tenure of the First Term i.e., 26th March, 2020 upto 25th March, 2025 and she is not liable to retirement by rotation."

6. Re-appointment of Wg Cdr A B Bhushan (Retd) (DIN 00063882) to continue as an Independent Director for second term

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

**"RESOLVED THAT** Wg Cdr A B Bhushan (Retd) (DIN 00063882), was re-appointed as an Independent Director for second term by the members at the Annual General Meeting (AGM) of the Company held on 28.09.2018 for a period of five years. Pursuant to the applicable provisions of Companies Act, 2013 read with rules made thereunder, provisions of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, subject to such other laws, rules and provisions as may be applicable from time to time, meets the criteria of Independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is eligible for continuing as an Independent Director, is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee for the office of Director as an Independent Director, the consent of the members is be and hereby accorded to Wg Cdr A B Bhushan (Retd) to continue as an Independent Director in his second term upto the date of AGM of the Company to be held in the calendar year 2023, on completion of 76 years of age and he is not liable to retirement by rotation."

7. To Revise remuneration of Mr. Murty Gudipati (DIN: 01459606) as Executive Director and Chief Executive Officer and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

**"RESOLVED THAT** in accordance with the provisions of Sections 196,197,203, and Schedule V (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, consent of the members, such other consents and permission as may be necessary and subject to such modifications variations as may be approved and acceptable to the appointee, be and is hereby accorded

for Revision of Remuneration of Mr. Murty Gudipati (DIN:01459606), Executive Director and CEO of the company for a period of two years from 01st April, 2019 to 31st March, 2021 on the following terms and conditions;

- a. Remuneration:
  - Salary: Basic pay of Rs.3,00,000/- per month.
- b. In addition to the above Basic Salary, he shall be entitled to the following allowances and perquisites namely:-
  - i. Special Allowance: Rs. 2,00,000/- per month.
  - ii. Medical: Reimbursement of medical expenses incurred for self, spouse, children and dependent parents to the extent of Rs. 30,000/- per annum. He will be covered under Group Hospitalization for self, spouse, children and dependent parents and Accident Insurance Scheme for self as per the Company's rules.
  - iii. Annual Incentive Pay: In addition to the above monthly remuneration, Mr. Murty Gudipati will be entitled for an Annual performance incentive as may be decided by the Board from time to time subject to maximum of Rs. 10 lakhs per annum.
  - iv. Leave Travel Assistance: Leave Travel Assistance for self and family, maximum upto 1(one) month's Basic Salary, once in a year for any destination in India or abroad.
  - v. Use of Vehicle(s): Company maintained vehicle(s) for use for the Company's business (the expenditures on such vehicle(s) shall not be considered as a perquisite).
  - vi. Communications facility at Residence: Telephone and Communication facilities at the residence, namely, fax, E-mail, internet for the purpose of official work, etc, the expenditure on which will not be considered as a perquisite.
  - vii. Provident Fund: Contribution to the Provident Fund in accordance with the rules of the Company subject to a ceiling of 12% of the Basic salary, as per

prevailing rules or as may be notified by the Government from time to time.

viii. Gratuity: Payable at the rate of half a month's salary for every completed year of service.

ix. Leave: Leave with full pay and allowance, in accordance with the rules of the Company.

c. Termination: Six months notice shall be required, on either side for termination of service.

**"FURTHER RESOLVED THAT** notwithstanding the above, in the absence of or inadequacy of profits in any financial year Mr. Murty Gudipati be paid the above remuneration as minimum remuneration in terms of Section II (A) of Part II of Schedule V of the Companies Act, 2013 as may be applicable to the Company from time to time."

**"FURTHER RESOLVED THAT** Mr. Murty Gudipati shall not be subject to retirement by rotation during his tenure as the Executive Director and Chief Executive Officer of the Company. So long as Mr. Murty Gudipati functions as Executive Director and Chief Executive Officer, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

for Saven Technologies Limited

Place : Hyderabad

Jayanthi P

Date : July 23, 2019

Company Secretary

#### Notes

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent 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 member.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 28th September, 2019, both days inclusive.
6. Members / Proxies are requested to bring to the meeting their copies of the Annual Report and the Attendance Slip duly filled in for attending the meeting.
7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
8. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting so that the information required by them may be made available at the meeting.
9. Shareholders are requested to intimate immediately any change in the address registered with the Company. Members holding shares in dematerialized form are requested to notify any change in address to their respective Depository Participants (DPs).
10. Trading in the equity shares of the Company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the Company's equity shares is INE856B01023.

11. In compliance of the SEBI circular no. MRD/DOP/ Cir-05/2009 dated May 20, 2009, the shareholders/ transferees (including joint holders) holding shares in physical form are requested to furnish a certified copy of their PAN Card to the Company / RTA while transacting in the securities market including transmission or any other corporate action.
12. Members are requested to send all communications relating to shares to the Company's Share Transfer Agents (Physical and Depository) at the following address:
- XL Softech Systems Limited,  
Plot No. 3, Sagar Society,  
Road No. 2, Banjara Hills,  
Hyderabad - 500034.
13. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued Circular on April 21, 2011 stating that the service of documents can be made through electronic mode. In view of the circular issued by MCA, the Company proposes to deliver documents like the Notice calling the Annual General Meeting/ Audited Annual Accounts/Report of the Auditors/ Report of the Directors etc, in electronic form to email address provided by the shareholders and made available by the Depositories. The Company shall send hard copies of full annual reports to those shareholders, who request for the same.
14. Shareholders are requested to furnish their e-mail addresses to enable the Company to forward all the requisite information in electronic mode. In case of shareholders holding shares in demat form, the email addresses of the shareholders registered with the DP and made available to the Company shall be the registered email ID unless communication is received to the contrary.
15. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository
- Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / XL Softech Systems Ltd.
16. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on 28.09.2019 are provided in Annexure of this Notice.
17. The remote e-voting period commences vide EVSN No. 190826012 on 24th September, 2019 at 9.00 A.M and ends on 27th September, 2019 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on cut-off date of 21st September, 2019 may cast their vote electronically. The CDSL will disable E voting facility after the expiry of remote e-voting period. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
18. The voting rights of the shareholders shall be in proportion to their shares of the paid-up share capital of the Company as on the cut -off date.
- 19. The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on <24th September, 2019 at 9.00 A.M > and ends on <27th September, 2019 at 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 (record date) of <21st September, 2019> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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> <p>"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.</p> <p>"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>"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.</p> <p>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).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SAVEN TECHNOLOGIES LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) 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.
- (xviii) **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.**
- (xix) **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.
- (xx) 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).
20. As per the above instructions, any shareholder as on cut-off date that is -21st September, 2019, who require sequence number may please contact the company by sending an email to [investorrelations@saven.in](mailto:investorrelations@saven.in) or our Registrar and Transfer Agents XL Softech Systems Limited by sending an email to [xlfield@gmail.com](mailto:xlfield@gmail.com) on 23rd September, 2019 and 24th September, 2019.
21. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
22. Mr. S Chidambaram, Practicing Company Secretary, Hyderabad has been appointed as the scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
24. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
25. Shareholders are requested to opt for (National Electronic Clearance Service) for receipt of dividend. Shareholders may please update their bank account details with their Depository Participants for receiving the dividend in a hassle free manner. Opting for NECS is cost effective and also saves time.
26. All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.00 p.m.) on all working days except Sunday



and other public holidays, up to and including the date of the Annual General Meeting of the Company.

27. The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. Those members who have so far not encashed their dividend warrants for the under mentioned Financial Years, may claim or approach the Company for the payment thereof as the same will be transferred to the Investors' Education and Protection Fund (IEPF) of the Central Government, pursuant to Section 125 of the Companies Act, 2013. Members are requested to note that after such dates, they will lose their rights to claim such dividend from the Company. The new IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the IEPF;

Financial Year	Rate of Dividend	Date of Declaration of Dividend	Due date to claim the dividend
2014-15 (Interim)	7%	04.08.2014	07.09.2021
2014-15 (Final)	10%	17.08.2015	20.09.2022
2015-16 (Interim)	20%	10.11.2015	14.12.2022
2018-19 (Interim)	100%	27.11.2018	31.12.2025

Members, are requested to make their claims without any delay to the Company's Registrar and Transfer Agent, i.e. XL Softech Systems Limited.

Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company [www.saven.in](http://www.saven.in), as also on the website of the Ministry of Corporate Affairs.

28. Pursuant to section 72 of the Act, shareholders are entitled to make a nomination in respect of shares

held by them. Shareholders desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the R&T Agent of the company. Further, shareholders desirous of cancelling/ varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the R&T Agent of the company.

29. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN and other details to the company's R&T Agents in accordance with SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 April 2018.

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

##### Item No. 4:

Mr. R Ravi (DIN: 06755889) was appointed as an Additional Director by Board of Directors on 04.08.2014 and approved as Independent Director by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2014 i.e., on 22.09.2014 for a period of five years i.e., upto 21st September, 2019. As per provisions of Section 149 of the Companies Act, 2013, an Independent Director can hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Independent Director to be re-appointed as such under the provisions of Section 149 of the Act. Based on recommendation of the Nomination and Remuneration Committee, the Board has recommended re-appointment of Mr. R Ravi as an Independent Director and recommends the same for the approval by the members of the Company, by way of Special Resolution, for a Second Term of five years i.e., from the date of end of his tenure of the First Term upto 21st September, 2024 and he is not liable to retirement by rotation.

In the opinion of the Board, Mr. R Ravi fulfills the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is Independent of the Management. In the Performance Evaluation conducted for the year 2018-19, the performance of Mr. R Ravi was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise. The Board considers that in view of his rich experience, his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. R Ravi as Director/ Independent Director.

Copy of the draft letter for re-appointment of Mr. R Ravi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Except Mr. R Ravi, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4 of this Notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI, is set out in the annexure to the Explanatory Statement.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**Item No. 5:**

Mrs. R Renuka (DIN: 07131192) was appointed as an Additional Director by Board of Directors on 26.03.2015 and approved as Independent Director by the Shareholders in the Annual General Meeting (AGM) of the Company held in year 2015 i.e., on 17.08.2015 for a period of five years. As per provisions of Section 149 of the Companies Act, 2013, an Independent Director can hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing her candidature for the office of Independent Director to be re-appointed as such under the provisions of Section 149 of the Act. Based on recommendation of the Nomination and Remuneration Committee, the Board has recommended re-appointment of Mrs. R Renuka as

an Independent Director and recommends the same for the approval by the members of the Company, by way of Special Resolution, for a Second Term of five years i.e., from the date of end of her tenure of the First Term i.e., 26th March, 2020 upto 25th March, 2025 as an Independent Director and she is not liable to retire by rotation.

In the opinion of the Board, Mrs. R Renuka fulfills the conditions specified in the Act and rules made thereunder for her re-appointment as an Independent Director of the Company and is Independent of the Management. In the Performance Evaluation conducted for the year 2018-19, the performance of Mrs. R Renuka was evaluated satisfactory in the effective and efficient discharge of her role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from her relevant specialization and expertise. The Board considers that in view of her rich experience, her association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. R Renuka as Director/ Independent Director.

Copy of the draft letter for re-appointment of Mrs. R Renuka as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Except Mrs. R Renuka, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of this Notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI, is set out in the annexure to the Explanatory Statement.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**Item No.6:**

Wg Cdr A B Bhushan (Retd) (DIN 00063882) was appointed as an Independent Director for second term at the Annual General Meeting held on 28th September, 2018, for a period of five years from the date of end of his tenure of the first term upto the date of AGM to be held in the calendar year 2023. However as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Regulation 17 (1A) was added which became effective

from 01st April, 2019, wherein, no non-executive director shall be appointed or continue the directorship in a listed company who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The compliance with the provisions as specified in Regulations 17, shall not apply, when read with provisions of Regulation 15(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, i.e., the corporate governance provisions as specified in regulations 17 shall not apply to the company as the company's paid up equity share capital is not exceeding rupees ten crore and net worth is not exceeding rupees twenty five crore, as on the last day of the previous financial year, i.e., 31st March, 2019.

However by way of abundant caution the Board of Directors are seeking the members approval for Wg Cdr A B Bhushan (Retd) to continue as Independent Director during his second term as he has completed 76 years. Wg Cdr A B Bhushan (Retd) is retired from Indian Air Force. He is very active and associated with various forums although he has completed 76 years. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. The Board and its allied Committees have benefitted from his relevant specialization and expertise.

In the opinion of the Board, Wg Cdr A B Bhushan (Retd) fulfills the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is Independent of the Management. In the Performance Evaluation conducted for the year 2018-19, the performance of Wg Cdr A B Bhushan (Retd) was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Independent Director as such under the provisions of Section 149 of the Act and the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. Based on recommendation of the Nomination and Remuneration Committee, the Board recommends the same for the approval by the members of the Company, by way of Special Resolution, for Wg Cdr A B Bhushan (Retd) to continue as Independent Director during his Second Term of five years i.e., from the date of end of his tenure of

the first term upto the date of AGM to be held in the calendar year 2023 as an Independent Director and he is not liable to retire by rotation

Copy of the draft letter for re-appointment of Wg Cdr A B Bhushan (Retd) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Except Wg Cdr A B Bhushan (Retd),, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6 of this Notice. Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI, is set out in the annexure to the Explanatory Statement.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

#### **Item No.7:**

Mr. Murty Gudipati was re-appointed as the Executive Director and CEO of the Company for a period of three years, commencing from 01st April, 2018 to 31st March, 2021, at the Annual General Meeting held on 28th September, 2018 and the remuneration payable to him was also approved at the aforesaid Annual General Meeting. The Board reviewed the remuneration package during the current financial year and considered a Revision of Remuneration to be paid to Mr. Murty Gudipati, upon the recommendation of Nomination and Remuneration Committee, for the remaining period that is from 01st April, 2019 to 31st March, 2021, on the terms and conditions as given in resolution No.7, at its meeting held on 16th May, 2019, subject to the approval of the shareholders at the forthcoming Annual General Meeting.

The terms of remuneration including minimum remuneration proposed to Mr. Murty Gudipati are fully set out in the resolution No. 7 herein before written.

The same constitutes the abstract of the terms of appointment of Mr. Murty Gudipati as required under Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Murty Gudipati is concerned or interested in the resolution.

Details as per Part II, Section II of Schedule V of the Companies Act, 2013:

A statement along with the notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information namely: -

I	General Information		
1.	Nature of industry	Information Technology and Software Development	
2.	Date or expected date of commercial production	Company started the commercial operations immediately after obtaining the Certificate of Commencement of Business on November 21, 1994.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N. A.	
4.	Financial performance based on given indicators.	Particulars	Amount (Rs. in lakhs)
		Total Revenue from operations	1060.95
		Operating Profit (PBIDT)	365.14
		Finance cost	Nil
		Depreciation and amortization expense	25.17
		Exceptional items	-
	Profit after Tax (PAT)	257.88	
5.	Foreign investments or collaborations, if any.	Nil	
II	Information about the appointee		
1.	Back ground details	Mr. Murty Gudipati is an Engineering Graduate (B. Tech - ECE) with M.S. in Computer Engineering from Clemson University, USA.	
2.	Past remuneration	Rs.54.80 lakhs Per Annum	
3.	Recognition or awards	Mr. Murty Gudipati has more than 24 years of experience in Information Technology. He worked as Software Consultant at MCI Corporation, New York, USA and Dow Jones Company, Princeton, New Jersey, USA from 1993 till 1995. He also worked as Engineering Manager at Interactive Data Corporation, New York, USA (1995 -2006). He joined the Company in the year 2006 and was elevated as Additional Director and then as Executive Director in the year 2009. During his tenure he has enlarged the team to about 100 members with a steady billing of about USD 1.5 Million from India to US.	
4.	Job profile and his suitability	Subject to the superintendence, direction and control of the Board, the day to day management and administration of the Company is vested in the Executive Director. Mr. Murty Gudipati, as the Executive Director of the Company has made considerable progress in all the spheres. The Directors confidently feel that the Company should continue to avail the services of Mr. Murty Gudipati	
5.	Remuneration proposed	Rs.73.30 lakhs Per Annum	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Around Rs. 1 Crore Per Annum	

7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Murty Gudipati does not have any pecuniary relationship directly or indirectly with the Company or any of its managerial personnel												
III	Other information													
1.	Reasons of loss or inadequate profits	<p style="text-align: right;">(Rs. in Lakhs)</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;"></th> <th style="width: 35%; text-align: right;">Total Income</th> <th style="width: 35%; text-align: right;">PBT</th> </tr> </thead> <tbody> <tr> <td>2016-17</td> <td style="text-align: right;">1085.53</td> <td style="text-align: right;">259.45</td> </tr> <tr> <td>2017-18</td> <td style="text-align: right;">985.45</td> <td style="text-align: right;">205.51</td> </tr> <tr> <td>2018-19</td> <td style="text-align: right;">1141.38</td> <td style="text-align: right;">339.97</td> </tr> </tbody> </table> <p>However, the profit has been inadequate to comply with Sec. 197, of the Companies Act, 2013 since the volume of business has been low. The Company has plans to improve the volume to a higher level.</p>		Total Income	PBT	2016-17	1085.53	259.45	2017-18	985.45	205.51	2018-19	1141.38	339.97
	Total Income	PBT												
2016-17	1085.53	259.45												
2017-18	985.45	205.51												
2018-19	1141.38	339.97												
2.	Steps taken or proposed to be taken improvement	The Company had already taken additional floor space for expansion and is also increasing the man power. Besides expanding the existing activity the company has also invested in new business areas. The Board is confident that shortly after the gestation period the overall business of the company will further grow.												
3.	Expected increase in productivity and profits in measurable terms.	The revenue is expected to grow at a modest level of 10% during the year. With the proposed organic and inorganic growth, the revenue is expected to grow to higher level in the coming years.												

Except Mr. Murty Gudipati, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7 of this Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

**ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****Item No.3: Mr. Sridhar Chelikani**

Mr. Sridhar Chelikani aged 49, received B.Tech in Mechanical Engineering from Jawaharlal Nehru Technological University (JNTU), India, M.S in Mechanical Engineering from Indian Institute of Science, Bangalore and an M.B.A. from University of Illinois, Urbana- Campaign, USA. With over 20 years of experience in information technology industry, Mr. Sridhar has worked in the areas of Technology, Risk Management, Asset Allocation in Commodities Trading and Alternative asset management. Mr. Sridhar was the President and CEO of Saven Technologies Inc., U.S.A. He is not a member of any Committee within the meaning of Regulation 26 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Except the director being appointed in terms of the said resolution, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested.

**Item No.4: Mr. R Ravi**

Mr. R Ravi, aged 62 years, a Commerce Graduate from Madras University is a Chartered Accountant and Company Secretary. He has around three decades post qualification experience in corporate world. He has worked in the areas of Finance, Accounting, Taxation, Secretarial, Information Technology, administration and corporate matters.

Except the director being appointed in terms of the said resolution, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested

**Item No. 5: Mrs. R Renuka**

Mrs. R Renuka, aged 56, is a Lawyer with over 29 years of experience in the field of Criminal law, Insurance, Healthcare. She has been the legal advisor for the Department of Education, State Government of Andhra Pradesh and Legal advisor for various schools in Hyderabad. She is the Former Director of women organization 'Shaheen'. Worked with Women Organizations in Hyderabad for the upliftment and in creating legal awareness for women. Her Experience includes being an external member of POSH committees across India since 9 years in various organisations like IBM, Ryan, Hindustan Zinc, CGI, Invesco, Cairn India, Green Peace, Royal Bank of Scotland, United Health, Franklin Templeton, RYAN, and Smart Drive Systems, Factset and Concentrix. As an external member of various organizations, primarily in Bangalore and Hyderabad, she has been imparting sexual harassment trainings for managers, employees, ICC, as well as conducting the investigation for sexual harassment cases and assist in finalizing the report.

Except the director being appointed in terms of the said resolution, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested.

**Item No. 6: Wg Cdr A B Bhushan (Retd)**

Wg Cdr A B Bhushan (Retd), aged 76 years, is an MBA from Madras University. He has 25 years of experience in Indian Air Force. After retirement from Air Force he joined Medical Diagnostic industry as Head of HR/ Admin and later joined Pennar Group as Vice President Corporate Affairs and later elevated as Head of a group company. He has rich and diverse experience in Administration, Public relations, HR and group activities. He was the President of the Hyderabad Management Association during 1995-96, was the Committee Member of the All India Management Association Council for a number of years and is an accredited Management Teacher of AIMA. He was also Chairman of Indo US Chamber of Commerce for AP and South India and is a member of the National Council. Apart from the foregoing he is a Committee member of HRA network, IR and HR Committees of FTAPCCI and other social and professional bodies. He is Vice Chairman of Zilla Sainik Welfare Board ,Hyderabad and also involved in welfare activities with the Defence Services and Gandhi Hospital ,Hyderabad

**Saven Technologies Limited****26<sup>th</sup> Annual Report**

Except the director being appointed in terms of the said resolution, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested.

Particulars	Mr. Sridhar Chelikani	Mr. R Ravi	Mrs. R Renuka	Wg Cdr A B Bhushan (Retd)
Date of birth	August 17, 1970	April 26, 1957	August 22, 1962	March 19, 1943
Date of appointment	November 4, 1999	August 04, 2014	March 26, 2015	August 13, 2010*
Qualification	B. Tech (Mechanical Engineering), M.S (Mechanical Engineering), M.B.A	Commerce graduate from Madras University, Chartered Accountant and Company Secretary	BSc. BL	M.B.A
Nature of his expertise in specific functional areas	Vast experience in information technology industry	He has Rich and diverse experience in the arears of Finance, Accounting, Taxation, Secretarial, Information Technology, Administration and Corporate matters	Expertise in Criminal law, Insurance, Healthcare, Banking, Corporate law, and Intellectual Property	Expertise in various fields of Management and Administration.
Names of Listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nil	Nil	Nil
No. of Shares held by him / her in the Company	Nil	Nil	Nil	716
Disclosure of relationships between directors inter-se	Nil	Nil	Nil	Nil
*As per the applicable provisions of Companies Act, 2013 read with rules made thereunder, Wg Cdr A B Bhushan was re-appointed as Independent Director for second term at Annual General Meeting held on 28th September, 2018.				

Place : Hyderabad  
Date : July 23, 2019

By Order of the Board  
For Saven Technologies Limited  
Jayanthi.P  
Company Secretary

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**SAVEN TECHNOLOGIES LIMITED**

**CIN: L72200TG1993PLC015737**

Registered Office: No.302,My Home Sarovar Plaza,5-9-22, Secretariat Road, Hyderabad- 500063

Phone: 040-23237303, 040-23233358, Fax: 040-23237306, E-mail: investorrelations@saven.in

Website: www.saven.in

**ATTENDANCE SLIP**

(To be presented at the entrance)

**26TH ANNUAL GENERAL MEETING**

I hereby state that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Saturday, 28th September, 2019 at 10.00 A.M. at FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500004., or/any adjournment thereof.

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

No. of Shares Held \_\_\_\_\_

1. Shareholders/proxy holders are requested to bring the Attendance Slips with them duly completed when they come to the meeting and hand them over at the gate, affixing their signature on them.
2. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting

**SAVEN TECHNOLOGIES LIMITED**

**CIN: L72200TG1993PLC015737**

Registered Office: No.302,My Home Sarovar Plaza,5-9-22, Secretariat Road, Hyderabad- 500063

Phone: 040-23237303, 040-23233358, Fax: 040-23237306 , E-mail: investorrelations@saven.in

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):.....  
 Registered address:.....  
 E-mail id:.....  
 Folio No/ Client Id No.:.....DP ID No.....

I/We, being the member (s) of ..... shares of Saven Technologies Limited, hereby appoint

1. Name:.....  
 Address.....  
 E-mail Id:.....Signature:.....  
 or failing him/her
2. Name:.....  
 Address.....  
 E-mail Id:.....Signature:.....  
 or failing him/her

3. Name:.....  
 Address:.....  
 E-mail Id:.....Signature:.....  
 or failing him/her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the company, to be held on Saturday , 28th September, 2019 At 10.00 A.M. at FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500004 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No	Description	For*	Against*
1	To consider and adopt the audited financial statement of the company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon	<input type="checkbox"/>	<input type="checkbox"/>
2	To confirm the interim dividend of Re.1/- per equity share paid during the year 2018-19.	<input type="checkbox"/>	<input type="checkbox"/>
3	To appoint a Director in place of Mr. Sridhar Chelikani (DIN: 00526137), who retires by rotation and being eligible, offers himself for re-appointment	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-appointment of Mr. R Ravi (DIN 06755889) as an Independent Director for a Second Term	<input type="checkbox"/>	<input type="checkbox"/>
5	Re-appointment of Mrs. R Renuka (DIN 07131192) as an Independent Director for a Second Term	<input type="checkbox"/>	<input type="checkbox"/>
6	Re-appointment of Wg Cdr A B Bhushan (Retd) (DIN 00063882) to continue as an Independent Director for second term	<input type="checkbox"/>	<input type="checkbox"/>
7	To Revise remuneration of Mr. Murty Gudipati (DIN: 01459606) as Executive Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>

Affix  
Revenue  
Stamp

Signed this..... Day of .....2019

Signature of shareholder..... Signature of Proxy holder(s).....

**\*Note:**

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- 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.

### Shareholders Information

#### Mandatory dematerialization for transfer of securities

The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. With effect from 01st April, 2019, the shares which are lodged for transfer shall be in dematerialized form only (earlier the date was 05th December, 2018). The shareholders are requested to take note of the same. We suggest you to dematerialize your holdings to enjoy the benefits at fullest and to avoid the demerits of holding physical shares. The details are also placed in company's website [www.saven.in](http://www.saven.in).

#### Update- PAN & Bank Details

SEBI vide its Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, has streamline and strengthened the procedures for transfer of securities and payment of dividend. In this regard, SEBI has instructed the Company/RTA to inform all the shareholders who are holding shares in Physical and whose PAN and bank details has not been updated in Company/RTA records.

Further, SEBI has mandated to credit dividend, if any, directly to the Bank account of shareholders through NEFT/RTGS. Hence, we request you to update your bank details by sending following documents to the below mentioned address-

1. Request letter (Format attached)
2. Self-attested copy of PAN
3. Self-attested copy latest address proof.

Original cancelled cheque leaf /attested bank passbook showing name of account holder

Registrar and Share Transfer Agent (RTA)  
XL Softech Systems Limited  
(Unit- SAVEN TECHNOLOGIES LIMITED)  
3, Sagar Society,  
Road No.2, Banjara Hills,  
Hyderabad - 500 034.  
Phone: 040 23545913/14/15  
Email: [xlfield@gmail.com](mailto:xlfield@gmail.com)

You are requested to send all the above mentioned documents to our RTA at the above mentioned address. Please note that you need not send any communication to the Company address, related to this matter. The above details are also placed in the company's website [www.saven.in](http://www.saven.in)

To,  
 XL Softech Systems Limited  
 Plot No. 3, Sagar Society, Banjara Hills,  
 Road No. 2, Hyderabad - 500 034  
 Tel: +91-40- 23545913/ 14/ 15. Fax: +91-40- 23553214  
 Email: xlfield@gmail.com

**Updation of Shareholder Information**

I / We request you to record the following information against my / our Folio No.:

**General Information:**

Folio No. / DP ID & Client ID:	
Name & Address of Shareholder:	
PAN: *	
CIN / Registration No.: *	
(applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

\*Self attested copy of the document(s) enclosed

**Bank Details:**

IFSC:	
(11 digit)	
MICR:	
(9 digit)	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

\* A blank cancelled cheque is enclosed to enable verification of bank details

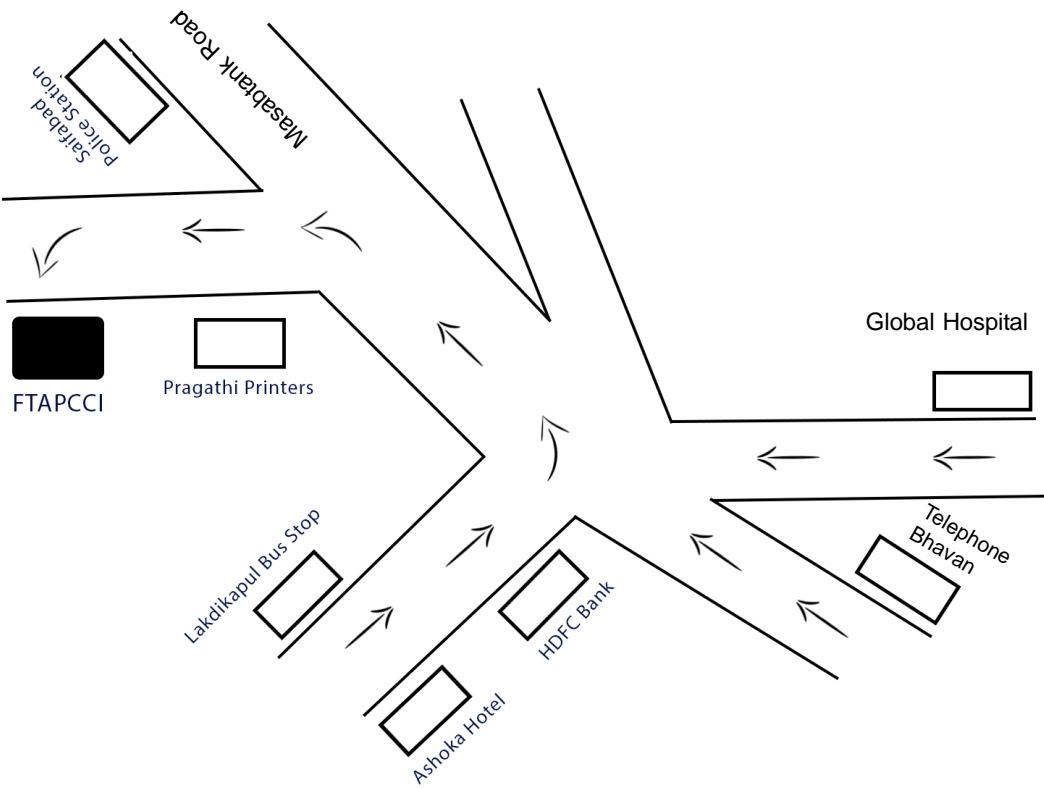
I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / we would not hold the Company / RTA responsible. I / We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I / We understand that the above details shall be maintained till I / we hold the securities under the above mentioned Folio No. / beneficiary account.

Place:

Date:

\_\_\_\_\_  
 Signature of Sole / First holder

**Route Map to AGM Venue**





Printed Matter  
Book - Post

If undelivered, please return to:

**SAVEN TECHNOLOGIES LIMITED**

Regd. Office: # 302, My Home Sarovar Plaza, 5-9-22,  
Secretariat Road, Hyderabad - 500 063. Telangana, INDIA