

# DECIPHER LABS LIMITED

CIN NO: L24230TG1986PLC006781 Formerly known as Combat Drugs Limited

Regd Office: Plot No. 94, 4th Floor, Sagar Society, Rd No.2, Banjara Hills, Hyderabad-500034 TS India

URL: www.decipherlabs.in Email: info@decipherlabs.in Phone: 040-48536100

## NOTICE

### of the 35<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **35<sup>th</sup> (Thirty Fifth) Annual General Meeting** of the members of Decipher Labs Limited will be held on **Wednesday 29<sup>th</sup> September, 2021 at 11:00am through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following items of business:

The Registered Office of the Company shall be the deemed venue of the Annual General Meeting.

#### **ORDINARY BUSINESS:**

##### **Item No. 1 – Adoption of Audited Standalone and Consolidated Financial Statements**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

##### **Item No. 2 - APPOINTMENT OF M/s RAMNATHAM & CO (FRN 002934S) AS STATUTORY AUDITORS IN PLACE OF M/S ANANDAM & CO**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 140, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Ramanatham & Rao, Chartered Accountants, (FRN 002934S) be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting of the Company until the conclusion of the 40<sup>th</sup> Annual General Meeting of the company ie a term of 5 years, in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder at a remuneration as may be fixed in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Board of Directors and the Auditors, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement, in such manner as may be agreed to between the Board of Directors in consultation with the Auditors.”

#### **SPECIAL BUSINESS**

##### **Item No.3 - TO APPROVE THE APPOINTMENT OF MR JANAKIRAM AJJARAPU AS DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company, Mr. Janakiram Ajjarapu (DIN:02155939), who was appointed as an additional director by the Board of Directors of the Company at their meeting held on and w.e.f. 1<sup>st</sup> October, 2020, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section

160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**Item No. 4 - APPROVE THE APPOINTMENT OF MR JANAKIRAM AJJARAPU AS A WHOLE TIME DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections , 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and is hereby accorded to approve the terms of appointment and remuneration of Shri Janakiram Ajjarapu (DIN: 02155939) as a Whole Time Director of the Company, for a period of three years with effect from October 1, 2020, as recommended / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 1<sup>st</sup> October, 2021, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment / re-appointment and/or remuneration as it may deem fit and as may be accepted by Shri Janakiram Ajjarapu, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Janakiram Ajjarapu, the remuneration mentioned herein (including annual increments) shall be paid to Mr. Janakiram Ajjarapu as minimum remuneration in terms of Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

SPECIAL BUSINESS:

**Item No. 5 - TO APPROVE RELATED PARTY TRANSACTIONS**

To Consider and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or reenactment thereof) and applicable provisions of the SEBI Listing Obligation and Disclosure Requirements, Regulations 2015 as amended from time to time, consent of the members of the company be and is hereby accorded for entering into Related Party Transactions, at arm’s length basis, upto an amount of Rs.20,00,00,000/- (Rupees twenty Crores Only) in a financial year, with Related Parties either present or in future being the Directors, Key Managerial Person/s, Senior Management and Associate/s, including business/s in which the Director/s, Key Managerial Person/s, Senior Management and Associate/s and/or their relative/s, as defined in the Companies Act, 2013 and the SEBI LODR, as amended, have a minor /majority shareholding.

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

By the Order of the Board

For **DECIPHER LABS LIMITED**

Sd/-

Sushant Mohanlal

Date: 25.08.2021

**DIRECTOR**

Place: Hyderabad

## BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT AT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

### Additional Information on Directors Seeking Appointment/Re-appointment

Name of Director	Janakiram Ajjarapu
DIN	02155939
Date of Birth	15/06/1968
Date of Appointment	01/10/2020
Qualification	MBA
Expertise	Marketing, Finance, M&A
Relationship with Directors	None
No. of Shares Held	46,39,927
Other Directorship*	None
Chairman/ Members of Committee in other Companies *	None
No. of Board Meetings attended during FY 2020-21	4

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

#### ITEM NO.2: Appointment of Ramnatham & Rao as Auditors of the Company in place of M/s Anandam & Co

M/s Anandam & Co, Chartered Accountants, existing statutory Auditors of the company were appointed as Auditors of the company by the members to hold office from the conclusion of the 34<sup>th</sup> Annual General meeting to the conclusion of the 35<sup>th</sup> Annual General meeting of the company.

As per the provisions of the Companies Act the Auditors of the public listed company cannot hold office for a period of more than 10 years from the date of appointment and hence the current Chartered Accountants cannot continue with effect from the conclusion of the ensuing Annual General Meeting to be held on 29<sup>th</sup> September, 2021. Accordingly reappointment cannot be considered at the ensuing AGM by the members.

At the meeting held on 25<sup>th</sup> August, 2021, the Board of Directors have recommended the appointment of M/s Ramanathan & Rao, Chartered Accountants (FRN 002934S) as Statutory Auditors of the company in place of M/s Anandam & Co, to hold office from the conclusion of this AGM until the conclusion of the 40<sup>th</sup> AGM on the remuneration fixed by the Board of Directors, subject to the approval of the Shareholders.

The remuneration to be paid to the Auditors is as below:

The Resolution under this item seeks the approval of the Shareholders by an ordinary resolution for the said appointment of the new Auditors.

A special notice in accordance with Section 115 has been received in terms of Section 140(4)(i) of the Companies Act, 2013 from the member proposing the appointment of M/s Ramanathan & Rao, Chartered Accountants (FRN 002934S), as Auditors of the company in place of Anandam & Co.

None of the Directors or Key Managerial Personnel of the company or their respective relatives are concerned or interested in the foregoing resolution.

Your Directors recommend the approval of the Resolution in item No 2 for approval.

**ITEM NO.3: Appointment of Mr. Janakiram Ajarapu as Director**

Mr Janakiram Ajarapu was appointed as the Additional Director of the Company by the Board of Directors of the company at their meeting held on and w.e.f. 1<sup>st</sup> October 2020 to hold office upto the date of ensuing Annual General Meeting.

A notice has been received by the company in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director.

Mr. Jankiram Ajarapu is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent for the said appointment.

None of the Directors and KMP or their relatives except Mr Janakiram Ajarapu are concerned or interested in this resolution.

**ITEM NO.4:** Mr. Janakiram Ajarapu is the Promoter of the company. An NRI / Person of Indian Origin, he holds a Master's degree in Business Administration from University of South Florida with a major in Finance. With an experience of about 25 years in the fields of Finance, Sales, Marketing, Administration, Information Technology and Mergers & Acquisitions, Mr. Janakiram Ajarapu has been leading the company from the front and taking into consideration the growing size, complexity and reach of the Company's operations, the enormous responsibility for oversight of the Company, the qualifications and accomplishments of Mr. Janakiram Ajarapu and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors (the "Board"), at its Meeting held on October 01, 2020 appointed Mr. Janakiram Ajarapu as Whole-Time Director of the Company for a period of one year initially.

The principal terms and conditions for his employment are as set out below:

a) Nature of Contract/ Agreement: Employment Agreement

b) Material Terms:

i) Tenure: Term commencing from October 01, 2020, upto September 30, 2023.

ii) Fixed Pay: 12 lakhs per annum (comprising primarily of basic pay, house rent allowance, conveyance allowance, medical allowance, leave travel allowance, special allowance, company's contribution to provident fund, gratuity and others) to be paid periodically in accordance with the Company's normal payroll practices and subject to tax withholding.

iii) Any Stock Options granted by the Nomination & Remuneration Committee from time to time and entire value of perquisites arising out of exercise of stock options granted.

iv) Taxes: Mr. Janakiram Ajarapu will be solely responsible for all personal and other taxes relevant including the preparation and filing of such tax returns with appropriate authority.

v) Expenses: The Company shall reimburse all reasonable travelling and other similar out of pocket expenses necessarily and reasonably incurred by him wholly in proper performance of his duties and responsibilities.

Any annual increments to components of his remuneration will be determined on an annual basis by the Board or the Nomination & Remuneration Committee at its sole discretion, taking into account factors such as the Company's prior years' financial performance, independent industry compensation benchmarks and potential future contribution which shall not exceed 130% of the remuneration mentioned above.

Upon exercise of Employee Stock Options that are already granted / proposed to be granted to Mr. Janakiram Ajarapu, the value of perquisites shall be actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules and shall form part and parcel for the purpose of computation of his total remuneration under Sections 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force.

In the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Janakiram Ajarapu, the remuneration mentioned herein (including annual increments) shall be paid to him as minimum remuneration in terms of Section II of Part II of Schedule V of the Companies Act, 2013.

The terms as set out in the Resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Act. Save and except Mr. Janakiram Ajarapu and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

The Board of Directors recommends the resolution under Item No. 4 of the Notice for approval by the members by means of a special resolution.

As on March 31, 2021, Mr. Janakiram Ajarapu holds 46,39,927 equity shares of the Company.

#### **ITEM NO.5: Related Party Transactions**

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The revised Clause of the Listing Agreement with BSE Limited has also prescribed seeking of shareholders' approval for material related party transactions, if any.

With the growth in Business and the expansion drives in the near future with an aim to provide better products and services across countries, the company will invariably need to enter into few Related Party Transactions directly or indirectly with its directors, key managerial persons and senior management and Associates and their companies. Hence, the Company solicits a general approval for the transactions entered / to be entered by the Company with its directors, key managerial persons and senior management and Associates, including corporates, businesses, companies and other such associates owned in full or in part and/or managed in full or in part by the respective family members and/or their relations, as defined in the Companies Act and the provisions of the SEBI Listing Obligations and Disclosure Requirements, as amended from time to time, for an amount upto Rs. 20,00,00,000/- (Rupees Twenty Crores only) and at arm's length basis.

As per the Listing Agreement, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including, among others, the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

The Directors recommend the Resolutions at Item No. 5 of the accompanying Notice for the approval of the Members of the Company.

Memorandum of Interest: None of the Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

**By the Order of the Board**

**For DECIPHER LABS LIMITED**

Sd/-

Sushant Mohanlal

**DIRECTOR**

Place: Hyderabad

Date: 25.08.2021

## NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the special business of the Notice of the 35<sup>th</sup> AGM ("Notice"), is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Accordingly, the 35<sup>th</sup> AGM of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC/OAVM"), which does not require physical presence of members at a common venue. The deemed venue for the 35<sup>th</sup> AGM shall be the Registered Office of the Company. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Board of Directors have not recommended any dividend for the financial year ended March 31, 2021.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. 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.decipherlabs.in](http://www.decipherlabs.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Since the 35<sup>th</sup> AGM will be held through VC/OAVM , the Route Map is not annexed to this Notice.
8. 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.

9. In case of joint holders attending the 35<sup>th</sup> AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members from the date of the Notice upto the date of the 35<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [cs@decipherlabs.in](mailto:cs@decipherlabs.in).
11. The Register of Members and Share Transfer Books will remain closed from Friday, 24<sup>th</sup> September, 2021 to Wednesday, 29<sup>th</sup> September, 2021 (inclusive of both days) for the purpose of payment of dividend, if declared at the AGM and for the purpose of the AGM.
12. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be:-
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable the Company to remit dividend to the said Bank Account directly.
13. Members are requested to notify the RTA – Venture Capital and Corporate Investments Private Limited, 12-10-167, Bharatnagar, Hyderabad - 500 018, Telangana, of any change in their address(es) to enable the Company to address future communications to their correct addresses including dividend matters.
14. Pursuant to SEBI circular No: SEBI /HO /MIRSD /DOP1 /CIR /P/2018/73 dated April 20, 2018 and notification No. SEBI/ LAD-NRO/GN/2018/24 dated June 08, 2018, as well as the Company's letters dated July 02 , July 03, August 22, and November 24, 2018 and July 3, 2021 respectively, members are requested to update their KYC Details and take necessary steps to dematerialize shares that are held in physical form, as transfer of shares held in physical form is no longer permitted. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market and Shareholders are requested to update their records with the respective depositories and/or the Share transfer agency accordingly.
15. Pursuant to Clause 2 (h) of the Companies (Significant Beneficial Owners) Amendment Rules, 2019, individuals who hold a right or entitlement directly in the Company are requested to intimate the Company through a declaration in Form BEN-1.
16. The Notice of the 35<sup>th</sup> AGM, Annual Report and instructions for e-voting are being sent only through electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s)/ RTA. For members who have not registered their email addresses, please refer Clauses 2 & 3 under "Instructions to shareholders for participating in the AGM through VC/OAVM and for e-voting" to this Notice for detailed instructions for registration. To support the "Green Initiative", shareholders who have not registered their email addresses are requested to register the same with their DP's in case the shares are held in electronic form and with the RTA in case the shares are held by them in physical form.
17. Members may also note that the Notice of the 35<sup>th</sup> AGM and the Annual Report 2020-21 will be available on the Company's website under [www.decipherlabs.in](http://www.decipherlabs.in).

18. Additional information, pursuant to Regulation 36 (3) of the SEBI (LODR) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the 35<sup>th</sup> AGM, forms part of this Notice.
19. Members who wish to get any further information as regards the items to be transacted at the meeting or the financial statements are requested to write to Mr. Kumar Raghavan, Company Secretary & Compliance Officer at [cs@decipherlabs.in](mailto:cs@decipherlabs.in) at least 2 days before the date of the 35<sup>th</sup> AGM so as to enable the management to keep the information ready. Documents referred to in the accompanying explanatory statement will be available electronically for inspection by the Members from the date of the Notice upto the date of the 35<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [cs@decipherlabs.in](mailto:cs@decipherlabs.in).
20. The Company has appointed Mr. S.S.Marathi, Practicing Company Secretary, (Membership No. FCS 1989 /CP 1937), to act as the Scrutiniser for scrutinising the e-voting process in a fair and transparent manner.
21. Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:  
Members who have not registered their email addresses and in consequence the Annual Report including Notice of AGM and e-voting instructions could not be serviced, may get their email address and mobile number registered with the Company's Registrar and Share Transfer Agent, Venture Capital and Corporate Investments Pvt Ltd. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to [info@vccipl.com](mailto:info@vccipl.com).  
Alternatively, members may send an e-mail request at the email id [info@vccipl.com](mailto:info@vccipl.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for obtaining the Annual Report, Notice of AGM and the e-voting instructions.
22. The "cut-off date" for determining the eligibility for voting either through remote electronic voting system is fixed as 23<sup>rd</sup> September, 2021. The e-voting period commences on 26<sup>th</sup> September, 2021 at 9.00 a.m. IST and ends on 28<sup>th</sup> September, 2021 at 5.00 p.m. IST. During this period, a person whose name is recorded in the Register of Members or in the Register of Beneficiary Owners maintained by the depositories, as on the cut-off date, shall be entitled to avail the facility of remote e-voting. The remote-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. Only those Members whose names are recorded in the Register of Members of the Company as on the cut-off date shall be entitled to vote. If a person was a Member on the date of the Book Closure date as aforesaid but has ceased to be a Member on the cut-off date, he/she shall not be entitled to vote. Such person should treat this notice for information purpose only.
23. 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. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 26<sup>th</sup> September, 2021 at 09:00 A.M. and ends on 28<sup>th</sup> September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2021.

**How do I vote electronically using NSDL e-Voting system?**

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





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</li></ol>

	<p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 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. Password details for shareholders other than Individual shareholders 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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 spcspl@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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](http://www.evoting.nsdl.com) to reset the password.

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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **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@decipherlabs.in](mailto:cs@decipherlabs.in)
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 [cs@decipherlabs.in](mailto:cs@decipherlabs.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **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 in 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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for 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. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. 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.
4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [cs@decipherlabs.in](mailto:cs@decipherlabs.in).
5. Shareholders who would like to express their views/have questions may send their questions in advance by September 23, 2021 mentioning their name demat account number/folio number, email id, mobile number at [cs@decipherlabs.in](mailto:cs@decipherlabs.in). The same will be replied by the company suitably. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. The Scrutiniser shall, after the conclusion of voting at the AGM, shall submit a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or any officer of the Company so authorised by the Board. Result of the voting shall be declared forthwith, but within 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer’s report, will be posted on the website of the Company [www.decipherlabs.in](http://www.decipherlabs.in) and will be communicated to the Stock Exchanges, where the Company’s shares are listed. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM.
7. Members are requested to quote their Registered Folio No. on all correspondence(s) with the Company.

**By the Order of the Board**

**For DECIPHER LABS LIMITED**

Sd/-

Sushant Mohanlal

**DIRECTOR**

Place: Hyderabad

Date: 25.08.2021