

Surevin BPO Services Ltd.

Plot No.40, Mandakini Housing Society,
Behind Reliance Fresh, Kolar Road, Bhopal - 462 042
Phone : +91 755 4278897 E-mail : info@surevin.com
CIN : L74999MP2007PLC019623
www.surevin.com



SBS/CS/2019/089

Date: 06th September, 2019

To,
The Manager,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400051

Symbol: SUREVIN

Sub: - Notice of 12th Annual General Meeting.

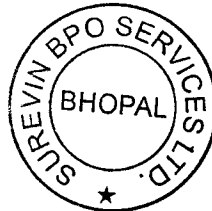
Dear Sir/Madam,

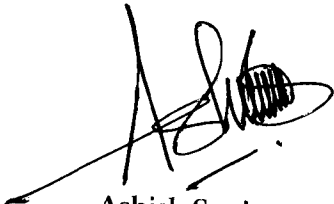
Pursuant to Regulation 30(6) of the SEBI (LODR) Regulations, 2015, we are enclosing herewith Notice of the 12th Annual General Meeting of the company to be held on Monday, the 30th Day of September, 2019 at the Registered Office of the Company Situated at 40 Mandakini Housing Society, Behind Reliance Fresh, Kolar Road Bhopal (M.P.) 462036, at 11:00 A.M.

Kindly take the same on your records.

Thanking you,
Yours faithfully,

For Surevin BPO Services Limited




Ashish Soni
Company Secretary & Compliance Officer

Encl: As above

NOTICE OF 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of the members of **SUREVIN BPO SERVICES LIMITED** will be held on Monday, the 30th Day of September, 2019 at the Registered Office of the Company Situated at 40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal, (M.P.)-462036, at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Standalone and Consolidated Financial Statements and the Reports of the Board of Directors and Auditor's thereon;

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.

Item No. 02: Appointment of Director in place of Director who retires by Rotation;

To appoint a Director in place of Mrs. Sonika Gupta (DIN: 01527904), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

Item No. 03: Appointment of Mr. Vipin Mittal (DIN: 08298530) as Independent Director (Non Executive) of the Company;

To consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions/rules, if any, of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof, for the time being in force, Mr. Vipin Mittal (DIN: 08298530) who was appointed as an Additional Director (Non Executive & Independent) by the board in accordance with the provision of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member u/s 160 of the Companies Act, 2013 proposing his candidature for appointment as Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 31st July, 2019, and whose office shall not be liable to retire by rotation."

Place: Bhopal

Dated: 06/09/2019

By the order of the Board

Ashish Soni

(PAN: HCOPS6623A)

Company Secretary & Compliance Officer

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
2. Brief details of the directors, who are being appointed / re-appointed, are annexed hereto as per requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Secretarial Standards.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the company, at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
5. Corporate members intending to send their authorised representative(s) to attend the Meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The requirement to place the matter relating to ratification of appointment of Auditors by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s. Sandeep Mukherjee & Associates, Chartered Accountants, (FRN: 009942-C) statutory Auditors, who were appointed in the 10th Annual General Meeting, held on June 15, 2017 to hold office till the conclusion of the 13th Annual General Meeting.
7. 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.

8. The Register of members and the Share Transfer Books of the Company will remain closed from Tuesday, 24th day of September, 2019 to Monday, 30th day of September, 2019 (both days inclusive) for the purpose of this Meeting.
9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the RTA/Depositories as on 23rd September, 2019 only shall be entitled to vote at the AGM.
10. Members may also note that the Copy of Annual Report for the financial year ended 31st March 2019 will be available on the Company's website www.surevin.com under the investor section.
11. In pursuance of the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice; however, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of the Meeting.
12. Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of the meeting to enable the management to keep the information ready.
13. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode (if any) are requested to advise any change in their address or bank mandates to the Company.
14. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
15. Members who still hold share in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
17. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. 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 at the Meeting.
18. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and

Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

19. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), e-mail address, etc and the Securities and Exchange Board of India ("**SEBI**") has also mandated the submission of PAN by every participant in the market. Members holding shares in electronic form are therefore requested to submit their PAN & e-mail address details to their Depository Participants with whom they are maintaining their De-mat accounts. Members holding shares in physical form (if any) are requested to submit their PAN & e-mail address to the Company / RTA.
20. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
21. The Company's Registrar and Transfer Agents (RTA) is SHAREX DYNAMIC (INDIA) PVT. LTD., C-101, 247 Park L.B.S Marg, Vikhroli, West Mumbai (MH) 400083.

Place: Bhopal

Dated: 06/09/2019

By the order of the Board

Ashish Soni

(PAN: HCOPS6623A)

Company Secretary & Compliance Officer

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 03:

Mr. Vipin Mittal (DIN: 08298530) was appointed as an Additional Director (Non Executive & Independent) by the board in accordance with the provision of section 161 of the companies act 2013, to hold office for a term of five (5) consecutive years commencing from 31st July, 2019 and the Company has received a notice in writing from a Member u/s 160 of the Companies Act, 2013, proposing candidature of Mr. Vipin Mittal (DIN: 08298530) for appointment as Independent Director of the Company.

Company has also received from Mr. Vipin Mittal (DIN: 08298530): (i) consent in writing in Form DIR-2 in term of provisions of Section 152(2) of the Companies Act 2013, to act as Director; (ii) an intimation in Form DIR-8 in terms of provisions of Section 164(2) of the Companies Act 2013, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and (iii) declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act 2013.

Mr. Vipin Mittal (DIN: 08298530) is B.E. in Industrial Engineering from Nagpur University and having 25 years of experience in Industries-engineering, automobile, exploration & production (upstream oil & Gas). In the opinion of the Board of Directors, Mr. Vipin Mittal (DIN: 08298530) fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as Independent Director and is independent of the Management. The Board Considers that his appointment would be in the interest of the company and it is desirable to avail services of Mr. Vipin Mittal (DIN: 08298530) as an Independent Director and in terms of provisions of Section 150, 152(2) read with Schedule IV of the Companies Act, 2013, approval of members is required for appointment of Mr. Vipin Mittal (DIN: 08298530) as Independent Director of the company. Accordingly the Board recommends passing of Resolution as set out in Item No. 03, as an Ordinary Resolution.

Except Mr. Vipin Mittal (DIN: 08298530), None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution. The Directors may be considered interested to the extent of their shareholding in the company.

Place: Bhopal

Dated: 06/09/2019

By the order of the Board

Ashish Soni

(PAN: HCOPS6623A)

Company Secretary & Compliance Officer

1. Relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, in respect of directors seeking appointment/ reappointment as director under Resolution No. 2 and 3, is as under:

Name of the Director	Mrs. Sonika Gupta (DIN: 01527904)	Mr. Vipin Mittal (DIN: 08298530)
Date of Birth	01/02/1978	20/09/1973
Age	41 years approx.	45 years approx.
Qualification	B.Com from University of Bundelkhand	B.E. in Industrial Engineering from Nagpur University
Expertise in Functional Areas	Administration & Management	Rich experience in Risk Assessments, Participation in Competitive Tendering, Acquisition of Materials & services, Contract Administration, etc
Experience	Experience of more than 11 years of the similar field/business in which the Company is engaged	He possesses 25 years' exposure to various Industries- engineering, automobile, exploration & production (upstream oil & Gas), and Construction (Top EPC Contractor in the Middle East) – responsible/ overseen various Commercial aspects of the business cycle Including formulation and execution of Joint Venture Agreements, Risk Assessments, Participation in Competitive Tendering, Acquisition of Materials & services, Contract Administration, etc.
Terms and Conditions of Appointment / Re- appointment	Not Applicable	He is proposed to be appointed for a term of 5 (Five) years commencing from July 31, 2019 to July 30, 2024 and he shall not be liable to retire by rotation.
Remuneration sought to be paid	Rs. 29,40,000/- per annum	He shall be entitled to sitting fees as decided by the Board of Directors from time to time.
Remuneration last drawn	Rs. 29,40,000/- per annum	Not Applicable

Date of first appointment on the Board	18/06/2007 (Since Incorporation)		July 31, 2019	
Shareholding in the Company	11,31,900 Equity Shares of Rs. 10/- each		NIL	
Relationship with other Directors, Managers and other key Managerial Personnel of the Company	As per Section 2(77) of the Companies Act, 2013, Mrs. Sonika Gupta (DIN: 01527904) is relative of Directors i.e. Wife of Mr. Abhishek Gupta (DIN: 01260263), and Daughter-in-Law of Mr. Sita Ram Gupta (DIN: 07620362).		Not related to any Director, Manager or other Key Managerial Personnel of the Company.	
No. of Meetings of the Board attended during the year.	07		Mr. Vipin Mittal was appointed by the Board of Directors in its meeting dated July 31, 2019; therefore no meetings were attended by him during the year.	
List of other Companies in which Directorships held	1. Surevin Info Software Private Limited 2. Surevin Technologies Private Limited		NA	
List of Membership / Chairmanship in Committees of the Board of the Company	Chairmanship	Membership	Chairmanship	Membership
	Nil	Stakeholders Relationship Committee	Nil	Nil
List of Membership / Chairmanship in Committees of the Board of Other Companies	Chairmanship	Membership	Chairmanship	Membership
	Nil	Nil	Nil	Nil
Shareholding of Non-executive Directors of the Company				
	Sr. No.	Name of Non-Executive Director	No. of Shares Held	
	1.	Mr. Sita Ram Gupta (DIN: 07620362)	3,31,100	

CIN: L74999MP2007PLC019623

SUREVIN BPO SERVICES LIMITED

40 Mandakini Housing Society, Behind Reliance Fresh, Kolar Road Bhopal (M.P.) 462036

ATTENDANCE SLIP

(To be presented at the entrance)

12th Annual General Meeting, Date 30th September, 2019

Folio No. / DP ID No. / Client ID No.:	
Name of First named Member/ Proxy/ Authorised Representative:	
Name of Joint Member(s), if any:	
No. of Shares held:	

I/We certify that I/We am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the 12th Annual General Meeting of the Company being held on Monday, the 30th day of September, 2019 at 11:00 AM at the Registered Office of the Company Situated at 40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal (M.P.) 462036.

Signature of First holder/ Proxy/ Authorised Representative:

Signature of 1st Joint Holder:

Signature of 2nd Joint Holder:

Notes:

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Only Member(s)/ Proxyholder will be allowed to attend the Meeting.

CIN: L74999MP2007PLC019623

SUREVIN BPO SERVICES LIMITED

40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal (M.P.) 462036

Form No. MGT-11

PROXY FORM

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

CIN: L74999MP2007PLC019623

Name of the Company: **SUREVIN BPO SERVICES LIMITED**

Registered office: **40, MANDAKINI HOUSING SOCIETY, BEHIND RELIANCE FRESH, KOLAR ROAD, BHOPAL (MP) - 462036**

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member(s) holding 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:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company, to be held on Monday, the 30th day of September, 2019 at 11:00 A.M. at the registered office of the Company at 40, Mandakini Housing Society, Behind Reliance Fresh, Kolar Road, Bhopal, (M.P.)- 462036 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Ordinary Business:

Item No. 01: Adoption of Audited Standalone and Consolidated Financial Statements and the Reports of the Board of Directors and Auditor's thereon;

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.

Item No. 02: Appointment of Director in place of Director who retires by Rotation;

To appoint a Director in place of Mrs. Sonika Gupta (DIN: 01527904), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

Item No. 03: Appointment of Mr. Vipin Mittal (DIN: 08298530) as Independent Director (Non Executive) of the Company;

Signed this day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map of Venue of Annual General Meeting (Registered Office)

