



June 3, 2016

To
The Manager- Compliance Department
Bombay Stock Exchange Limited
Floor 25, P. J. Tower, Dalal Street,
Mumbai -400 001.

To
The Manager- Compliance Department
National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

BSE Scrip Code: 532761

NSE symbol: HOVS

Subject: Submission of Notice of 28th Annual General Meeting ("AGM")

Dear Sir/Madam,

Please find attached the Notice of 28th Annual General Meeting convened on June 30, 2016. The dispatch of Notice to eligible shareholders is been completed on June 3, 2016 and it is placed on the website www.hovsltd.com of the Company.

The Company will be publishing the advertisement on June 4, 2016 regarding Notice of the 28th AGM, book closure dates and e-voting instruction/information. The copies of the same in English and Marathi language are attached for your record.

Kindly take the above on record.

Thanking you,

Yours faithfully,

HOV Services Limited

Bhuvanesh Sharma
**VP-Corporate Affairs &
Company Secretary**

Encls: Notice of 28th AGM
Public Advertisement (English & Marathi language)

HOV Services Limited

CIN:L72200PN1989PLC014448

Regd Office : 3rd Floor, Sharda Arcade, Pune Satara Road, Bibwewadi Pune - 411 037, Maharashtra, INDIA
Tel: 91-20 24221460, Fax: 91-20 24221470, www.hovsltd.com

Notice of 28th Annual General Meeting

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting (the "AGM") of the members of HOV Services Limited will be held on Thursday, June 30, 2016 at 10.30 A.M. at Le Meridien, Raja Bahadur Mill Road, Pune- 411001, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

- a) the audited financial statements of the Company for the financial year ended March 31, 2016 and the Reports of the Directors' and the Auditors' thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016.

2. Appointment of Director

To re-appoint Mr. Surinder Rametra (DIN: 000191714), who retires by rotation and, being eligible, seeks re-appointment.

3. Ratification for appointment of Statutory Auditors

To consider and if thought fit to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Lodha & Company, Chartered Accountants (Registration No. 301051E) (who were appointed by the Shareholders up to the conclusion of 29th AGM which is to be held in the year 2017 as a Statutory Auditor of the Company), be and is hereby ratified until the conclusion of the next AGM of the Company, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Baldev Raj Gupta (DIN- 00020066), as an Independent Director of the Company

To consider if thought fit to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, and rules framed there under, read with Schedule IV to the Companies Act, 2013, Mr. Baldev Raj Gupta (DIN-00020066), who was appointed by the shareholders in 26th Annual General Meeting held on July 26, 2014 as an independent director of the Company for two years term ending on July 25, 2016, be and is hereby re-appointed as an independent director of the Company for 2nd term of five years period from July 26, 2016 to July 25, 2021 as an Independent Director of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard."

5. Re-appointment of Mr. Harish Bhasin (DIN- 01682548), as an Independent Director of the Company

To consider if thought fit to pass the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, and rules framed there under, read with Schedule IV to the Companies Act, 2013, Mr. Harish Bhasin (DIN-01682548), who was appointed by the shareholders in 26th Annual General Meeting held on July 26, 2014 as an independent director of the Company for two years term ending on July 25, 2016, be and is hereby re-appointed as an independent director of the Company for 2nd term of five years period from July 26, 2016 to July 25, 2021 as an Independent Director of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.”

6. Contract of services for revenue in ordinary course of business of the Company with SourceHOV LLC

To consider and if thought fit to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the Section 188 of the Companies Act, 2013 and rules framed there under and in terms the Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the approval of the Company be and is hereby accorded for service contracts of the Company with SourceHOV LLC for rendering the services by the Company for FY 2016-17 on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and SourceHOV LLC.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to deal in respect of service contracts for further periods as deemed fit by the Board and to perform all such acts, matters, deeds and things, as may be necessary, to amend the terms and conditions of service contracts, if necessary and to act as may be necessary or expedient in its own discretion, without further referring to the Shareholders’ of the Company, including the power to delegate, to give effect to this Resolution.”

By Order of the Board
For **HOV Services Limited**

Bhuvanesh Sharma
VP-Corporate Affairs &
Company Secretary &
Compliance Officer

Place: Mumbai
Date: May 13, 2016

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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.** 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.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Transfer Books of the Company will be closed from June 27, 2016 to June 30, 2016 both days inclusive.
6. Members holding shares in physical form are requested to quote their folio number in all correspondence with the Company and to intimate the following directly to the Company's Registrar and Share Transfer Agent- Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500 032:
 - a. Change, if any in their address;
 - b. Request for nominations form as per the provisions of the Companies Act, 2013.
7. Members holding share in dematerialized form are requested to contact their Depository Participant for any change in their particulars.
8. The Notice of the AGM along with the Annual Report of FY 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with KARVY/Depositories.
9. Members are requested to send their queries, if any, at least 10 days in advance address to Company Secretary at the email address investor.relations@hovsltd.com of Company to facilitate the reply in the Meeting.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
11. The certificate from the Auditors of the Company certifying that the Company's HOVS ESOP Plan 2007 & HOVS ESOP Plan 2008 is being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 will be available for inspection by members at the AGM.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administrations) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by **Karvy Computershare Private Limited ("KCPL")**, on all the resolutions set forth in this Notice.
13. Information and other instructions relating to e-voting are as under:-
 - a. The facility for voting through, postal ballot will also be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their rights at AGM through ballot paper.
 - b. Members can also exercise their voting rights through ballot form annexed with the Notice and the duly filled and signed ballot form be sent to the scrutinizer, Mr. Prajot Tungare, Practicing Company Secretary, Pune at the registered office of the Company or to his email id prajot@prajottungarecs.com, so as to reach by 5.00 p.m. on June 29, 2016.
 - c. Members who have cast their votes through remote e-voting prior to the AGM may attend the AGM but shall not entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
14. Route Map showing directions to reach to the venue of the 28th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting."

By Order of the Board
HOV Services Limited

Place: Mumbai
Date: May 13, 2016

Bhuvanesh Sharma
VP-Corporate Affairs &
Company Secretary &
Compliance Officer

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under provisions of Section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice:

Item No. 4 and 5

The Shareholders' in their 26th Annual General Meeting held on July 26, 2014 had appointed Mr. Baldev Raj Gupta and Mr. Harish Bhasin, as Independent Directors for two years term starting from July 26, 2014 to July 25, 2016. Their term will get over on July 25, 2016. Based on the experience, skills and performance evaluation it is proposed that Mr. Baldev Raj Gupta and Mr. Harish Bhasin be re-appointed as Independent Directors for their 2nd term of five years from July 26, 2016 to July 25, 2021. In terms of Section 160 of the Companies Act, 2013 the Company has received notices of candidatures of Mr. Baldev Raj Gupta and Mr. Harish Bhasin for the office of director of the Company.

In accordance with Section 149 (10) of the Companies Act, 2013 an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. Mr. Baldev Raj Gupta and Mr. Harish Bhasin being non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Mr. Baldev Raj Gupta and Mr. Harish Bhasin as Independent Directors been placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Mr. Baldev Raj Gupta and Mr. Harish Bhasin, respectively, are concerned or interested in the Resolutions of the accompanying Notice with regards to their re-appointment.

No director, key managerial personnel or their relatives, is interested in the aforesaid resolutions.

The Board recommends the resolution set forth in Item No. 4 and 5 for approval of the members.

Item No. 6

The Company in the ordinary course of business has been providing services of IT support & maintenance and data entry services to the SourceHOV LLC.

SourceHOV LLC, is a "related party" pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the contract for providing services to SourceHOV LLC require approval of Shareholders'.

The particulars required pursuant to the Explanation (3) of Rule 15(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as detailed below:

a) Name of the related party:-	SourceHOV LLC
b) Name of Director & KMP who is related, if any:-	Parvinder S Chadha; Sunil Rajadhyaksha; Surinder Rametra (Promoter Directors of the Company)
c) Nature of relationship:-	A company of Associate- SourceHOV Holdings, Inc.
d) Nature, material terms, monetary value and particulars of the contract or arrangements:-	IT support & Maintenance services and Data entry services are billable services for revenue of approximately Rs. 9.5 Crore per annum.
e) Any other information relevant or important for the members to take a decision on the proposed resolution:	The service have been provided before coming in force the Companies Act, 2013 and the contracts generates revenue for the Company receivables in US\$ every year.

None of the Directors, except as stated above and Key Managerial Personnel or their relatives are directly or indirectly, concerned or interested, financial or otherwise in the proposed resolution.

The Promoter Directors of the Company will abstain from voting on the resolution as it is a 'related party transaction' as per Companies Act, 2013 and the SEBI (LODR), 2015.

The Board recommends the resolution set forth in Item No. 6 for approval of the Shareholders' in the best interest of the Company.

Additional information on directors seeking appointment/ re-appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:-

Profile of directors getting re-appointed

1. Mr. Surinder Rametra

A. Brief Resume of the Director

In 1983, Mr. Rametra founded Sun Computers and Software, Inc. and took the company public in 1994 under the name ATEC. He served as ATEC's Chairman and CEO until 2003. Mr. Rametra currently serves as an Executive Director of the HOV Services Limited, a HandsOn3 portfolio company.

Mr. Rametra's career encompasses leadership of private and public enterprises. He is also a founding member of Silver Oak Hospital in Chandigarh, India and Shanti Foundation, a charitable organizations devoted to health care and educational activities.

Mr. Rametra has a degree in Mechanical Engineering from Punjab Engineering College, India, a Master's degree in Industrial Engineering from the Indian Institute of Technology, India and an MBA in Finance from New York University.

Mr. Rametra is married, has three children and is blessed with five grand children.

B. Nature of his expertise in specific functional areas:

Finance, Governance and business ethics.

C. Disclosure of relationships between directors inter-se: Nil

D. Name of Listed entities (other than HOVS) in which Mr. Surinder Rametra also holds the directorship and the membership/chairmanship of committees of the board: Nil

E. Shareholding in the Company: 1,20,000 shares.

2. Mr. Baldev Raj Gupta

A. Brief Resume of the Director

Mr. Baldev Raj Gupta is a Fellow of Insurance Institute of India, Law Graduate & Post Graduate. He is the former Executive Director (Investments) of Life Insurance Corporation of India. After superannuation he was reappointed as Investment Advisor by LIC of India & Investment Consultant by General Insurance Corporation of India. He has experience of around 5 decades in Insurance, Investment and Financial Services Sector. Mr. Gupta has been a Director on the boards of ICICI Prudential Asset Management Company Ltd, National Stock Exchange, IDBI Capital Market Services Ltd, Mahindra and Mahindra Limited, Greaves Cotton Limited.

He has been a member of Secondary Market Committee of Security Exchange Board of India, Debt Market Committee of National Stock Exchange & Governing Board of National Insurance Academy.

Presently, he holds the position of Director in Aditya Birla Nuvo Ltd, J. B. F. Industries Ltd, JBF Petrochemicals Ltd, Sagacious Financial Services Pvt. Ltd, Aditya Birla Telecom Ltd, Idea Cellular Services Ltd, Idea Cellular Infrastructure Services Ltd, Idea Mobile Commerce Services Ltd and Idea Telesystems Ltd besides being Chairman / member of several Board Committees. He has been an Advisor to IL&FS Academy for Insurance

and Finance Ltd., (an initiative of IL&FS Group) for nearly a decade. He also worked with Trinity Global Education Private Limited as an Advisor in the Financial Services Division. Currently he is associated as an Advisor with an Insurance Broking firm.

B. Nature of his expertise in specific functional areas:

Finance; Insurance Investment and Corporate Governance

C. Disclosure of relationships between directors inter-se: There is no relationship exist between Mr. Baldev Raj Gupta and all other directors inter-se of the Company.

D. Name of Listed entities (other than HOVS) in which Mr. Baldev Raj Gupta holds the directorship and the membership/chairmanship of committees of the board:

Directorship	Committee Membership	Committee Chairmanship
Aditya Birla Nuvo Limited	Audit Committee Nomination & Remuneration Committee	Nil
JBF Industries Limited	CSR Committee Risk Management Committee	Audit Committee Stake Holder Redressal Committee Nomination & Remuneration Committee

E. Shareholding in the Company: 8,000 shares.

3. Mr. Harish Bhasin

A. Brief Resume of the Director

Mr. Harish P. Bhasin, 72, is a Director of the Company and one of the Founder Member of Klassic Construction (P) Ltd. (KCPL), a privately held Company registered in Mumbai, Maharashtra, providing construction and engineering services for Government sector, commercial and residential buildings since 1993. KCPL is a member of "Builders Association of India" and is in good standings.

Mr. Bhasin is a visionary and goal oriented senior executive with over 40 years of experience in the United States and India in various industries including information technologies, construction and pharmaceuticals. He managed multiple organizational initiatives at the strategic, tactical and operational levels. He has a Master's degree in Engineering Sciences from University of Mississippi, in 1968. He earned a United States Patent (# 3762466) "Static Stirrer Apparatus and Process" dated Oct 2, 1973 in his name.

B. Nature of his expertise in specific functional areas:

He has immense experience in construction business and in possession of ability of strategic execution.

C. Disclosure of relationships between directors inter-se: Nil

D. Name of Listed entities (other than HOVS) in which Mr. Harish Bhasin also holds the directorship and the membership/chairmanship of committees of the board: Nil

E. Shareholding in the Company: 8,000 shares.

HOVS
HOV Services Limited**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

HOV SERVICES LIMITED

CIN: L72200PN1989PLC014448

3rd Floor, Sharda Arcade, Pune Satara Road, Bibwewadi, Pune-411 037, India ,

Tel:91 20 24231623, Fax: 91 20 24221470

investor.relations@hovsltd.com | www.hovsltd.com

28th Annual General Meeting – June 30, 2016

Name of the member(s)																			
Registered address																			
Email																			
Folio no. / Client ID	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>																		
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I / We, being the member(s) of shares of the above named company, hereby appoint:

1. Name _____ Address _____
E-mail Id _____ Signature _____, or failing him;
2. Name _____ Address _____
E-mail Id _____ Signature _____, or failing him
3. Name _____ Address _____
E-mail Id _____ Signature _____, or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 28th Annual General Meeting of the members of HOV Services Limited to be held on Thursday, the June 30, 2016 at 10.30 A.M. at Le Meridien, Raja Bahadur Mill Road, Pune- 411001 and at any adjournment thereof in respect of such resolutions as are indicated below in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (<i>Optional see Note 2</i>) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1	To consider and adopt:			
	a) the audited financial statements for the financial year ended March 31, 2016 and the Reports of the Directors’ the Auditors’ thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016.			
2	To re-appoint Mr. Surinder Rametra (DIN: 00019714), who retires by rotation and, being eligible, seeks re-appointment.			
3	Ratification for appointment of M/s. Lodha & Co. as the Statutory Auditors of the Company.			
Special Business				
4	Re-appointment of Mr. Baldev Raj Gupta (DIN-00020066) as an Independent Director of the Company.			
5	Re-appointment of Mr. Harish Bhasin (DIN: 01682548), as an Independent Director of the Company.			
6	Contact of services for revenue in ordinary course of business of the Company with SourceHOV LLC.			

Signed this day of 2016.

.....
Signature of the member

.....
Signature of the proxy holder(s)

Affix
revenue
stamp of
not less
than ₹0.15

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**HOV Services Limited****ATTENDANCE SLIP****HOV SERVICES LIMITED****CIN: L72200PN1989PLC014448****3rd Floor, Sharda Arcade, Pune Satara Road, Bibwewadi, Pune-411 037, Maharashtra****Tel: 91 20 24231623, Fax: 91 20 24221470****investor.relations@hovsltd.com | www.hovsltd.com****28th Annual General Meeting - June 30, 2016**

Registered Folio no. / DP ID no. / Client ID no.:

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Number of shares held

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I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 28th Annual General Meeting of the Company at the Le Meridien, Raja Bahadur Mill Road, Pune - 411001, India, Thursday, the 30th day of June, 2016 at 10:30 A.M. IST.

..... Name of the member / proxy
(in BLOCK letters)

.....
Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

1. The instructions for e-voting are as under:

- A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
- a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - b) Enter the login credentials (i.e., **User ID and password mentioned overleaf**). The e-voting EVENT No. + Folio No. or DP ID Client ID will be your User 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. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - c) After entering these details appropriately, Click on “LOGIN”.
 - d) 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.**
 - e) You need to login again with the new credentials.
 - f) On successful login, the system will prompt you to select the “EVENT” i.e., HOV Services Limited
 - g) 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 should not exceed your total shareholding as on the cut off date. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - h) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - i) Voting has to be done for each resolution of the Notice separately. In case you do not desire to cast your vote on any specific resolution it will be treated as abstained.
 - j) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - k) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).**
 - l) 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/ Power of Attorney/ Authority Letter, etc. together with attested

specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at **e-mail ID: prajot@prajottungarecs.com** with a copy marked to **evoting@karvy.com** and may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

- B. In case a Member receiving physical copy of the Notice by Post [for Member whose email IDs are not registered with the Company/Depository Participant(s)]:
 - a) **User ID and initial password-** as provided overleaf.
 - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
2. **Once the vote on a resolution is caste by a member, the member shall not be allowed to change it subsequently or cast the vote again.**
3. The facility for voting through ballot will also be made available in the AGM and the members attending the AGM but who have not cast their vote by e-voting will be able to exercise their right in the AGM. Those shareholders, who have not cast their vote electronically, may only cast their vote in the AGM through ballot paper.
4. The members who have cast their votes by e-voting may also attend the Meeting but shall not be entitled to cast their votes again.
5. The Board of Directors has appointed **Mr. Prajot Tungare, Practicing Company Secretary, Pune as a Scrutinizer** to scrutinize the e-voting and ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. **The voting rights of the Members shall be reckoned in proportion to their shares holding either in physical form or in dematerialized form as on the cut-off date i.e. June 23, 2016.**
7. Any person who becomes member after the dispatch of the Notice of the Meeting and holding share as on the cut-off date i.e. June 23, 2016 may obtain the User ID and password 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> 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> XXX1234567
 - b. If e-mail 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. In case of any queries, members may visit Help & FAQ's section available at Karvy's website download section on <https://evoting.karvy.com> or contact Mr. Sridhar Balamurli, Deputy Manager, Karvy Computershare Private Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 or send an email to evoting@karvy.com or call him on +91-40-6716 1563 or at Toll Free No. 1-800-34-54-001.

- d. Member may send an e-mail request to evoting@karvy.com.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through e-voting.

- | | | |
|----|--|---|
| 8. | Date and time of commencement of voting by electronic means | Monday, June 27, 2016 at 9.00 AM IST |
| | Date and time of end of voting by electronic means | Wednesday, June 29, 2016 at 5.00 PM IST |
9. At the AGM at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, arrange voting through ballot paper for all those members who are present but have not cast their votes electronically using the e-voting facility.
 10. The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company or a person authorized by the Chairman. The Chairman or the person authorized by the Chairman, shall declare the result of the voting forthwith.
 11. The Results on resolutions shall be declared after the AGM of the Company and subject to the requisite number of votes in favor the resolutions shall be deemed to be passed on the date of the Meeting i.e. June 30, 2016.
 12. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company (www.hovsltd.com) and Karvy's website (<https://evoting.karvy.com>) and shall be communicated to the BSE Limited and the National Stock Exchange of India Limited.
 13. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website).

**HOV Services Limited**

CIN:L72200PN1989PLC014448

Reg. Office: 3rd Floor, Sharda Arcade, Pune Satara Road, Bibwewadi, Pune-411037, India,
Tel: 91 20 24231623, **Fax:** 91 20 24221470, investor.relations@hovsltd.com | www.hovsltd.com

28th Annual General Meeting – June 30, 2016**NOTICE OF THE 28TH ANNUAL GENERAL MEETING, BOOK CLOSURE AND E-VOTING INFORMATION**

Notice is hereby given that the 28th Annual General Meeting (28th AGM) of the Company will be held on Thursday, June 30, 2016 at 10:30 A.M. at Le Meridien, Raja Bahadur Mill Road, Pune, Maharashtra- 411001 to transact the business as set out in the Notice of the 28th AGM.

Electronic copies of the Notice of the 28th AGM and the Annual Report for the financial year 2015-16 have been sent to all shareholders whose email IDs are registered with the Company's Registrar & Share Transfer Agents, Karvy Computershare Private Limited (Karvy)/ Depository Participant(s). Physical copies of the Notice of the 28th AGM and Annual Report for financial year 2015-16 have been sent to all other shareholders at their registered address in the permitted mode.

The Register of Members and the Share Transfer Books of the Company will remain closed from June 27, 2016 to June 30, 2016, both days inclusive for the purpose of the 28th AGM of the Company.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities Exchange (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is providing to its Shareholders the facility to cast their vote by electronic means on all the resolutions set forth in the Notice. The details as required pursuant to the aforesaid provisions are given here under:

(i)	Date of completion of sending of Notice	June 3, 2016
(ii)	Date and time of commencement of voting by electronic means	Monday, June 27, 2016 at 9.00 AM IST
(iii)	Date and time of end of voting by electronic means	Wednesday, June 29, 2016 at 5.00 PM IST
(iv)	Cut-off date	Thursday, June 23, 2016
(v)	Voting through electronic means shall not be allowed beyond	Wednesday, June 29, 2016 at 5.00 PM IST
(vi)	The Notice of 28 th AGM and the Annual Report for FY 2015-16 are available on the Company's website and on KARVY's website	www.hovsltd.com https://evoting.karvy.com
(vii)	Contact details of the person responsible to address the grievances connected with the voting by electronic means	Mr. Mohd Mohsin Uddin, Senior Manager Address: Karvy Computershare Private Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032. Email id: evoting@karvy.com Telephone No. +91-40-6716 1562

A person whose name appears in the Register of Members/ Beneficial Owners as on the cut-off date i.e. Thursday, June 23, 2016 only shall be entitled to avail the facility of e-voting as well as voting in the 28th AGM.

The members may attend the meeting even after casting their votes by e-voting but shall not be entitled to cast their votes again.

Any person who becomes member after the dispatch of the Notice of the 28th AGM and holding share as on the cut-off date i.e. Thursday, June 23, 2016 may obtain the User ID and password by sending a request at evoting@karvy.com. The procedure for obtaining User ID and password is also provided in the Notice of the 28th AGM which is available on the Company's website and Karvy's website.

The facility for voting at the 28th AGM shall be made available by way of ballot and members attending the meeting who have not cast their vote by e-voting shall be able to vote at the 28th AGM by ballot.

By order of the Board
For HOV Services Limited

Bhuvanesh Sharma
 VP Corporate Affairs &
 Company Secretary &
 Compliance Officer

Place: Pune
 Date: June 3, 2016

२८वी वार्षिक सर्वसाधारण सभा - ३० जून, २०१६

२८वी वार्षिक सर्वसाधारण सभा, पुस्तक समापन आणि

ई-मतदान माहितीची सूचना

ह्याद्वारे सूचना देण्यात येते की कंपनीची २८वी वार्षिक सर्वसाधारण सभा (२८वी एजीएम) गुरुवार दि. ३० जून, २०१६ रोजी सकाळी १०:३० वाजता ले मेरिडियन, राजा बहादुर मिल रोड, पुणे - ४११००१, महाराष्ट्र येथे २८व्या एजीएमच्या सूचनेत दिलेल्या कामकाजासाठी आयोजित करण्यात येईल.

२८व्या एजीएमची सूचना आणि २०१५-१६ ह्या कालावधीचा वार्षिक अहवालाच्या इलेक्ट्रॉनिक प्रती, ज्यांचे ईमेल आयडीज् कंपनीच्या निबंधकांकडे आणि शेअर ट्रान्सफर एजंट्स, काव्ही कंप्यूटरशेअर प्रायव्हेट लिमिटेड (काव्ही)/ डिपॉझिटरी पार्टिसिपंट(स) ह्यांच्याकडे नोंदणीकृत आहेत त्यांना पाठविण्यात आल्या आहेत. २८व्या एजीएमची सूचना आणि आर्थिक वर्ष २०१५-१६ ह्या कालावधीचा वार्षिक अहवालाच्या भौतिक प्रती, इतर सर्व भागधारकांना त्यांच्या नोंदणीकृत पत्त्यावर आणि परवानगी असलेल्या पद्धतीने पाठविण्यात आलेल्या आहेत.

कंपनीच्या सदस्यांचे नोंदणीपुस्तक आणि भाग हस्तांतरण पुस्तके २७ जून, २०१६ ते ३० जून, २०१६ ह्या कालावधीत, दोन्ही दिवस समाविष्ट, कंपनीच्या २८व्या एजीएमच्या हेतूसाठी समापित म्हणजे बंद राहतील.

कंपनी अधिनियम २०१३ चे कलम १०८, दुरुस्त कंपनी (व्यवस्थापन आणि प्रशासन) नियम, २०१४, आणि सिक्युरिटीज एक्सचेंज (सूचीकरण आबंधन आणि प्रकटन आवश्यकता) नियमावली, २०१५ चे नियमन ४४ यांसोबत वाचून त्याअन्वये, कंपनी तिच्या भागधारकांना सूचनेमध्ये नमूद केलेल्या सर्व ठरावांवर इलेक्ट्रॉनिक पद्धतीने मतदान करण्याची सुविधा पुरवीत आहे. उपरोक्त तरतुदींन्वये आवश्यक तपशील येथे खाली दिलेले आहेत:

१	सूचना पाठविणे पूर्ण करण्याचा दिनांक	०३ जून, २०१६
२	इलेक्ट्रॉनिक पद्धतीने मतदान सुरु होण्याची दिनांक आणि वेळ	सोमवार २७ जून, २०१६ सकाळी ९:०० भाप्रवे
३	इलेक्ट्रॉनिक पद्धतीने मतदान बंद होण्याची दिनांक आणि वेळ	बुधवार २९ जून, २०१६ सायं. ५:०० भाप्रवे
४	निर्णायक दिनांक	गुरुवार २३ जून, २०१६
५	इलेक्ट्रॉनिक पद्धतीने ह्यावेळेनंतर मतदानास उपलब्ध नसेल	बुधवार २९ जून, २०१६ सायं. ५:०० भाप्रवे
६	२८व्या एजीएम आणि आर्थिक वर्ष २०१५-१६ ह्या कालावधीचा वार्षिक अहवालाच्या सूचना कंपनीची वेबसाईट आणि काव्हीच्या वेबसाईटवर उपलब्ध आहे	www.hovsltd.com https://evoting.karvy.com
७	इलेक्ट्रॉनिक पद्धतीच्या मतदानाशी संबंधित तक्रारीची निवारण करण्यासाठी जबाबदार असलेल्या व्यक्तीचा संपर्क तपशील	श्री. मोहम्मद मोहसिन उद्दिन, वरिष्ठ व्यवस्थापक पत्ता : काव्ही कंप्यूटरशेअर प्रायव्हेट लिमिटेड, काव्ही सेलेनियम, टॉवर बी, प्लॉट क्र. ३१ व ३२, गाचीबोवली, फायनान्शियल डिस्ट्रिक्ट, नानकरामगुडा, हैद्राबाद - ५०० ०३२ ईमेल आयडी: evoting@karvy.com दूरध्वनी क्र. +९१-४०-६७१६ १५६२

ज्या व्यक्तींची नावे निर्णायक तारखेस, म्हणजेच गुरुवार २३ जून, २०१६ रोजी मेम्बर्स/बेनिफिशल ओनर्स यांच्या रजिस्टरमध्ये दिसून येतील अशाच व्यक्ती २८व्या एजीएमच्या वेळेस होणाऱ्या मतदानात मतदान करण्यास पात्र असतील.

ई-मतदान केल्यानंतर देखिल सभासद सभेमध्ये उपस्थित राहू शकतात, परंतु त्यांना पुन्हा मतदान करण्याचा अधिकार नसेल.

२८व्या एजीएमच्या सूचनेचे वितरण झाल्यानंतर ज्या कोणी व्यक्ती सभासद झाल्या असतील आणि निर्णायक तारखेस म्हणजेच गुरुवार २३ जून, २०१६ रोजी समभाग धारण करीत असतील, अशा व्यक्ती evoting@karvy.com वर विनंती पाठवून युझर आयडी आणि पासवर्ड मिळवू शकतात. कंपनीची वेबसाईट आणि काव्हीची वेबसाईट यांच्यावर उपलब्ध असलेल्या २८व्या एजीएमच्या सूचनेमध्ये देखिल युझर आयडी आणि पासवर्ड मिळविण्याची पद्धती देण्यात आलेली आहे.

ज्या सभासदांनी ई-मतदान पद्धतीद्वारे मतदान केलेले नाही अशा सभासदांना २८व्या एजीएममध्ये मतदान करता यावे यासाठी २८व्या एजीएममध्ये उपस्थित असल्यास मतदान पत्रिकेद्वारे मतदान करण्याची सुविधा पुरविण्यात येईल.

संचालक मंडळाच्या आदेशान्वये
एचओव्ही सर्व्हिसेस लिमिटेड साठी

भुवनेश शर्मा
उपाध्यक्ष, कॉर्पोरेट कामकाज आणि
कंपनी सचिव आणि अनुपालन अधिकारी