NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the members of Cosyn Limited (CIN: L72200TG1994PLC017415) will be held on Wednesday, 30th day of September, 2020 at 10.00 A.M at 1st Floor, TP House, D.No 1-98/9/1/15, Plot No 15(P), Jaihind Enclave, Madhapur, Hyderabad Telangana - 500081 to transact with or without modification(s), as may be permissible, the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2020, including the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.


2. To appoint a Director in place of Mrs. Ravi Kasturi (DIN 01936068) who retires by rotation and being eligible, offers herself for re-appointment.

3. To consider and if thought fit to pass the following resolution with or without modification as an ordinary resolution:

   “RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, M/s. Suryanarayana & Suresh, Chartered Accountants (ICAI Reg. No. 006631S) Chartered Accountants, Hyderabad, be and are hereby appointed as the Statutory Auditors of the Company for a period of two years from conclusion of this 26th Annual General Meeting till conclusion of 28th Annual General Meeting to be held for the Financial year 2021-2022 at a remuneration of Rs. 4,00,000/- (Rupees Four Lakhs Only) per annum in addition to reimbursement of all out of pocket expenses.”

SPECIAL BUSINESS:

4. To appoint Mr. Panduranga Murthy Vistakula (DIN: 08775477) as Director and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

   "RESOLVED THAT Mr. Panduranga Murthy Vistakula (DIN: 08775477) who was appointed by the Board of Directors as Additional Director designated as Independent Director of the Company with effect from 30th June, 2020 pursuant to the Articles of Association of the Company, holds office up to the date of the 26th Annual General Meeting (AGM) of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") or any statutory modification thereof or any re-enactment of the said Act, be and is hereby appointed as Director of the Company.

5. To appoint Mr. Panduranga Murthy Vistakula (DIN: 08775477) as an Independent Director and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Panduranga Murthy Vistakula (DIN: 08775477) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of five (5) consecutive years with effect from 30th June, 2020.

By Order of Board of Directors

Sd/-

Ravi Vishnu
Managing Director
DIN : 01144902

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Proxies, in order to be effective, must be received at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by appropriate resolution / authority, as applicable.

3. Statement as required under section 102 of the Companies Act, 2013, in respect of items of special business is annexed hereto.

4. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. XL Sotech Systems Limited, Hyderabad are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2020 to 30th September, 2020 (both days inclusive)

6. The notice of Annual General Meeting will be sent to the members, whose name appears in the Register of members/depositories as at closing hours of business on 28th August, 2020.

7. In case you are holding the Company’s shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.
In case you are holding Company's shares in physical form, please inform Company's RTA viz. XL Softech Systems Limited by enclosing a photocopy of blank cancelled cheque of your bank account.

8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.

9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Members attending the Meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and hand over the same at the entrance of the hall.

11. As required under the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed hereto.

12. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of Director seeking appointment / re appointment at the Annual General Meeting are given at the end of this Notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.

13. Members, who have not encashed their dividend for the previous financial years are requested to make their claims to the Company accordingly, without any delay.

14. Members may also note that the Notice of the 26th Annual General Meeting is available on the Company’s website: www.cosyn.in. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at comsec@cosyn.in.

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, notice of the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2019-20 will also be available on the Company’s website at www.cosyn.in and on the website of CDSL www.evotingindia.com.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company /RTA.

16. In accordance with the MCA’s “Green Initiative in Corporate Governance” members who have not registered their email addresses are requested to register their Email IDs with the RTA for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time.

17. The facility for voting through poll shall also be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right to vote at the Annual General Meeting.
18. The Members who have cast their vote by remote e-Voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

19. The Company has appointed Mr. A.S. Ramkumar or Mr. Arun Marepally, Partners of M/s. A.S.Ramkumar & Associates, Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-Voting process, in a fair and transparent manner.

20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, there after unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.

21. The Scrutinizer will collate the votes cast at the AGM, votes downloaded from the e-voting system and make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

22. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.cosyn.in and will be communicated to BSE Limited, where the shares of the Company are listed.

E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration)Rules,2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 26th Annual General Meeting. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members/List of Beneficial Owners as on 23rd September 2020 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Sunday, 27th September, 2020 (09:00 hrs) and will end on Tuesday, 29th September 2020 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above.

PROCEDURE FOR E-VOTING:

Instructions for members for voting electronically are as under:

i. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Registrars)

   (i) The shareholders should log on to the e-voting website www.evotingindia.com.

   (ii) Click on “Shareholders” tab.

   (iii) 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.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com, and voted on an earlier voting of any Company, then your existing password is to be used.

(vi) If you are a first-time user, follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

<table>
<thead>
<tr>
<th>PAN</th>
<th>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in Capital letters and the 8 digits of the sequence number in the PAN field.</td>
</tr>
<tr>
<td></td>
<td>• 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.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Dividend Bank Details or Date of Birth (DOB)</th>
<th>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the Company records in order to login.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>• 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(iii).</td>
</tr>
</tbody>
</table>

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant Company, i.e., Cosyn Limited on which you choose to vote.

(xi) 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.
(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) 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.

(xviii) 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 and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com,

ii. In case of members receiving the physical copy of notice of 26th Annual General Meeting by courier (for members whose e-mail ids are not registered with the Company /Depositories):

Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote.

iii. General Instructions:

a. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 23, 2020.

b. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results
declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company [www.cosyn.in](http://www.cosyn.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.

c. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

By Order of Board of Directors

Sd/-
Ravi Vishnu
Managing Director
DIN : 01144902

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4
The Board of Directors of the Company on 30th June, 2020 appointed Mr. Panduranga Murthy Vistakula as an Additional Director designated as Non-Executive Independent Director of the Company w.e.f 30th June, 2020 and to hold the office up to the date of ensuing Annual General Meeting.

Upon recommendation of Nomination and Remuneration Committee, the Board recommends appointing him as Director of the Company considering his vast experience in the corporate sector.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution.

ITEM NO. 5
The Board of Directors of the Company on 30th June, 2020 appointed Mr. Panduranga Murthy Vistakula as an Additional Director designated as Non-Executive Independent Director of the Company w.e.f 30th June, 2020 and to hold the office up to the date of ensuing Annual General Meeting.

Having regard to his vast corporate experience, the Nomination and Remuneration Committee recommended and advised the Board to appoint him as Independent Director to avail the benefit of his expertise and experience which would help the Company in consolidating the further growth of the Company. He fulfills the criteria stipulated in the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015 with regard to the appointment of Independent Directors. He is independent of the Management.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment as Independent Director is available for inspection at the Registered Office of the Company during normal business hours on working days.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution.

By Order of Board of Directors

Sd/-
Ravi Vishnu
Managing Director
DIN : 01144902
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 of General Meetings]

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Ravi Kasturi</th>
<th>Panduranga Murthy Vistakula</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Birth &amp; Age</td>
<td>26.11.1962 (58 Years)</td>
<td>09.05.1950 (70 Years)</td>
</tr>
<tr>
<td>Date of Appointment</td>
<td>01.04.2015</td>
<td>30.06.2020</td>
</tr>
<tr>
<td>Qualifications</td>
<td>B.Com</td>
<td>B.Tech (Elec.)</td>
</tr>
<tr>
<td>Relationship between Directors inter-se</td>
<td>Ravi Kasturi is wife of Ravi Vishnu, Managing Director of the Company</td>
<td>Nil</td>
</tr>
<tr>
<td>Expertise in specific functional area</td>
<td>Having experience in Accounts and General Administration</td>
<td>Having more than 45 years of experience in the power sector</td>
</tr>
<tr>
<td>Directorship in other listed companies</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Remuneration Drawn for the FY 2019-20</td>
<td>NIL</td>
<td>NIL</td>
</tr>
<tr>
<td>Shareholding as on 31.03.2020</td>
<td>2,85,800</td>
<td>Nil</td>
</tr>
</tbody>
</table>