

DIKSAT TRANSWORLD LIMITED
REGISTERED OFFICE:24 SOUTH MADA STREET
MYLAPORE
CHENNAI – 600 004
PHONE 24640347
WEBSITE: www.diksattransworldlimited.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with the General Circular No. 14/2020 dated 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), that the Resolution appended below for seeking approval for Reappointment of Key Managerial Persons with Remuneration, is proposed to be passed as a Special Resolution by the Members of Diksats Transworld Limited (“**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 17th March 2022 has appointed Mr. A. Satheesh Kumar (Membership No: FCS 9094) of A.Satheesh Kumar & Associates Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 10.00 a.m. (IST) on Monday, March 28, 2022 and ends at 5.00 p.m. (IST) on Tuesday, April 26, 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 4.00 p.m. (IST) on Thursday, April 28, 2022.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited , where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website diksattransworldlimited.com and on the website of National Securities Depository Limited (“NSDL”) www.evoting.nsdl.com.

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RESOLUTION:

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

“RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof, or any other law and subject to such consent(s), approval(s) and permissions as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board and be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Dr. T Dhevanathan Yadav as Managing Director of Company for a period of 3 years with effect from 1ST April , 2022 to 31ST March , 2025.

RESOLVED FURTHER THAT Dr. T Dhevanathan Yadav as Managing Director of the Company be paid such remuneration comprising of salary, commission on profits, and perquisites/benefits as may be determined by the Board or duly constituted thereof from time to time within the maximum limits approved by the members of the Company on the terms and conditions as set out below:”

REMUNERATION:

- Basic Salary: Not exceeding Rs. 50,00,000/- (Rupees Fifty lakhs only) per annum as may be decided by the Board of Directors from time to time.
- Perquisites: shall be entitled for the following perquisites in addition to the salary mentioned herein above.

Perquisites and Allowances:

- i. Housing: The Company shall provide unfurnished accommodation to Dr. T Dhevanathan Yadav. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company, whichever is more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
- ii. Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of Rs.15000/- (Rupees Fifteen Thousand) per annum.
- iii. Free Telephone Facility at residence and use of Mobile phone for the business of the company.

1. Other Benefits

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Dr. T Dhevanathan Yadav shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

- i. Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

RESOLVED FURTHER THAT the total remuneration payable to Dr. T Dhevanathan Yadav, Managing Director, including all the above shall not exceed the limit of Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum as provided under the provisions of the Companies Act, 2013 unless otherwise approved by the Central Government.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the period of his appointment as Managing Director, the Company shall pay to Dr. T Dhevanathan Yadav the above remuneration as the Minimum remuneration subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the terms and conditions of Dr. T Dhevanathan Yadav's appointment as the Managing Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendment made hereinafter in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to revision of remuneration resolved hereinbefore, any one of the Directors of the Company or the Company Secretary be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for such purpose."

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

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof, or any other law and subject to such consent(s), approval(s) and permissions as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors(hereinafter referred to as the

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Board and be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Gunaseelan Rangabhshian as a Whole Time Director of Company for a period of 3 years with effect from 1ST April , 2022 to 31ST March , 2025.

RESOLVED FURTHER THAT Mr. Gunaseelan Rangabhshian as Whole Time Director of the Company be paid such remuneration comprising of salary, commission on profits, and perquisites/benefits as may be determined by the Board or duly constituted thereof from time to time within the maximum limits approved by the members of the Company on the terms and conditions as set out below:"

REMUNERATION:

- Basic Salary: Not exceeding Rs. 12,00,000/- (Rupees Twelve Lacs only) per annum as may be decided by the Board of Directors from time to time.
- Perquisites: shall be entitled for the following perquisites in addition of the salary mentioned herein above.

Perquisites and Allowances:

- i. Housing: The Company shall provide unfurnished accommodation to Mr. Gunaseelan Rangabhshian. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company, whichever is more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
- ii. Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of Rs.15,000/- (Rupees Fifteen Thousand) per annum.
- iii. Free Telephone Facility at residence and use of Mobile phone for the business of the company.

2. Other Benefits

Mr. Gunaseelan Rangabhshian shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

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For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

RESOLVED FURTHER THAT the total remuneration payable to Mr. Gunaseelan Rangabhshian, Whole Time Director, including all the above shall not exceed the limit of Rs. 12,00,000/-(Rupees twelve Lacs only) per annum as provided under the provisions of the Companies Act, 2013 unless otherwise approved by the Central Government.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the period of his appointment as Whole Time Director, the Company shall pay to Mr. Gunaseelan Rangabhshian the above remuneration as the Minimum remuneration subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the terms and conditions of Mr. Gunaseelan Rangabhshian's appointment as the Whole Time Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendment made hereinafter in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to revision of remuneration resolved hereinbefore, any one of the Directors of the Company or the Company Secretary be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for such purpose."

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

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof, or any other law and subject to such consent(s), approval(s) and permissions as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board and be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mrs. Meenakshi yadav as Whole time Director for a period of 3 years with effect from 1ST April , 2022 to 31ST March, 2025.

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RESOLVED FURTHER THAT Mrs. Meenakshi Yadav as Whole time Director of the Company be paid such remuneration comprising of salary, commission on profits, and perquisites/benefits as may be determined by the Board or duly constituted thereof from time to time within the maximum limits approved by the members of the Company on the terms and conditions as set out below:"

REMUNERATION:

- Basic Salary: Not exceeding Rs. 21,00,000/- (Rupees Twenty One Lacs only) per annum as may be decided by the Board of Directors from time to time.
- Perquisites: shall be entitled for the following perquisites in addition to the salary mentioned herein above.

Perquisites and Allowances:

- i. Housing: The Company shall provide unfurnished accommodation to Mrs. Meenakshi Yadav. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company, whichever is more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
- ii. Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of Rs.15000/- (Rupees Fifteen Thousand) per annum.
- iii. Free Telephone Facility at residence and use of Mobile phone for the business of the company.

3. Other Benefits

Mrs. Meenakshi Yadav shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

- ii. Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

RESOLVED FURTHER THAT the total remuneration payable to Mrs. Meenakshi Yadav, Whole time Director, including all the above shall not exceed the limit of Rs. 21,00,000/- (Rupees Twenty One lakhs only) per annum as provided under the provisions of the Companies Act, 2013 unless otherwise approved by the Central Government.

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RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the period of his appointment as Managing Director, the Company shall pay to Mrs. Meenakshi Yadav the above remuneration as the Minimum remuneration subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the terms and conditions of Mrs. Meenakshi Yadav appointment as the Whole time Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendment made hereinafter in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to revision of remuneration resolved hereinbefore, any one of the Directors of the Company or the Company Secretary be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for such purpose.”

For Diksat Transworld Limited
By Order of the Board

B.Muthukumar
Company Secretary

Place: Chennai
Date: 17th March 2022

Regd office Address:
1st Floor 24 South Mada Street
Mylapore, Chennai – 600 004

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 SUCH A PROXY NEED NOT BE MEMBER OF THE COMPANY.**
- 2) AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESSES TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO.**

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1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto. It also contains all the disclosures as specified in the SEBI (Buy-Back of Securities) Regulations, 2018.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, you may register on or before 5:00 p.m. (IST) on wednesday, April 20, 2022 to receive this Postal Ballot Notice by completing the process for registration of e-mail address as under:

Click on the URL:

- a. Select the Name of the Company from dropdown: Tata Consultancy Services Limited.
- b. Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number (“PAN”). In the event PAN details are not registered for physical folio, Member to enter one of the Share Certificate number.
- c. Enter Mobile number & e-mail ID.
- d. System generated One Time Password (“OTP”) to be sent on mobile number and e-mail ID.
- e. Enter OTP received on mobile number and e-mail ID.
- f. Click on Submit button.
- g. System will then confirm the recording of the e-mail address for receiving Postal Ballot Notice dated 17th March 2022.

Members may note that this Postal Ballot Notice will also be available on the Company’s website, <https://on.tcs.com/Notice-Postal-Ballot-2022>, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com, and on the website of NSDL, www.evoting.nsdl.com.

4. The instructions for remote e-voting are as under:
 - i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.

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- ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, March 25, 2022 (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 10.00 a.m. (IST) on Monday, March 28, 2022 and ends at 5.00 p.m. (IST) on Tuesday, April 26, 2022. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- iii. The Board of Directors of the Company has appointed Mr. A.Satheesh Kumar (Membership No. FCS 9094) of A. Satheesh Kumar & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
- iv. The details of the process and manner for remote e-voting are explained herein below:

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 for Individual shareholders holding securities in demat mode





Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs 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	A. NSDL IDeAS facility If you are already registered, follow the below steps: 1) Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/

demat mode with NSDL.	<p>either on a Personal Computer or on a mobile.</p> <ol style="list-style-type: none">2) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.3) A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.4) Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page.5) Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none">a. Option to register is available at https://eservices.nsdl.com.b. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspc. Please follow steps given in points 1-5. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none">1) Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone.2) Once the home page of e-voting system is launched, click on the icon “Login” which is available under „Shareholder/Member” section3) A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.4) After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. <p>C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
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	<p style="text-align: center;">   </p> <p style="text-align: center;">   </p>
<p>Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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 e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their DPs</p>	<ol style="list-style-type: none"> 1) You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 2) Once logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3) Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

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Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective 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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43

b) Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-voting website of NSDL. Open web browser by clicking the 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, Password/OTP and a verification code as shown on the screen.
4. 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 login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. 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.	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***

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6. 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 e-mail ID is registered in your demat account or with the Company, your „initial password“ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered**
7. 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.
 - 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, PAN, name and registered address.
 - d. Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
8. 8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. 10. After you click on the “Login” button, home page of e-voting will open.

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

How to cast your vote electronically 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.
2. Select “EVEN” of Company, for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.

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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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
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/Corporate 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 the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to tcs.scrutinizer@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 <https://www.evoting.nsdl.com> to reset the password.
3. 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 <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, „A” Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in, toll free no: 1800 1020 990/1800 224

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

Item no. 1

Dr. T Dhevanathan is the Promoter Director of the Company from 9th September 1999. He has more than 20 years experience in this particular field of industry. At this crucial juncture, continued services of Dr. T Dhevanathan is essential for successful and smooth functioning of the Company operations for future growth. The Board of Directors at their meeting held on 21ST March 2016. considered and entrusted Dr. T Dhevanathan with increased level of business activity plans to the Managing Director of the Company. The term of his appointment is for three years from 01/04/2022 to 31/3/2025. The resolution seeks the approval of the members in terms of Sections 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 for revision in the remuneration of Dr. T Dhevanathan Yadav as Managing Director of the Company with effect from 1/4/2022. In terms of the provisions of the Companies Act, 2013, consent of the members is required for revision in the remuneration of Dr. T Dhevanathan as Managing Director of the Company.

A copy of the Board resolution and the appointment letter issued to Dr. T Dhevanathan yadav, Managing Director will be available for inspection between 11.00 a.m to 1.00 pm on all working days (Monday to Friday) at the registered office address of the Company. The remuneration committee approved the appointment of Dr. T.Dhevanathan yadav in their committee meeting held on 17th March 2022.

No director, key managerial personnel or their relatives except Dr. T. Dhevanathan to whom the resolution relates is concerned or interested in the proposed resolution.

Item no. 2.

Mr. Gunaseelan Rangabashian is the Director of the Company from 21st February 2014. He has more than 20 years experience in the public relations / cable manufacturing industry. He is largely responsible for efficient operations of the Company and its excellent financial performance. His continued services are essential for smooth functioning of the organization. The term of his appointment is for three years from 01/04/2022 to 31/3/2025. he resolution seeks the approval of the members in terms of Sections 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 for revision in the remuneration of Mr. Gunaseelan Rangabashian as Whole Time Director of the Company with effect from 1/4/2022. In terms of the provisions of the Companies Act, 2013, consent of the members is required for appointment of Mr. Gunaseelan Rangabashian as Whole Time Director of the Company.

A copy of the Board resolution and the appointment letter issued to Gunaseelan Rangabashian, Whole Time Director will be available for inspection between 11.00 a.m to 1.00 pm on all working days (Monday to Friday) at the registered office address of the Company. The remuneration committee approved the appointment of Mr.Gunaseelan Rangabashian in their committee meeting held on 17th March 2022.

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No director, key managerial personnel or their relatives except Mr. Gunaseelan Rangabashian , to whom the resolution relates, is concerned or interested in the proposed resolution.

Item no. 3.

Mrs. Meenakshi Yadav belongs to promoter family of the Company. She is having more than 20 years experience in administration of companies. She will also be women director to comply he provisions of the companies Act 2013. The term of her appointment is for three years from 01/04/2022 to 31/3/2025. The resolution seeks the approval of the members in terms of Sections 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 for the remuneration of Mrs. Meenakshi Yadav as whole time Director of the Company with effect from 1/04/2022. In terms of the provisions of the Companies Act, 2013, consent of the members is required for the remuneration of Mrs. Meenakshi Yadav as whole time director of the Company.

A copy of the Board resolution and the appointment letter issued to Mrs. Meenakshi yadav, Whole time director will be available for inspection between 11.00 a.m to 1.00 pm on all working days (Monday to Friday) at the registered office address of the Company. The remuneration committee approved the appointment of Mrs. Meenakshi Yadav in their committee meeting held on 17th March 2022.

No director, key managerial personnel or their relatives except Dr. T. Dhevanathan to whom the resolution is for appointment his wife is concerned or interested in the proposed resolution.

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FOR BOARD OF DIRECTORS OF M/S DIKSAT TRANSWORLD LIMITED

Dr. T.Dhevanathan Yadav

Director

DIN No. 01431689

DATE: 17th March 2022

PLACE: Chennai

Regd office Address:

**STATEMENT OF INFORMATION AS REQUIRED UNDER SCHEDULE V, PART II,
SECTION II (B) (iv)**

I. General Information:

- 1. Nature of Industry:** The Company is actively engaged in the Business of Media and Entertainment. The Company has 4 Broadcasting Licences and ONE being being broadcast under the Brand name of WIN TV. Apart from this, the Company is also publishing a Daily Tamil News Paper titled „Tamil News”
- 2. Date or expected date of commencement of commercial production: NA**
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA**
- 4. Financial performance based on given indicators:** The financial data as per last audited Balance Sheet as on March 31, 2021 is as under:

Particulars	For Year ended 31.03.2021	For Year ended 31.03.2020
Income from Operations	233,344,910	50,967,857
Other Income	5,574,095	634,296
Total Revenue	238,919,005	51,602,153
Operating and Administrative Expenses	219,742,287	78,314,048
Operating Profit before Interest, Depreciation and Tax	19,176,718	26,711,895
Finance Cost	783,501	814,390
Depreciation and amortisation	1 5,666,922	13,151,868
Profit / (loss) Before Tax	2,726,295	92,280,306
Provision for Tax (including deferred Tax)	578,887	33,35,191
Profit / (loss) After Tax	2,147,408	(39,195,526)
Earnings per equity share (EPS)	0.12	(2.23)

- 5. Export Performance and Net Foreign Exchange collaborations:** The Foreign Exchange earning of the Company for the period ended March 31, 2021 was NIL.

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6. Foreign investments or collaborations, if any: The Company has not made any allotment to foreign investors.

II: Information about the Appointee:

1.Background details:

i)Dr. Thiruvengadam Dhevanathan Yadav (Chairman & Managing Director)

Mr. Thiruvengadam Dhevanathan Yadav aged 60 years, is the Chairman and Managing Director of our Company. Mr. Thiruvengadam Dhevanathan Yadav had completed his schooling in Chennai, and pursued his Graduation and Post-Graduation from The Presidency College, Chennai. Mr. Thiruvengadam Dhevanathan Yadav is known as a born – natural social activist. He has been actively participating in all the events that had social relevance. Further, in view of opportunities in Broadcasting Industry and its future projections in Indian Television and Entertainment Market, enhanced Mr. Dhevanathan Yadav to found Diksats Transworld Limited whereas he started the country's first regional language news and current affairs channel, WIN TV (Tamil), and several regional languages news channels.

ii)Mr. Gunaseelan Rangabhasiyam is aged 55 years and holding a bachelor degree in Arts. He has more than 20 years career in the broadcasting industry and has wide spectrum of knowledge in the field of business of the company. He is involved in social service activities throughout his career and his knowledge and association will help the company to carry out programmes in that line of activity for upliftment of the poor.

iii) Mrs. Meenakshi yadav aged 51 years is having experience in administration of the company. Her contribution will be of value to the company.

1. Past Remuneration:	Dr. T.Dhevanathan	- Rs. 42,00,000 /-
	Mr. Gunaseelan	
	Rangabhasian	- Rs. 12,00,000/-
	Meenakshi Yadav	- Rs.18,00,000/-

2. Recognition or awards: NA

3. Job profile and his suitability: Dr. T.Dhevanathan , and Mr. Gunaseelan Rangabhasian will be responsible for the operations. The directors will take decisions for the conduct of the programmes. They will evolve the overall business strategy and direction for the organization. They are also responsible for new initiatives, strategic alliances etc. They shall exert their full time energy to their duties as Managing Director and whole time directors and shall report to the Board and shall be responsible for developing and recommending to the Board, the business plan and staffing plans.

4. Remuneration proposed:	Dr, T.Dhevanathan	- Maximum Rs.50,00,000/- p.a
	Mr. Gunaseelan Rangabhasiyam	- Maximum Rs. 12,00,000/- P.a
	Meenakshi Yadav	- Rs.21,00,000/-

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5. **Comparative remunerative profile in Industry** Remuneration proposed for Dr. T.Dhevanathan , and Mr. Gunaseelan Rangabhasiyam are based on their experience, job profile and responsibilities. No comparable remuneration in industry data is available with us for similar size and nature of business.
6. **Material Pecuniary relationship with the company:** Dr. T.Dhevanathan , and Mr. Gunaseelan Rangabhasiyam Share holding the office of the Managing Director or wholtime director of the Company, they have no pecuniary relationship with the Company.

III. Other information:

1. **Reasons of loss or inadequate profits:** The Company is exploring various alternatives to augment additional working capital requirement to scale up the operations. Company has chalked out ambitious plans to scale up operations and profitability.
2. **Steps taken or proposed to be taken for improvement:** The Company has initiated steps to scale up the operations in coming years.
3. **Expected increase in productivity and profits in measurable terms:** The Company has all infrastructures ready to scale the operations. Our profitability is directly linked to sales and hence increase in business is very important

IV. Disclosures:

The following disclosures shall be mentioned in the Board of Director's Report under the heading "Corporate Governance", if any, attached to the financial statement:-

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions, etc., of all the directors;
- (ii) Details of fixed component and performance linked incentives along with performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (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.