

August 29, 2018

To
Bombay Stock Exchange Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
Company Scrip Code: - 500189

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051.
Company Script Code: HINDUJAVEN

SUB: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Notice of the Thirty Third Annual General Meeting of the Company.

Dear Sir/ Madam

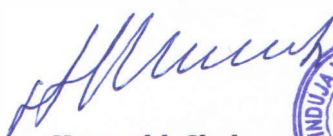
We are forwarding herewith the Notice of the Thirty Third Annual General Meeting of the Members of the Company to be held on **Monday, September 24, 2018 at 11:00 a.m.** at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 along with proxy form pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing to its members the facility to cast their votes by electronic means on all resolutions set forth in the Notice. The instructions of e-voting are mentioned in the said notice.

The cut-off date for the purpose of remote e-voting has been fixed, **Monday, September 17, 2018**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut- off date Monday, September 17, 2018, shall be entitled to avail the facility for remote e-voting.

Kindly take the same on your record.

Thanking You,
Yours Faithfully
For Hinduja Ventures Limited


Hasmukh Shah
Company Secretary



Encl: as above

Cin. No.: L51900MH1985PLC036896

Hinduja Ventures Limited : In Centre, 49/50, M.I.D.C., 12th Road, Andheri (E), Mumbai - 400 093.
Phone: 6691 0945 / 2824 8379 Fax: 6691 0988 Web: www.hindujaventures.com



HINDUJA GROUP

HINDUJA VENTURES LIMITED

(CIN: L51900MH1985PLC036896)

Regd. Office: In Centre, 49/50, MIDC, 12th Road, Andheri (East), Mumbai-400 093.

Phone No. 022-66910945 email id : investorgrievances@hindujaventures.com;

website: www.hindujaventures.com

NOTICE

Notice is hereby given that the Thirty-Third Annual General Meeting of the Members of Hinduja Ventures Limited will be held on **Monday, September 24, 2018 at 11.00 a.m.** at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend of ₹17.50 per equity share (Face value of ₹10/- each) for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Ashok Mansukhani (DIN: 00143001), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Ashok Mansukhani (DIN: 00143001) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.

RESOLVED FURTHER THAT he shall continue to hold his office of Managing Director and such re-appointment of director to the extent that he is required to retire by rotation, shall not constitute any break in his tenure of Managing Director."

SPECIAL BUSINESS:

4. **Ratification of Cost Auditor's Remuneration.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Members hereby ratify a remuneration of ₹50,000/- (Rupees Fifty Thousand Only) plus goods and service tax and reimbursement of actual out of pocket expenses, if any, to M/s. ABK

& Associates, Cost Accountants (Firm Registration No: 000036), who were appointed as Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution."

5. **Appointment and payment of remuneration to Mr. Ashok Mansukhani as Managing Director and Key Managerial Personnel of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 2(54), 196, 197, 198, 200 and 203 read with Part II of Schedule V of Companies Act, 2013 (the "Act"), as amended from time to time and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the appointment and payment of remuneration to Mr. Ashok Mansukhani (DIN: 00143001), as Managing Director and Key Managerial Personnel of the Company for a period of two (2) years with effect from April 30, 2018 to April 29, 2020 upon the terms and conditions including payment of remuneration by way of salary, perquisites and allowances as set out in the statement annexed to the notice convening this meeting with liberty to Nomination and Remuneration Committee to decide on the quantum of remuneration payable under each head, viz., salary, allowances and perquisites.

RESOLVED FURTHER THAT within the limits of remuneration to be paid to Mr. Ashok Mansukhani as approved pursuant to the foregoing, the Nomination and Remuneration Committee be and is hereby authorized to vary at any time the components of remuneration of Mr. Ashok Mansukhani, periodicity of payments and the terms thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during the period of his appointment, Mr. Ashok Mansukhani shall, subject to the provisions of Schedule V and other applicable provisions, if any, of the Act, be entitled to the remuneration as approved pursuant to this resolution, as minimum remuneration.

RESOLVED FURTHER THAT Nomination and Remuneration Committee /Board be and are hereby authorized to consider increase in Mr. Ashok Mansukhani's remuneration from time to time subject to the provisions of Schedule V to the Act read with Section 197, 203 and other applicable provisions, if any, of the Act.

RESOLVED LASTLY THAT the Board or a duly constituted committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution."

By order of the Board of Directors

Hasmukh Shah
Company Secretary

Place : Mumbai
Date : August 03, 2018

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of the special business set out at Item Nos. 4 and 5 of this Notice is annexed as Annexure I. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 (SS-2), of person seeking appointment/re-appointment/ fixation of remuneration of Director under Item No. 3 and 5 of this Notice are annexed as Annexure II.
2. M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) were appointed as statutory auditors of the Company to hold the office for a period of five (5) consecutive years commencing from the conclusion of the Thirtieth Annual General Meeting held on Wednesday, September 23, 2015 subject to ratification by the members at every Annual General Meeting. Further, pursuant to the notification of certain sections of the Companies (Amendment) Act, 2017, with effect from May 7, 2018, the requirement of annual ratification of the Statutory Auditors by the members is no longer required. Taking into consideration this recent amendment, the annual ratification will not be sought from this year onwards.
3. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of companies, societies, partnership firm, etc. must be supported by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
4. In case of joint holders attending the 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.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 18, 2018 to Monday, September 24, 2018, both days inclusive.
6. Dividend on equity shares for the financial year ended March 31, 2018, as recommended by the Board of Directors, if approved at the AGM, will be paid on or before October 23, 2018, as under:
 - In respect of equity shares held in physical form, to all those Members whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Monday, September 17, 2018.

- In respect of equity shares held in electronic form, to all beneficial owners of the shares, as per details furnished by the Depositories for this purpose, as of the close of business hours on Monday, September 17, 2018.
7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant with whom they maintain their account will be used by the Company for the payment of the dividend.
 8. Members are requested to intimate, indicating their folio number or Depository Participant (DP) ID and Client ID Numbers, the changes, if any, pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP in case the shares are in dematerialized form; and in case, shares are held in physical form to the Company's Registrar and Share Transfer Agent (RTA), Karvy Computershare Private Limited ("Karvy"), Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad – 500 032, Telangana, Tel: 040 – 67162222, E-mail: einward.ris@karvy.com. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA, Karvy to provide efficient and better services for payment of dividend.
 9. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, as per Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid/ claimed for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF. In view of this, Members who have so far not encashed their dividend warrants for the financial year 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17 are requested to make their claims forthwith to the Company's RTA.
 10. Unpaid/ unclaimed dividend for the financial year 2006-07, 2007-08 (interim dividend), 2008-09 and 2009-10 has been transferred by the Company to IEPF on November 27, 2014, June 10, 2015, September 20, 2016 and September 14, 2017 respectively. Further, the Company has also transferred 3,831 equity shares of 37 members, on which dividend remained unpaid/ unclaimed for past seven consecutive years, to the credit of IEPF on December 07, 2017. The Company has uploaded the details of the same on the website of the Company and filed the same with the Ministry of Corporate Affairs.
- The unclaimed / unpaid dividend declared for the financial year 2010-11 and corresponding shares on which dividend has remained unpaid/ unclaimed for the past seven consecutive years shall be transferred by the Company to IEPF in September 2018. The Company has also uploaded the details of unpaid and unclaimed amounts lying with Company as on September 27, 2017 (i.e. date of last AGM of the Company) on the website of the Company i.e. www.hindujaventures.com and also filed the same with Ministry of Corporate Affairs.
11. In the event of transfer of unclaimed dividend and shares to IEPF, members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed form IEPF-5 available on the website www.iepf.gov.in.
 12. The voting rights on the shares lying with the IEPF shall remain frozen until the rightful owner of such shares claims the shares.
 13. Pursuant to the Amendment to the SEBI Listing Regulations, with effect from December 05, 2018, the requests for effecting transfer of securities shall not be processed unless the same are held in dematerialized form. In view of the above and for availing the benefits of dematerialization, members holding shares in physical form are requested to dematerialize their shares. Members can contact Karvy for assistance in this regard.
 14. SEBI vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all security holders. Members holding shares in physical form are, therefore, requested to submit the PAN and Bank Account details to Karvy/ Company by sending a duly signed letter alongwith self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative,

members are requested to submit a copy of bank passbook/ statement attested by bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant.

15. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Karvy, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
16. Members holding shares in single name are advised to avail the nomination facility by filing Form SH – 13, as prescribed under Section 72 of the Act and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request. Members holding shares in electronic mode may contact their respective depository participant for availing this facility.
17. Any query relating to financial statements must be sent to the Company's registered office at least seven days before the date of the AGM.
18. The physical copy of this Notice along with the Annual Report 2017-2018 is being sent by permitted mode to all the Members. This Notice along with the Annual Report 2017-2018 is also being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
19. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days of the Company between 11:00 a.m. to 4:00 p.m. upto last working day prior to the date of the AGM i.e. Friday, September 21, 2018 and at the venue of the AGM for the duration of the AGM.
20. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Karvy / Depositories.
21. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing

Regulations, the Company is pleased to offer the facility of remote e-voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Karvy.

22. Ms. Rupal Jhaveri, Practicing Company Secretary (CP No. 4225), has been appointed by the Company as the Scrutinizer to scrutinize the remote e-voting process and voting through Ballot at the AGM in a fair and transparent manner.
23. The facility for voting through ballot paper shall also be made available at the AGM and Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
24. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again. A member can opt for only one mode of voting i.e. either through e-voting or through ballot paper at the AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting at the AGM shall be treated as invalid.
25. The route-map to the venue of the AGM is attached.
26. **Voting through electronic means:**

Process for members opting for remote e-voting:

- A. In case a Member receives an email from Karvy (for Members whose email IDs are registered with the Company/Depository Participants):**
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number (EVENT) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily

- change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
 - vi. On successful login the system will prompt you to select the "EVENT" for Hinduja Ventures Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID: rupal@vcshah.com with a copy marked to evoting@karvy.com The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
 - xiii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Premkumar Nair, (Unit: Hinduja Ventures Limited) at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or einward.ris@karvy.com or phone no. 040 – 67161500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- B. In case a Member receives physical copy of Notice (whose email IDs is not registered with the Company/Depository Participants)**
- i. EVENT, User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- C. Other Instructions:**
- i. The remote e-voting period commences on Friday, September 21, 2018 (9.00 a.m. IST) and ends on Sunday, September 23, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, September 17, 2018 i.e. cut-off date, may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by Karvy

- for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on cut-off date i.e. Monday, September 17, 2018
 - iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - iv. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Monday, September 17, 2018, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> e-voting Event Number + Folio No. or DP ID Client ID to 9212993399
 Example for NSDL:
 MYEPWD <SPACE> IN12345612345678
 Example for CDSL:
 MYEPWD <SPACE> 1402345612345678
 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call Karvy's toll free number 1800-3454-001.
 - d) Member may send an e-mail request to einward.ris@karvy.com.
 - v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
 - vi. The results declared along with the *Scrutinizer's Report* shall be placed on the Company's website www.hindujaventures.com and on the website of Karvy at <https://evoting.karvy.com> immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the equity shares of the Company are listed.

Annexure I to the Notice

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out material facts relating to the special business mentioned under Item Nos. 4 and 5 of the accompanying Notice:

Item No. 4:

The Board of Directors of the Company at its meeting held on May 07, 2018, on recommendation of the Audit Committee, has appointed M/s. ABK & Associates, Cost Accountants (Firm Registration No. 000036), to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2019. M/s. ABK & Associates, Cost Accountants have submitted a letter regarding their eligibility for appointment as cost auditors.

The Board of Directors has, subject to the ratification by the Members at this Annual General Meeting, determined the remuneration of the cost auditors at ₹ 50,000/- (Rupees Fifty Thousand Only) plus goods and service tax as applicable and reimbursement of actual out of pocket expenses, if any, incurred by them and approved by the Company in connection with the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost auditors shall be ratified by the Members of the Company.

Your Directors recommend the resolution set out at Item No. 4 of this Notice for ratification by the Members by way of an ordinary resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

Item No. 5:

The members of the Company through postal ballot on June 22, 2015 approved the appointment of Mr. Ashok Mansukhani (DIN: 00143001) as Whole-Time Director of the Company for a period of three years w.e.f April 30, 2015 to April 29, 2018.

The members of the Company at the 32nd Annual General Meeting approved a remuneration of ₹1,60,00,000/- p.a (Rupees One Crore Sixty Lakhs Only) w.e.f February 01, 2017 to April 29, 2018. This increase also accounted for his taking additional responsibility as Managing Director of IndusInd Media & Communications Limited ('IMCL'), a subsidiary of the Company.

The term of Mr. Ashok Mansukhani as Whole-Time Director expired on April 29, 2018. The Board of

Directors of the Company at its Meeting held on February 10, 2018, subject to approval of the members of the Company, elevated Mr. Ashok Mansukhani as Managing Director and Key Managerial Personnel of the Company with effect from April 30, 2018 for a period of two years from April 30, 2018 to April 29, 2020.

Subsequent to appointment of Chief Executive Officer of IMCL, Mr. Mansukhani has demitted office as Managing Director of IMCL w.e.f August 01, 2018.

Mr. Mansukhani continues as Managing Director of your Company. The Board of Directors at its Meeting held on August 03, 2018 on recommendation of Nomination and Remuneration Committee revised the remuneration payable to Mr. Mansukhani as Managing Director of the Company.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Ashok Mansukhani as Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Ashok Mansukhani are as under:

A. Remuneration:

1. a. For the period from April 30, 2018 to July 31, 2018:

The Managing Director's fixed annual remuneration, on a Cost to Company basis will be ₹ 1,60,00,000/- (Rupees One Crore Sixty Lakhs Only) including basic salary, allowances, perquisites etc. In addition to above, Mr. Mansukhani shall also be entitled to Company maintained car, fuel and driver.

- b. For the period from August 01, 2018 to April 29, 2020:

The Managing Director's fixed annual remuneration on all inclusive Cost to Company basis will be ₹1,35,00,000/- (Rupees One Crore Thirty Five Lakhs Only) including basic salary, allowances, perquisites etc.

2. Any increments will be decided by the Nomination and Remuneration Committee, based on Company's performance and individual contribution as per its annual calendar.

B. Perquisites

1. The fixed remuneration mentioned in clause 1(a) and clause 1(b) will be inclusive of basic perquisites and allowances and retinals.
2. The ceiling for perquisites and allowances will be the sum remaining in fixed salary after deducting Basic salary and retinals.
3. Club fees, Mediclaim and term insurance, etc., as per Company's Policy applicable to the senior management personnel of the Company or as may be agreed to by the Board of Directors (including a committee thereof) and Mr. Ashok Mansukhani.
4. For taxation purposes, perquisites and allowances shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company in providing such perquisites and allowances. Adequate communication facilities at residences shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
5. Company's contribution to Provident Fund will be calculated @12% of basic salary which is within overall CTC limits as mentioned in clause 1(a) and 1(b).
6. Gratuity will be payable as per rules of the Company and will not form a part of CTC.
7. Leave Encashment: Encashment of leave at the end of the tenure will follow Company policy, subject

to an accumulation limit agreed by the Board / Nomination and Remuneration Committee. These, however, shall not be included in the computation of limits on perquisites as aforesaid.

The proposed remuneration of Mr. Ashok Mansukhani is within the limit as mentioned under Section 197(1) of the Act read with Part II of Section I of Schedule V of the Act.

Your Directors recommend the resolution set out at Item No. 5 of this Notice for appointment of Mr. Ashok Mansukhani as Managing Director of the Company and payment of remuneration by way of an ordinary resolution.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Ashok Mansukhani, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

By order of the Board of Directors

Hasmukh Shah
Company Secretary

Place : Mumbai
Date : August 03, 2018

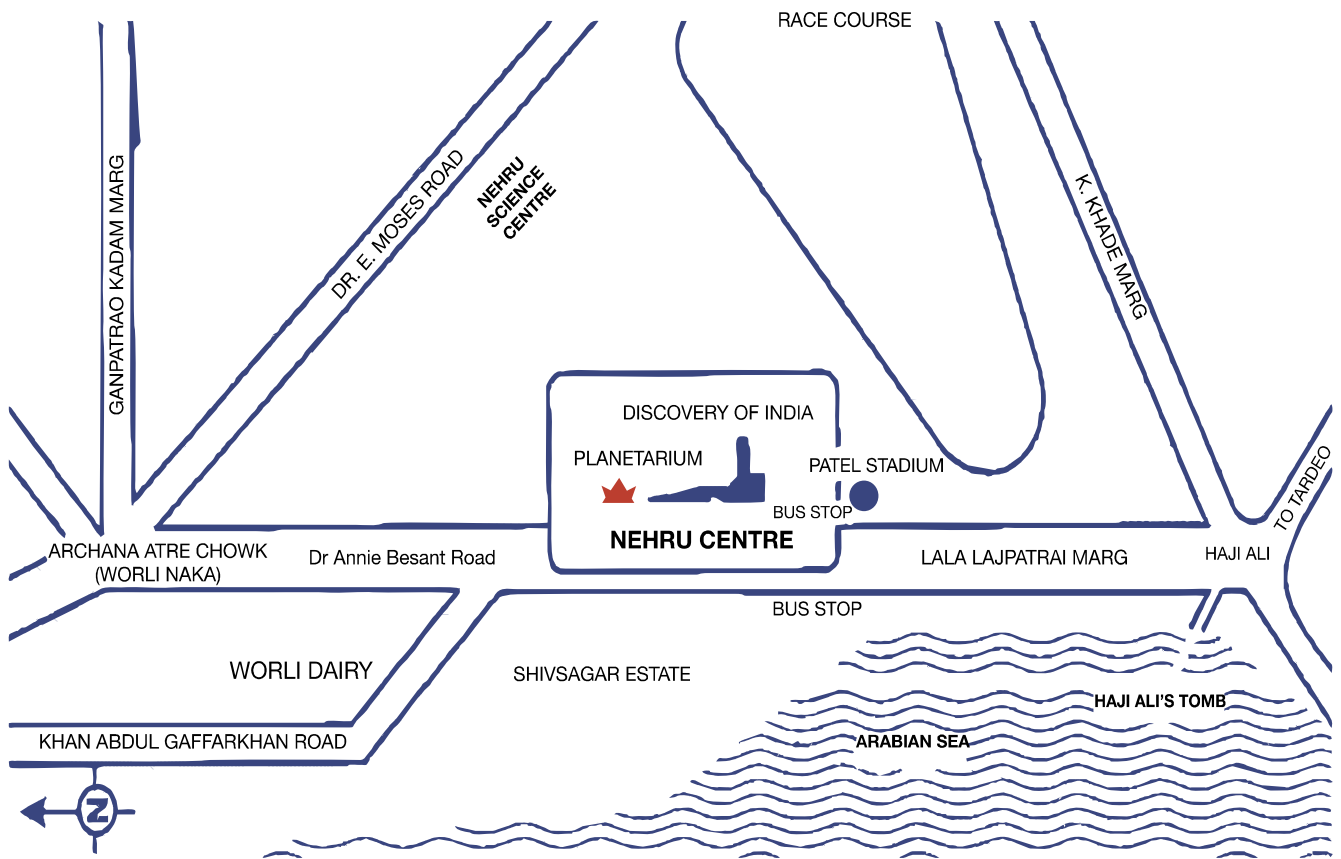
Registered Office:
In Centre, 49/50, M.I.D.C., 12th Road
Andheri (East), Mumbai - 400 093.

Annexure II to the Notice

Details of Directors seeking appointment/ re-appointment/ fixation of remuneration of Director furnished pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.

Name of Director	Mr. Ashok Mansukhani
DIN No	00143001
Date of Birth	28/04/1950
Age	68 Years
Qualification	<ul style="list-style-type: none"> • Post graduate from Delhi University • Masters in English Literature from Kirori Mal College, Delhi University and • LLB from K C Law College, Bombay University
Expertise in specific functional area	Media & Entertainment
Experience	48 years
Terms and Conditions	<p>Retire by rotation:</p> <ul style="list-style-type: none"> • Liable to retire by rotation. <p>Duties:</p> <ul style="list-style-type: none"> • To adhere as provided under Section 166 of the Act. <p>Code of Conduct:</p> <ul style="list-style-type: none"> • Abide by the Code of Conduct devised by the Company <p>Remuneration:</p> <ul style="list-style-type: none"> • ₹1.60 Crores (From April 30, 2018 to July 31, 2018) • ₹1.35 Crores (From August 01, 2018 to April 29, 2020)
Date of first appointment on the Board	April 29, 2012
No. of shares held in Company	500 Equity Shares
Relationships between Directors / KMP's inter-se	Nil
Number of Meetings of the Board attended during the financial year 2017-2018	7 (Seven)
Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship)	<ul style="list-style-type: none"> • IndusInd Media & Communications Limited • In Entertainment (India) Limited • OneOTT Intertainment Limited
Membership/Chairmanship of other Public Companies(include only Audit Committee and Stakeholder Relationship Committee)	<p>Audit Committee</p> <ul style="list-style-type: none"> • IndusInd Media & Communications Limited <p>Stakeholder Relationship Committee</p> <ul style="list-style-type: none"> • Hinduja Ventures Limited

ROUTE MAP FOR AGM HALL - NEHRU CENTRE



Prominent Landmark: Near Atria Mall and Next to Nehru Planetarium.

Venue:

Hall of Harmony
Nehru Centre, Dr. Annie Besant Road,
Worli Mumbai - 400 018
Tel: 91 22 2496 4676/80

Best Buses:

A1, A2, A4, 28, 33, 37, 38, 57, 80,
81, 83, 84, 85, 86, 87, 88, 89, 91, 92,
93, 125, 151, 153, 154, 166, 385, 305,
357 & 521