



October 4, 2013

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: Notice of postal ballot to shareholders

Dear Sir/Madam

Please find enclosed the notice of postal ballot sent to all shareholders' on October 4, 2014 for conducting voting both by postal ballot and electronically.

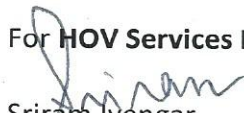
Please find enclosed the public advertisement about having dispatched the notice and ballot the same will be published in the newspaper.

Further to our communication vide letter dated September 30, 2014 about closure of Trading Window date i.e. October 1, 2014, this is to inform that Trading Window will remain closed until November 4, 2014. Hence, Directors, Officers and Designated Persons and/or their dependents will not make deal in the securities of the Company during this period.

Kindly take the above on record.

Yours faithfully,

For **HOV Services Limited**


Sriram Iyengar

Chief Financial Officer

Encls: As above

HOV Services Limited

CIN : L72200PN1989PLC014448

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



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

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013

Dear Members,

NOTICE is hereby given that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification/s or re-enactment/s thereof for the time being in force, the resolutions appended below are proposed to be passed by way of Postal Ballot/e-Voting.

The proposed Special Resolutions and Explanatory Statement pertaining to the said Resolutions setting out all material facts concerning the resolutions and the reasons thereto are annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed. The Company has appointed Shri S. Anand SS Rao., Practicing Company Secretaries, as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (17:00 hrs.) on Monday, November 3, 2014. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted.

The e-voting facility is available at the link <https://evoting.karvy.com>. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Chairman or any other Director of the Company will announce the results on Tuesday, November 4, 2014 at the Registered Office of the Company. The said results would be, intimated to the Stock Exchanges where the Company's shares are listed, published in the newspaper and displayed on the Company's website viz. www.hovsltd.com.

By Order of the Board of Directors

HOV Services Limited

Sd/-

Sunil Rajadhyaksha

Chairman & Executive Director

Mumbai,

Date September 30, 2014

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Proposed Resolution:

1. **To consider and, if thought fit, to pass the following Resolution as a Special Resolution for Sale of Company's entire investment in SourceHOV through its US based wholly owned subsidiary HOVS LLC to affiliate/related parties of Promoters:**

"RESOLVED THAT pursuant to the provisions of Section 180 and Section 110 read with the Companies (Management and Administration) Rules, 2014 and Clause 49(VII) of the Listing Agreement entered with the Stock Exchanges, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013, approval of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a committee thereof) for the **"sale of Company's entire investment"** to an affiliate/related party as set out in the Explanatory Statement of the Notice."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if need to be changed, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution."

2. **To consider and, if thought fit, to pass the following Resolution as a Special Resolution for Sale of Company's entire investment in SourceHOV through its US based wholly owned subsidiary HOVS LLC to other potential buyers:**

"RESOLVED THAT pursuant to the provisions of Section 180 and Section 110 read with the Companies (Management and Administration) Rules, 2014 and Clause 49(VII) of the Listing Agreement entered with the Stock Exchanges, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013, approval of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a committee thereof) for the **"sale of Company's entire investment"** to any other potential buyers as set out in the Explanatory Statement of the Notice."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if need to be changed, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution."

3. **To consider and, if thought fit, to pass the following Resolution as a Special Resolution for merger of SourceHOV and BancTec**

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"RESOLVED THAT the approval of the Company be and is hereby given for the Merger of SourceHOV and BancTec as set out in the Explanatory Statement of the Notice to the shareholders and that the Board of Directors of the Company (which shall include a Committee of Directors that may be constituted for this purpose) be and is hereby authorized to complete the Merger.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalising and executing necessary documents including agreements, deeds of assignment / conveyance and such other documents as may be necessary, or expedient in its own discretion including the power to delegate to give effect to the aforesaid Resolution in the best interest of the Company.

By Order of the Board of Directors

HOV Services Limited

Sd/-

Sunil Rajadhyaksha

Chairman & Executive Director

Mumbai,

Date September 30, 2014

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on September 19, 2014.
3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on September 19, 2014.
4. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members. The Special Resolutions shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
5. In compliance with provisions of Section 108 of the Companies Act read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, incase members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal

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Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the KARVY Computershare Private Limited for facilitating e-voting.

Explanatory Statement for the proposed Resolutions pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act")

For Resolutions No. 1, No. 2 and No. 3

1. HOV Services Limited ("**Company**") holds an investment of 26.1% of the shareholding ("**Investment**") through its wholly owned direct subsidiary HOVS LLC, ("**HOVS LLC**") a Nevada (USA) based limited liability company in SourceHOV Holdings Inc. ("**SourceHOV**"), a Delaware (USA) based corporation.
2. HOVS LLC, which is a wholly-owned 'material' subsidiary of the Company, is proposing to sell its entire Investment to the potential buyers. Since the value of the shares proposed to be sold to the potential Buyers by HOVS LLC accounts for more than 20% of HOV Services Limited assets, the Proposed Sale of Shares requires approval from the shareholders of the Company *inter alia* under applicable provisions of the Companies Act (if any) and Clause 49(V)(G) read with Clause 49(V)(E) of the Listing Agreement entered with the Stock Exchanges.
3. The Company has received an offer for purchase of its entire investment of its wholly owned subsidiary in SourceHOV from a US-based company HandsOn Fund 4 LLC ("**HOF4**"), where the ultimate beneficial owners are from among persons who are promoters of the Company ("**Proposed Sale Transaction**").
4. Apart from and post the Proposed Sale Transaction, BancTec Group LLC., a Delaware (USA) based corporation has entered into an agreement to merge its wholly owned subsidiary, BancTec Group Corporation, with Source HOV, a Delaware (USA) based company, headquartered in Texas, wholly owned subsidiary of SourceHOV Holdings Inc., ("**Merger**")
5. The Company has obtained a valuation report from M/s PKF Sridhar & Santhanam, Chartered Accountants for BancTec Group and has also obtained a fairness opinion from Keynote Corporate Services Ltd., a Category I merchant banker to evaluate the merger consideration and the related exchange ratios. The exchange of one share of BancTec for 1.0967 shares of SourceHOV in this Merger, is fair.
6. In the event of the Proposed Sale Transaction getting consummated, the Board of Directors of the Company will monitor the use of sale proceeds, including considering dividend and new investments to grow the current business.

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The Proposed Resolution No. 1



7. The Proposed Sale Transaction for purchase of entire Investment for US\$ 95 million by HOF4, will be contracted and consummated at the same valuation as provided to other major shareholder.
8. The Proposed Sale Transaction is a 'material related party transaction' requiring approval from the shareholders of the Company *inter alia* under applicable provisions of the Companies Act and Clause 49(VII)(E) read with Clause 49(VII)(A),(B),(C) of the Listing Agreement. In terms of the Explanation (ii) to Clause 49(VII) all the promoters/promoter group entities of the Company would abstain from voting in relation to the Proposed Resolution No. 1.

Proposed Resolution No. 2:

9. The shareholders' approval is sought for the sale of entire Investment to other potential buyers at a minimum price of US\$ 95 million (as mentioned in para 7 of this explanatory statement) and on similar/ better terms ("**Proposed Sale of Shares**").

Proposed Resolution No. 3:

10. SourceHOV, has entered into a merger agreement with BancTec Group LLC, a Delaware limited liability company ("BancTec"). Both SourceHOV and BancTec are headquartered in Dallas, Texas. In the transaction, stockholders of BancTec will receive stock in SourceHOV, according to para 4 & 5 of the explanatory statement. SourceHOV will use a new credit facility to refinance existing indebtedness, redeem certain existing SourceHOV equity holders and provide additional working capital.
11. Closing of the transaction is subject to customary conditions, including regulatory approvals, and is expected to occur this year.

The price of the Proposed Sale of Shares is supported by a 'fairness opinion' from Keynote Corporate Services Ltd., a Category I merchant banker.

The valuation report and fairness opinion referred to in the accompanying Notice and Explanatory Statement are open for inspection between 10:00 AM to 12:00 Noon on all working days between Monday to Friday at the Registered Office of the Company.

Disclosures:

The Promoters of the Company will abstain from voting on the resolution No. 1 and resolution No. 3 as the Proposed Sale Transaction is a 'related party transaction' as per Companies Act, 2013, accounting standards and the Listing Agreement entered with the Stock Exchanges.

The Promoters or Promoter group of the Company can vote on the resolution No. 2 as the Proposed Sale of Shares to other potential buyers will not constitute a 'related party transaction' as per applicable laws and Listing Agreement with the Stock Exchanges.



The Promoters and Promoter Directors of HOV Services Limited have 5.38 % shareholding interest in SourceHOV and 47.5% in the parent of BancTec.

None of the Independent Directors and KMP of the Company has any concern, interest financial or otherwise in the aforesaid resolutions.

Your Directors commend the passing of the proposed Special Resolutions in the best interest of the Company.

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By Order of the Board of Directors
HOV Services Limited
Sd/-
Sunil Rajadhyaksha
Chairman & Executive Director
Mumbai,
Date September 30, 2014



INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Forms:

1. The Members are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form duly completed with the assent (for) or dissent (against) in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer on or before Monday, November 3, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form is permitted.
3. Envelopes containing Postal Ballot Form, if deposited, in person or sent by courier at the expense of the Members will also be accepted.

E Voting Facility:

A: In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/Depository Participant(s)]:

- i. Launch internet browser by typing the following URL: <http://evoting.karvy.com>.
- ii. Enter the login credentials (i.e., User ID and password mentioned on the Postal Ballot Form). 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" i. e. "HOV Services 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 should not exceed your total shareholding. 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.
- viii. Shareholders holding multiple folio/demat account shall choose the voting process separately for each folios/demat account.
- ix. Voting has to be done for business item of the notice, in case you do not desire to cast your vote on any said item, it will be treated as "abstained".
- x. 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 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.

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. to the Scrutiniser at E-mail ID: anandssrao@gmail.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."

B: In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

(i) User ID and initial password as provided on the Form.

(ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast your vote.

GENERAL:

1. The physical voting/e-voting period commences on Sunday; October 5, 2014 (10: 00 AM) and ends on Monday; November 3, 2014 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date being September 19, 2014 may cast their vote. Once the vote on the Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 18003454001 (toll free).

3. 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).

4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19, 2014.

5. The Board of Directors has appointed **Shri S. Anand SS Rao, the Practicing Company Secretaries**, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

6. The Results shall be declared by on Tuesday, November 4, 2014 and the Resolution will be deemed to be passed on the said date subject to the requisite number of votes in favour of the Resolution.

7. The Results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.hovsltd.com and shall also be communicated to the Stock Exchanges.



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**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

POSTAL BALLOT FORM**(To be returned to the Company)****(For Physical voting only)****Sr. No**

1. Name (s) of Shareholder (s)
(Including joint holder(s), if any) :

2. Registered Address of the sole/First named
Shareholder:

3. Folio No./DP ID No./ Client ID No. :

4. Number of shares held:

5. I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated September 30, 2014 by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the Resolution below :

Sr. No	Resolution	No. of shares held	Please Tick (✓) in the appropriate box below	
			I assent to the Resolution (For)	I dissent from the resolution (Against)
1.	For Sale of Company's entire investment in SourceHOV through its US based wholly owned subsidiary HOVS LLC to affiliate/related parties of Promoters (Management and Administration) Rules, 2014 and Clause 49(VII) of the Listing Agreement entered with the Stock Exchanges, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013, approval of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a committee thereof) for the "sale of Company's entire investment" to an affiliate/related party as set out in the Explanatory Statement of the Notice." "RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts,			

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	matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if need to be changed, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution.”			
2.	For Sale of Company’s entire investment in SourceHOV through its US based wholly owned subsidiary HOVS LLC to other potential buyers “RESOLVED THAT pursuant to the provisions of Section 180 and Section 110 read with the Companies (Management and Administration) Rules, 2014 and Clause 49(VII) of the Listing Agreement entered with the Stock Exchanges, as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013, approval of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board” which expression shall also include a committee thereof) for the “sale of Company’s entire investment” to any other potential buyers as set out in the Explanatory Statement of the Notice.” “RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if need to be changed, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution.”			

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3.	For Merger of SourceHOV and BancTec "RESOLVED THAT the approval of the Company be and is hereby given for the Merger of SourceHOV and BancTec as set out in the Explanatory Statement of the Notice to the shareholders and that the Board of Directors of the Company (which shall include a Committee of Directors that may be constituted for this purpose) be and is hereby authorized to complete the Merger. "RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalising and executing necessary documents including agreements, deeds of assignment / conveyance and such other documents as may be necessary, or expedient in its own discretion including the power to delegate to give effect to the aforesaid Resolution in the best interest of the Company.			
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Place: _____

Date: _____

(Signature of the shareholder)

-----cut from here-----

E-voting facility particulars (to be retained by the shareholders)

EVEN (E-Voting Number)	User ID	Password/PIN

Note: Please read the Notes carefully before filing the Form

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INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form in all respects and send it to the Scrutiniser in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted.
2. The self addressed Business Reply Envelope bears the name of the Scrutiniser appointed by the Company and the address to which the Postal Ballot Form has to be dispatched back.
3. This Form should be completed and signed by sole /first named member. In case of joint holding, the Form may be completed and signed by the First named member and his absence by the next named member. The signature of the members on this Postal Ballot Form should be as per the specimen signatures registered with the Company or furnished by the National Securities Depository Limited/ Central Depository Services (India) Limited to the Company, in respect of share held in physical form or dematerialisation form, respectively.
4. In case of shares held by companies trust societies, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority together with attested specimen signatures of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of the Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature
5. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelopes as all such envelopes will reach directly to the Scrutinizer and if any extraneous papers is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
6. The votes should be cast either in favour of or against the Resolution by putting the tick mark in the column provided for assent or dissent. Postal ballot form (v) in both columns will render the form invalid. Incomplete, unsigned, incorrectly filled or bearing more than one (v) Postal ballot forms will be subject to rejection by the Scrutinizer.
7. The right of voting of by Postal Ballot shall be exercise only by members.
8. A member need not use all the votes nor needs to caste all the votes in the same way.
9. There will be only one Postal Ballot Form for every Folio DPID & Client ID irrespective of the number of Joint member(s). The photocopy of the Postal Ballot Form will not be considered valid.
10. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of working hours on November 3, 2014 Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on the date of the despatch of notice.
12. Votes will be considered invalid on the following grounds;
 - i) If the member's signature does not tally;
 - ii) If the members has marked all his shares both in favour and also against the Resolution;
 - iii) If the Ballot paper is unsigned;
 - iv) If the Ballot paper is filled in pencil or signed in pencil;



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- v) If the Ballot paper received in torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signatures could not be checked on one or more of the above grounds.

13. The Scrutiniser's decision on the validity of the Postal Ballot will be final.

14. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results and report of the Scrutiniser will also be hosted on the Company's website www.hovsltd.com and the results will thereafter be published in newspapers for the information of members

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HOV SERVICES LIMITED

CIN: L72200PN1989PLC014448

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

POSTAL BALLOT NOTICE

Notice is hereby given under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to the members of the HOV Services Limited (the "Company") that the Company is seeking approval/consent of its members by postal ballot (which include voting by electronic means) by way of Special Resolution for matter as set out in the Notice of postal ballot dated September 30, 2014.

As per Section 108 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is providing to its Shareholders the facility to cast their vote by electronic means on the resolutions set forth in the Postal Ballot Notice. The details as required pursuant to the provisions of the Companies Act, 2013 and Rules are given here under:

(i)	Date of completion of dispatch of Notice of Postal Ballot along with Explanatory Statement	Saturday; October 4, 2014
(ii)	Date and time of commencement of voting through electronic means	Sunday; October 5, 2014 at 10:00 A.M.
(iii)	Date and time of end of voting through electronic means and shall not be allowed beyond said date	Monday; November 3, 2014 at 5:00 P.M
(iv)	Date and time where Postal Ballot forms should reach the Scrutinizer and any Postal Ballot received from the members beyond the said date and time will not be valid and voting by post shall not be allowed beyond the said date and time	Monday; November 3, 2014 (up to 5:00 PM)

v) **Members, who have not received the said Postal Ballot Notice and Postal Ballot Form may also send request for a duplicate Postal Ballot Form.**

vi) Any grievance/s connected with voting by Postal Ballot including voting by electronic means can be addressed to Mrs. C Shobha Anand, Assistant General Manager, KARVY, Email id: evoting@karvy.com; Telephone No. 040-44655000 & 18003454001 (toll free).

vii) The Company is also providing facility for voting through electronic mode (e-voting) through KARVY Computershare e-Voting platform. The procedure of e-Voting is given in the Notes to the Notice of Postal Ballot. In case of any queries/grievances connected with electronic voting, Shareholder/s may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for Shareholders available at the download section of <https://evoting.karvy.com> or contact: Mrs. C Shobha Anand, Assistant General Manager, KARVY, Email id: evoting@karvy.com; Telephone No. 040-44655000 & 18003454001 (toll free).

The Board of Directors of the Company have appointed Shri S. Anand SS Rao, the Practicing Company Secretaries, as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.

The Company has sent the Notice of Postal Ballot to all the members whose names appear in the Register of Members of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on September 19, 2014. Such Members may exercise their voting electronically as per procedure given in the notes to the Notice. In case any Member/s does not / do not wish to avail the e-voting facility organized through KARVY, such Member may send a request for obtaining the said Notice and physical Postal Ballot Form from the Company by sending a request to the Company at the corporate office address or through e-mail investor.relations@hovsltd.com. On receipt of such request the Registrar and Share Transfer Agent/the Company will dispatch the physical Postal Ballot Form to the Member at his as registered with us / as provided in the request letter.

The Notice of the Postal Ballot along with the explanatory statement and Postal Ballot Form is also displayed on the website of the Company and can be downloaded from <http://www.hovsltd.com/Notice of Postal Ballot dated Sept 30 2014.pdf> and <http://www.hovsltd.com/Postal Ballot Form.pdf> and on the website of the KARVY.

Pune
October 4, 2014

CERTIFIED TRUE COPY



By order of the Board
HOV Services Limited
Sd/-
Sunil Rajadhyaksha
Chairman & Executive Director