

HINDUJA VENTURES LIMITED

(CIN: L51900MH1985PLC036896)

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

Phone No. 022-66910945 Fax: 022-66910988 email id : investorgrievances@hindujaventures.com;

website: www.hindujaventures.com

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the members of Hinduja Ventures Limited will be held on **Wednesday, September 23, 2015** 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, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares for the financial year 2014-15 as final dividend.
3. **To appoint Auditors and to fix their remuneration**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and based on the recommendations of the Audit Committee, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of thirtieth Annual General Meeting of the Company up to the conclusion of the thirty-fifth Annual General Meeting (subject to ratification by the members at every subsequent AGM) of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for implementing and giving effect to this resolution."

SPECIAL BUSINESS:

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

"RESOLVED THAT the vacancy caused due to the retirement by rotation of Mr. Ramkrishan P. Hinduja, Director, be not filled at this Annual General Meeting or any adjournment thereof."

5. **Approval 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 Sections 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the members hereby ratify a consolidated remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses, if any, payable to M/s. ABK & Associates, Cost Accountants (Firm Registration No: 000036) being the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do or to authorise any person to do all such acts, deeds, matters and things and give such directions as may be considered necessary, relevant, usual, customary and/ or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

6. **Appointment of Mr. Prashant Asher as an Independent Director**

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

"RESOLVED THAT Mr. Prashant Asher (DIN: 00274409) who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 23, 2014 in terms of Sections 161(1) of the Companies Act, 2013 ("Act") and Article 124 of the Articles of Association of the Company, and who holds office up to the date of

this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Act and the Rules framed thereunder and Clause 49 of the Listing Agreement, Mr. Prashant Asher (DIN: 00274409) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years for a term, from September 23, 2014 to September 22, 2019."

7. Appointment of Ms. Bhumika Batra as an Independent Director

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

"RESOLVED THAT Ms. Bhumika Batra (DIN: 03502004) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 11, 2015 in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 124 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Act, and the Rules framed thereunder and Clause 49 of the Listing Agreement, Ms. Bhumika Batra (DIN: 03502004) who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years for a term, from March 11, 2015 to March 10, 2020."

8. Appointment of Mr. Sudhanshu Tripathi as a Director

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Mr. Sudhanshu Tripathi (DIN: 06431686) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 4, 2015 in terms of Section 161(1) of the Act, and Article 124 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

By order of the Board of Directors

Hasmukh Shah
Company Secretary

Place: Mumbai

Date : August 4, 2015

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the special business Item Nos. 4 to 8 of the Notice is annexed as Annexure I hereto. The relevant details as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges and Secretarial Standard-2 [SS-2], of persons seeking appointment as Directors under Item Nos. 6, 7 and 8 of the Notice are also annexed as Annexure II hereto.
2. **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 meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. 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 person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from Wednesday, September 16, 2015 to Wednesday, September 23, 2015, both days inclusive.
 4. Members holding shares in dematerialized form are requested to intimate all changes 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 Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Sharepro Services (India) Private Limited (SSPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to SSPL.
 5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or SSPL for assistance in this regard.
 6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or SSPL, 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.
 7. In case of joint holders attending the Meeting, 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.
 8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
 9. The Company has transferred the unclaimed/unpaid dividends declared up to financial year 2006-07 and interim dividend of 2007-08 on their respective due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government.
- Pursuant to the provisions of IEPF (uploading of information regarding unclaimed/unpaid amounts lying with companies) Rules 2012, the Company has uploaded the details of the same as on November 27, 2014 and June 10, 2015 respectively with Ministry of Corporate Affairs (MCA) and also uploaded on the website of the Company. Shareholders are requested to note that once unpaid/unclaimed amounts are transferred to the Fund, no claim shall lie against the Fund or the Company. Shareholders who have not yet en-cashed their dividend warrants are requested to do so sufficiently in advance before the said transfers take place.
10. The physical copy of Notice of the AGM along with the Annual Report 2014-15 is being sent by permitted mode to all the members. The Notice of AGM along with the Annual Report 2014-15 is also being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories.
 11. To support the 'Green Initiative' members who have not registered their e-mail addresses are requested to register the same with SSPL / Depositories.
 12. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
 13. 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.
 14. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 15. The members who have cast their votes by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their votes again. A member can opt for only one mode i.e. either through e-voting or voting through ballot paper at the Annual General Meeting. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting at Annual General Meeting shall be treated as invalid

16. The instructions for remote e-voting are as under:

A. In case a member receives an e-mail from NSDL (for members whose email addresses are registered with the Company / Depositories):

- i. Open the e-mail and also open PDF file, namely, "HVL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch the internet browser and type the following URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder – Login
- iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail [16 (A) (i)] as initial password.
- vi. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- viii. Select "EVEN" (E-voting Event Number) of Hinduja Ventures Limited - 102669. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on a resolution, the member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority Letter, etc., together with attested specimen signature of the duly authorised signatory/(ies) who are authorised to

vote, to the Scrutinizer through e-mail to hasmukhs@hindujaventures.com, with a copy marked to evoting@nsdl.co.in.

- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.

B. In case a member receives physical copy of the Notice of the AGM (for members whose e-mail addresses are not registered with the Company / Depositories):

- i. Initial password is provided at the bottom of the attendance slip.
- ii. Please follow all steps from Sl. No. 16 (A) (ii) to Sl. No. 16 (A) (xiii) above, to cast vote.

C. Other Instructions:

- i. The remote e-voting period commences on Saturday, September 19, 2015 (9.00 a.m. IST) and ends on Tuesday, September 22, 2015 (5.00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as on September 16, 2015 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. 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 only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting through ballot.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your

password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.

- iv. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, would count the votes cast at the meeting, 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 meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or

against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

- v. 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 NSDL at www.evoting.nsdl.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 shares of the Company are listed.

Annexure I to the Notice

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the special business mentioned under Item Nos.4 to 8 of the accompanying Notice:

Item No 4:

Pursuant to Section 152 of the Companies Act, 2013, Mr. Ramkrishan P. Hinduja, retires by rotation at the conclusion of this thirtieth Annual General Meeting of the Company. Mr. Ramkrishan P. Hinduja has not sought re-appointment as Director in view of his understandable pre-occupations.

Your Company's Board of Directors do not intend to fill up the vacancy which would be caused by Mr. Ramkrishan P. Hinduja's retirement by rotation at this thirtieth Annual General Meeting or any adjournment thereof.

Your Directors recommend the resolution set out at Item No.4 of the accompanying Notice for the approval of members.

None of the Directors / Key Managerial Personnel of the Company and their relatives except Mr. Ramkrishan P. Hinduja and Mr. Ashok P. Hinduja and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the accompanying Notice.

Item No. 5:

In pursuance of provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company upon recommendation of Audit Committee, is required to appoint an individual who is a Cost Accountant in Practice or a firm of cost accountants in practice, as cost auditor.

The Board of Directors of the Company on Recommendation of Audit Committee approved the appointment of

M/s. ABK & Associates, Cost Accountants (Firm Registration No. 000036) to conduct the audit of the Company's cost records for the financial year ending March 31, 2016 at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses, if any.

In terms of 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 Cost Auditor is to be ratified by the members of the Company.

Your Directors recommend the resolution set out at Item No.5 of the accompanying Notice for the approval and ratification of members.

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. 5 of the accompanying Notice.

Item No. 6 and 7:

Mr. Prashant Asher and Ms. Bhumika Batra, were appointed as an Additional Directors of the Company with effect from September 23, 2014 and March 11, 2015 respectively. In terms of the provision of Section 161 (1) of the Act, they hold office till the date of ensuing Annual General Meeting and are eligible for re-appointment.

As required under Section 160 of the Act, the Company has received notice in writing from a member along with the deposit of requisite amount proposing the candidatures of Mr. Prashant Asher and Ms. Bhumika Batra for the office of Director of the Company.

In terms of Section 149 of the Act, an Independent Director can hold office for a term up to five consecutive

years on the Board of the Company and is not liable to retire by rotation. Each of these Directors has given declaration to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Act as well as Clause 49 of the Listing Agreement.

The matter relating to the appointment of Mr. Prashant Asher and Ms. Bhumika Batra as Independent Directors was placed before the Nomination & Remuneration Committee, which recommended their appointment for five years.

Brief profile of Mr. Prashant Asher and Ms. Bhumika Batra is given below:

Mr. Prashant Asher, a Law Graduate, has been admitted as a partner of M/s. Crawford Bayley & Co. in the year 2000, one of the oldest and leading law firms in Mumbai, India. The firm is a full-fledged service firm which engages in extensive practice in the field of shipping on dry and wet side.

Mr. Asher was invited as a speaker at the India Shipping Summit, 2009 and also at the 3rd Asian Maritime Law Conference 2010, Singapore. Further, he has also been a speaker at the 10th Ship Arrested conference, 2013 in Morocco.

Ms. Bhumika Batra, a Law Graduate and a Company Secretary, is an Associate Partner of M/s Crawford Bayley & Co., a well-known firm of advocates and solicitors. She possesses over 10 years experience in Secretarial & Legal Practice and specializes in Corporate Law.

Mr. Prashant Asher and Ms. Bhumika Batra are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Director.

Considering the vast experience and professional qualifications of Mr. Prashant Asher and Ms. Bhumika Batra, their proposed appointment as Independent Director will be beneficial and in the interest of the Company.

In the opinion of the Board of Directors of the Company, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the matter relating to the appointment of each of these Directors as Independent Directors is now being placed before the members in this Annual General Meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company up to one day prior to the date of the Annual General Meeting.

Your Directors recommend the resolutions set out in Item Nos. 6 and 7 of the accompanying Notice for the approval of members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Prashant Asher and Ms. Bhumika Batra is concerned or interested, financially or otherwise, in the resolution relating to their appointment set out at item nos. 6 and 7 respectively of the accompanying Notice.

Item No 8:

The Board of Directors of the Company appointed Mr. Sudhanshu Tripathi as Additional Director of the Company, with effect from August 4, 2015. In terms of the provisions of Section 161(1) of the Act, he holds office till the date of this Annual General Meeting and is eligible for re-appointment. As required under Section 160 of the Act, the Company has received notice in writing from a member along with the deposit of requisite amount proposing the candidature of Mr. Sudhanshu Tripathi for the office of Director of the Company.

Mr. Sudhanshu Tripathi is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

Your Director recommends the resolution set out at Item No. 8 of the accompanying Notice for the approval of members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Sudhanshu Tripathi is concerned or interested, financially or otherwise, in the resolution set out at item no. 8 of the accompanying Notice.

By order of the Board of Directors

Hasmukh Shah
Company Secretary

Place: Mumbai

Date: August 4, 2015

Registered Office:

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

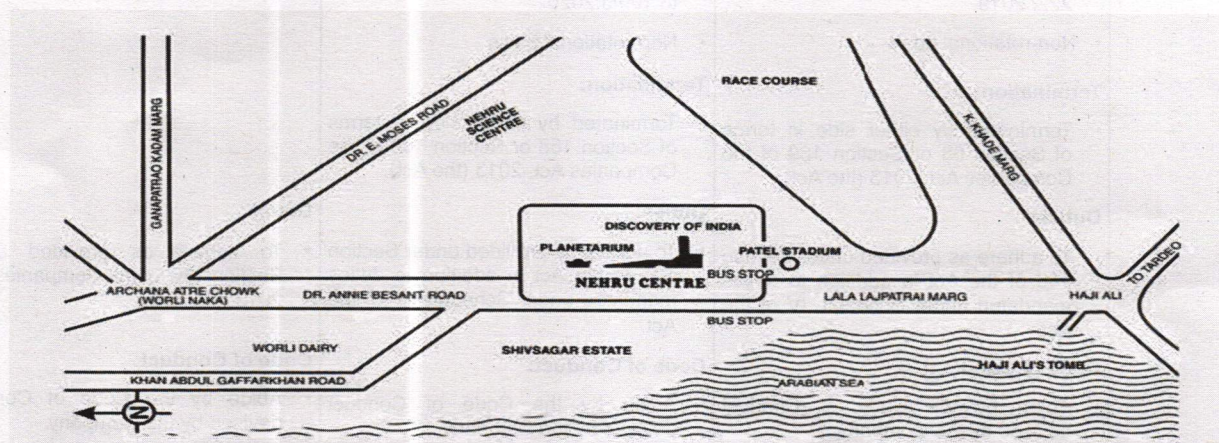
Annexure II to the Notice

Details of Directors seeking appointment furnished pursuant to Clause 49 of the Listing Agreement with Stock Exchanges and Secretarial Standard 2 [SS-2]

Name of Director	Mr. Prashant Asher	Ms. Bhumika Batra	Mr. Sudhanshu Tripathi
Date of Birth	17/12/1965	10/08/1981	07/06/1959
Age	49 years	34 years	56 years
Qualification	Law Graduate	Law Graduate and Company Secretary	MBA from XLRI and Electrical Engineer
Expertise in specific functional area	Legal	Legal and Corporate Secretarial field, specializes in Corporate Law	Human Resource Management - Human Capital Strategy and its execution, specialises in large and group level entities.
Experience	<p>Mr. Asher was admitted as a partner of M/s. Crawford Bayley & Co. in the year 2000.</p> <p>Mr. Asher was invited as a speaker at the India Shipping Summit, 2009 and also at the 3rd Asian Maritime Law Conference 2010, Singapore. Further, he has also been a speaker at the 10th Ship Arrested conference, 2013 in Morocco.</p>	<p>Ms. Bhumika Batra is an Associate Partner of M/s Crawford Bayley & Co. and possesses over 10 year's experience in Secretarial & Legal Practice and specializes in Corporate Law.</p> <p>She was a recipient of scholarship from London School of Economics for Masters in Law.</p>	<p>Mr. Tripathi is currently Group President, HR in Hinduja Group.</p> <p>He is a senior HR professional with over 32 years work experience, of which over 18 years at leadership (Company and Group HR head) level.</p> <p>He is a strategic HR thinker, and combines it with a business focus hands on approach. He has worked at leadership level in Telecom, IT, Engineering, Steel, Power, Financial Services, Media and other diversified domains and brings a strong understanding of Business Operations to HR.</p> <p>He has received various awards including Business World Award for outstanding contribution to the field of HR in July, 2015.</p>
Terms and Conditions	<p>Appointment:</p> <ul style="list-style-type: none"> Term for five years w.e.f. 23.9.2014 to 22.9.2019. Non-rotational basis <p>Termination:</p> <ul style="list-style-type: none"> Terminated by either side in terms of Section 68 or Section 169 of the Companies Act, 2013 (the Act) <p>Duties:</p> <ul style="list-style-type: none"> To adhere as provided under Section 166 of the Act in addition to duties mandated under Schedule IV 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"> Sitting Fees for attending each meeting of Board of Directors and Committees of the Board thereof. Re-imbursement of travelling expenses and other out of pocket expenses in attending the meeting of Board of Directors or committees thereof. 	<p>Appointment:</p> <ul style="list-style-type: none"> Term for five years w.e.f. 11.03.2015 to 10.03.2020. Non-rotational basis <p>Termination:</p> <ul style="list-style-type: none"> Terminated by either side in terms of Section 168 or Section 169 of the Companies Act, 2013 (the Act). <p>Duties:</p> <ul style="list-style-type: none"> To adhere as provided under Section 166 of the Act in addition to duties mandated under Schedule IV 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"> Sitting Fees for attending each meeting of Board of Directors and Committees of the Board thereof. Re-imbursement of travelling expenses and other out of pocket expenses in attending the meeting of Board of Directors or committees thereof. 	<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 Companies Act, 2013 (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"> Sitting Fees for attending each meeting of Board of Directors and Committees of the Board thereof. Re-imbursement of travelling expenses and other out of pocket expenses in attending the meeting of Board of Directors or committees thereof.

Date of first appointment on the Board	September 23, 2014	March 11, 2015	August 04, 2015
No. of shares held in Company	75	Nil	Nil
Relationships between Directors / KMP's inter-se	Nil	Nil	Nil
Number of Meetings of the Board attended during the year 2014-15	Three	One	Not Applicable.
Directorships held in other Companies (excludes foreign companies, private companies and alternate directorship)	ICC International Agencies Ltd., Mandhana Industries Ltd., Sharp India Ltd., Hinduja Group Ltd., Hinduja Realty Ventures Ltd.	Sharp India Ltd., Finolex J-Power Systems Ltd., Hinduja Leyland Finance Ltd., Kancor Ingredients Ltd., Patel Integrated Logistics Ltd., Hinduja Tech Ltd.	Ashley Aviation Ltd.
Membership/ Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	Audit Committee Sharp India Ltd., (Member), Mandhana Industries Ltd., (Member). Stakeholder Relationship Committee Sharp India Ltd., (Chairman).	Audit Committee Sharp India Ltd., (Member). Hinduja Leyland Finance Ltd., (Member). Kancor Ingredients Ltd., (Member).	Nil

ROUTE MAP FOR AGM HALL - NEHRU CENTRE



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