



Accord Synergy Ltd.

NOTICE

NOTICE is hereby given that the Sixth (6th) Annual General Meeting of ACCORD SYNERGY LIMITED (the Company) will be held on Wednesday, the 30th day of September, 2020 at 1:30 P.M. through Video Conferencing(VC) / Other Audio Visual Means(OAVM) facility to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors' thereon and in this regard pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and the Auditors thereon be and are hereby considered, approved and adopted."

2. To appoint a Director in place of Mr. Asdullakhan Alafkhan Pathan (DIN: 01952438), who retires by rotation and being eligible, offers himself for re-appointment and in this regard pass the following resolution as Ordinary Resolution:

"RESOLVED THAT Mr. Asdullakhan Alafkhan Pathan (DIN: 01952438), Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

3. To re-appoint the statutory auditors of the company and in this regard pass the following resolution as Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of section 139 and other applicable provisions, if any of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable M/S Naresh & Co. Chartered Accountants (ICAI Firm Registration No. 106928W), be re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of Annual General Meeting (AGM) of the Company to be held in the year 2025 subject to ratification of appointment at every AGM at a remuneration (including term of payment) to be fixed by the Chairman of the Company plus taxes as may be applicable and reimbursement of all out of pocket expenses in connection with the audit of accounts of the company."



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SPECIAL BUSINESS:

4. To approve payment of remuneration to Mr. Betulla Khan, Managing Director and in this regard to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 198, 201, and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the recommendation of Nomination & Remuneration Committee and as agreed by the Board of Directors, consent of the Company be and is hereby accorded for the payment of remuneration of Rs.4,50,000 (Four Lacs Fifty Thousand) per month including all the perquisites and benefits if any, except the perquisites falling outside the purview of the ceiling limit of remuneration as per applicable provisions of Schedule V of the Act, be allowed to Mr. Betulla Khan (DIN: 01914482) Managing Director of the Company, and in the event of inadequacy of profits the Board shall be authorised to adjust the above remuneration in accordance with the provisions of Schedule V of the Act, subject however that in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of three(3) years.

RESOLVED FURTHER THAT the tenure of Mr. Betulla Khan Managing Director of the Company for a period of 5 years, as appointed by the Board of Directors at the Board Meeting held on February 28, 2017, shall remain unchanged and all other terms and conditions of appointment of Mr. Betulla Khan, as approved earlier by the Board of Directors at the Board Meeting held on February 28, 2017 and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

5. To approve payment of remuneration to Ms. Roli B. Khan, Whole Time Director and in this regard to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

Regd. Office: 302, Shine Plaza, Near Natubhai Circle, Race Course, Vadodara - 390007

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Phone: 0265 2356800, email: info@accordsynergy.com



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"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 198, 201, and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the recommendation of Nomination & Remuneration Committee and as agreed by the Board of Directors, consent of the Company be and is hereby accorded for the payment of remuneration of Rs.50,000 (Fifty Thousand) per month including all the perquisites and benefits if any, except the perquisites falling outside the purview of the ceiling limit of remuneration as per applicable provisions of Schedule V of the Act, be allowed to Ms. Roli B. Khan (DIN: 02243511) Whole Time Director of the Company, and in the event of inadequacy of profits the Board shall be authorised to adjust the above remuneration in accordance with the provisions of Schedule V of the Act, subject however that in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of three(3) years.

RESOLVED FURTHER THAT the tenure of Ms. Roli B. Khan Whole Time Director of the Company for a period of 5 years, as appointed by the Board of Directors at the Board Meeting held on February 28, 2017, shall remain unchanged and all other terms and conditions of appointment of Ms. Roli B. Khan, as approved earlier by the Board of Directors at the Board Meeting held on February 28, 2017 and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

6. To approve payment of remuneration to Ms. Ritu Chaudhari Negi, Whole Time Director and in this regard to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 198, 201, and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the recommendation of



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Nomination & Remuneration Committee and as agreed by the Board of Directors, consent of the Company be and is hereby accorded for the payment of remuneration of Rs.100,200 (One Lac two hundred) per month including all the perquisites and benefits if any, except the perquisites falling outside the purview of the ceiling limit of remuneration as per applicable provisions of Schedule V of the Act, be allowed to Ms. Ritu Chaudhari Negi (DIN: 07121147) Whole Time Director of the Company, and in the event of inadequacy of profits the Board shall be authorised to adjust the above remuneration in accordance with the provisions of Schedule V of the Act, subject however that in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of three(3) years.

RESOLVED FURTHER THAT the tenure of Ms. Ritu Chaudhari Negi Whole Time Director of the Company for a period of 5 years, as appointed by the Board of Directors at the Board Meeting held on February 28, 2017, shall remain unchanged and all other terms and conditions of appointment of Ms. Ritu Chaudhari Negi, as approved earlier by the Board of Directors at the Board Meeting held on February 28, 2017 and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

For and on behalf of the Board

Place: Vadodara

Date: 26th August, 2020

Sd/-

Namrata Singhal

Company Secretary



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NOTES

1. Register of members and Share Transfer Books of the Company will remain closed from Saturday, September 26th, 2020 to Wednesday, September 30th, 2020 (both days inclusive) for annual closing.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the special business under Item Nos. 4 to 6 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company on August 26, 2020 considered that the special business under Item Nos. 4 to 6, being considered unavoidable, be transacted at the 6th AGM of the Company.
3. In view of the COVID-19 pandemic and continuing restriction on gathering of persons in the country to maintain social distancing and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) ("hereinafter collectively referred to as "the Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the 6th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 6th AGM shall be the Registered Office of the Company.
4. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.accordsynergy.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com and AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.



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8. In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of director retiring by rotation at the ensuing annual general meeting is given in annexure to this notice.
9. Members desirous of making a nomination in respect of their shareholding, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form SH 13 (Nomination Form) & Form SH 14 Cancellation or Variation of Nomination, accordingly to the Secretarial Department of the Company or to the office of the Registrar & Share Transfer Agent, The said forms can be downloaded from the Company's website www.accordsynergy.com under the section "Investor Relation".
10. In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant.
11. Members are requested to intimate the Company of queries, if any, regarding the accounts / notice at least ten days before the Annual General Meeting to enable the Management to keep the information ready at the meeting.
12. All documents referred to in the accompanying Notice and Explanatory Statement 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.) and all working days except Sundays, upto and including the date of Annual General Meeting of the Company.
13. Members are requested to register/ update email address for receiving electronic communication.
14. **Green Initiative** – Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that annual Report for the FY 2019-20 will also be available on the website of the Company viz. www.accordsynergy.com.
15. **Voting through electronic means:**
In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members



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using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **National Securities Depository Limited (NSDL)**.

The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1 is mentioned below :

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under Shareholders' section.
3. A new section will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

- | | |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is |
|--|--|



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IN300***12*****

- b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****

- c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.



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- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below :

How to cast vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- vii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- viii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2020.
- ix. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs.namrata@accordsynergy.com.



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However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "*Forgot User Details/Password?*" or "*Physical User Reset Password?*" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility during the AGM.
- 10 Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs.namrata@accordsynergy.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to email Id : cs.namrata@accordsynergy.com
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

GENERAL INSTRUCTIONS :

- a. The e-voting period commences on Sunday, September 27, 2020 (09:00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2020, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter but will again open up during the AGM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Mr. Kashyap Shah, Practicing Company Secretary (Membership No. FCS 7662), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c. The Scrutinizer shall, after the conclusion of voting at the General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment

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of the Company and shall make not later than three days of the conclusion of the AGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any. The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.accordsynergy.com and on the website of NSDL immediately after the declaration of the result by the Chairman or any person authorised by him and communicated to the Stock Exchanges.

- d. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kashyap.cs@gmail.com with a copy marked to evoting@nsdl.co.in.
- e. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- f. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for



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e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs.namrata@accordsynergy.com
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs.namrata@accordsynergy.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Members will have the option to post their comments / queries on Chat and we will be making arrangements to carry your messages.

For and on behalf of the Board

Place: Vadodara

Date: 26th August, 2020

**Sd/-
Namrata Singhal
Company Secretary**

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Special Business : Item No. 4 to 6

The Company at its Extra Ordinary General Meeting held on 28.02.2017 have reappointed Ms. Roli B. Khan (DIN: 02243511) and Ms. Ritu Chaudhari Negi (DIN: 07121147) as the Wholetime Director and Mr. Betulla Khan, (DIN: 01914482) as Managing Director, for a period of 5 (five) years effective from 28.02.2017 till 27.02.2022. However, as per the provisions of Schedule V of the Companies Act, 2013, the said resolutions approving remuneration payable by Companies having inadequate profits were passed for a period of three years, starting from 28.02.2017 till 27.02.2020. Therefore, it is proposed to seek members' approval for the remuneration payable to

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Ms. Roli B. Khan and Ms. Ritu Chaudhari Negi, Wholetime Director and Mr. Betulla Khan, Managing Director, for a period of another three years starting from 30.09.2020 till 29.09.2023 in terms of the applicable provisions of the Companies Act 2013, for Companies having inadequate profits.

In terms of the provisions of Section 197 (as amended by the Companies (Amendment) Act, 2017), read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel in case of no profits/ inadequacy of profits. Further, pursuant to a recent amendment in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs.5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The proposed special resolution being approved in respect of resolution set out at Item No. 4 to 6, of this Notice would also be in compliance with the requirements of SEBI LODR.

The Company has not committed any default in repayment of any of its debt (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year. In case of your Company, the remuneration paid /payable to Managerial Personnel is likely to exceed 10% of Net Profit of the Company during the financial year ending FY 2020-21 and onwards and the aggregate remuneration paid/payable to the aforementioned Managerial Personnel during financial year ending FY 2020-21 onwards is also likely to exceed the limits prescribed under Section II of Part II of Schedule V of the Act.

STATEMENTS AS PER PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013

In terms of provisions contained in section II Part II of Schedule V of the Companies Act, 2013, in case of inadequate profit for managerial remuneration, the relevant details regarding the performance of the Company and of the appointee are furnished hereunder:



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General Information:

1) Nature of Industry	Service Sector
2) Date of Commencement of Commercial Production	Business commenced in 2014, since the company is into service sector, hence there is no date of commercial production.
3) Financial Performance for the Financial Year ended 31.03.2020	<div>Total Income : Rs. 672,318,131</div> <div>Profit Before Tax</div> <div>& Provisions : Rs. 24,083,376</div> <div>Profit After Tax : Rs. 17,387,217</div> <div>Earnings per Share : 5.01</div> <div>Net Worth : 189564532</div>
5) Foreign Investment or Collaboration	The Company does not have any Foreign Investment or collaboration.

Information about the Directors:

Background Details:

Mr. Betulla Khan and Ms. Roli B. Khan were founder promoters of the Company and Ms. Ritu Chaudhari Negi has been the Director of the Company since inception. They have been associated with the management of the Company since long & have been holding the position of Managing Director / Whole Time Director since many years. They have vast experience in telecom industries.

Past Remuneration: Mr. Betulla Khan, Ms. Ritu Chaudhari Negi and Ms. Roli B. Khan - were paid a monthly remuneration of Rs. 4,50,000/- , 100,200 and Rs. 50,000/- respectively (As on 31st March, 2020)



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Recognition of Awards: Mr. Betulla Khan has been a recipient of an award from Ministry of Finance, Government of India, Central Board of Direct Taxes, for his outstanding contribution in the financial year 2016-17 in the "Gold" category.

Job Profile and Suitability:

Mr. Betulla Khan - is the Promoter and Managing Director of the Company. He has been the Director of the Company since incorporation and is also one of the subscribers of MOA of the Company. He holds a Diploma degree in Electrical Engineering. He has an experience of more than 15 years in the telecom industry. He has a vast experience, knowledge and expertise in the industry. The proposed managerial remuneration of Mr. Betulla Khan is commensurate with his qualification, expertise and experience and in the interest of the Company to retain such managerial person.

Ms. Roli B. Khan - is the Promoter and Whole Time Director of the Company. She has been the Director of the Company since incorporation and is also one of the subscribers of MOA of the Company. She holds a degree in Bachelor of Science. She has an experience of more than 15 years in management and administration. She has a vast experience, knowledge and expertise in the telecom industry. The proposed managerial remuneration of Ms. Roli B. Khan is commensurate with his qualification, expertise and experience and in the interest of the Company to retain such managerial person.

Ms. Ritu Chaudhari Negi - is the Whole Time Director of the Company. She has been the Director of the Company since incorporation and is also one of the subscribers of MOA of the Company. She holds a degree in Master of Science. She has an experience of more than 2 years in the telecom industry. She has a vast experience, knowledge and expertise in the industry. The proposed managerial remuneration of Ms. Ritu Chaudhari Negi is commensurate with his qualification, expertise and experience and in the interest of the Company to retain such managerial person.

Proposed Remuneration to Whole Time Director & Managing Director:

1.	Basic Salary	<i>Mr. Betulla Khan-Rs. 4,50,000/- per month</i> <i>Ms. Roli B. Khan-Rs. 50,000/- per month</i> <i>Ms. Ritu Chaudhari Negi-Rs. 100200/- per month</i>
2.	Performance Bonus	<i>Nil</i>



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Mr. Betulla Khan, Ms. Roli B. Khan and Ms. Ritu Chaudhari Negi shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit of remuneration specified in section II of Schedule V of the Companies Act, 2013:

- i. Contribution to provident Fund and Superannuation Fund or Annuity Fund.
- ii. Gratuity payable as per the rules of the Company.
- iii. Leave encashment at the end of the tenure.
- iv. The provision for use of Company's car with driver for official use.
- v. Company's telephone at his residence.
- vi. Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.

Comparative Remuneration profile with respect to industry, size of the Company, profile of the person and position: The remuneration profile of the Whole Time Director and Managing Director cannot be exactly compared with respect to industry, size of the Company, profile of the person and position and hence not provided.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Other than receipt of managerial remuneration, both the directors do not have any pecuniary relationship with the Company. Mrs. Roli B. Khan(Whole time Director) is the Wife of Mr. Betulla Khan (Managing Director) and Ms Ritu negi (Whole time Director) is the Sister of Ms. Roli B. Khan and the Sister-in-law of Mr. Betulla Khan.

Other Information:

Reason for inadequacy of profits, steps taken for improvement and expected increased in productivity:-

The Company is an MSME, Medium sized Company and the scale of operations is also medium sized. The scale of operations and sales turnover / profitability is not enough to sustain required profitability as of now. However the revenue and turnover of the Company is growing at a steady rate on year on year basis. Effective steps are taken to improve the performance of the Company by reducing cost of production and other direct costs and by expanding existing manufacturing facilities and by ensuring increase in turnover effectively. This would help the Company to achieve better economies of scale, larger turnover volume and improved profitability.



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Steps taken or proposed to be taken for improvement:-

The Company has taken new projects in hand to increase the profitability of the company.

Expected increase in productivity and profits in measurable terms:-

Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year.

Disclosures:-

The following disclosures as may be applicable has been mentioned in the financial statements:

(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors

(ii) details of fixed component and performance linked incentives along with the performance criteria

(iii) service contracts, notice period, severance fees – N.A

(iv) 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 – N.A

Accordingly, the Board recommends the Special Resolution as set out in Item 4, 5 & 6 for approval of the Members.

Mr. Betulla Khan(Managing Director) and His wife Ms. Roli B. Khan (Wholetime Director) and his Sister-in-law Ms. Ritu Negi (Wholetime Director) are interested in the resolution set out at Item No. 4, 5 & 6 respectively. The relatives of Mr. Betulla Khan may be deemed to be interested in the resolution set out at Item No. 4, 5 & 6 respectively of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.



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Annexure: Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015)

Name of Director	Asdullakhan Alfkahan Pathan
Date of Birth	01/05/1940
Date of Appointment	13/05/2015
Expertise in Specific Functional Area	Management, Administration and Electrical Engineering
Qualifications	more than 15 years of experience in the telecom industry
Directorship in other public limited companies	Nil
Other positions	Nil
Membership of committees in other public limited companies	Nil
Inter relationship	Promoter
Shares held in the company	500