

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of Inventure Growth & Securities Limited will be held on Thursday, 25th September 2014 at 4th Floor, Sterling Banquet Hall, Station Road, Goregaon West, Mumbai

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Profit & Loss for the financial year ended March 31, 2014 and the Balance Sheet as on that date and the Report of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Harilal B. Rita (holding Din No: 02750900) who retires by rotation and being eligible offers himself for re-appointment
3. To appoint a Director in place of Mr. Virendra D. Singh (holding Din No; 00656302) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013, and the Rules made there under, (including any amendment thereto or re-enactment thereof), M/s PHD & Associates Chartered Accountant(Registration No: 111236W), Mumbai, be and are hereby appointed as the Statutory Auditors of the Company to hold office from conclusion of the this Meeting till the conclusion of the Next Annual General Meeting of the Company, subject to ratification by the members annually, at a remuneration as may be decided by the Board of Directors".

Special Business:

5. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

The Board discussed regarding Re-appointment of Mr. Nagji K. Rita (holding DIN No: 00117052) as the Managing Director of the company. His term of office expires on 31st March 2014. During the tenure of Mr. Nagji K. Rita as the Managing Director, the Company has made

progress in all spheres. It was suggested that he be re-appointed as the Managing Director for a further period of One year commencing from 1st April 2014 to 31st March 2015. The Board agreed with the proposal of re-appointment and remuneration payable to the Managing Director subject to such approvals as may be necessary under the Companies Act, 2013 and passed the following resolution.





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“RESOLVED THAT subject to the provisions of Section 196, 197, 203, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (corresponding to Sections 198, 269, 309 and any other applicable provisions of Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) and subject to the approval of the Central Government and further subject to the approval of the Reserve Bank of India, if required, the consent of the Company is hereby accorded for the re-appointment of Mr. Nagji K. Rita (DIN 00117052) as the Managing Director for a period of one year commencing from 1st April, 2014 to 31st March, 2015 with a liberty to the Board of Directors to alter and vary the terms of appointment and remuneration package so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII of the Companies Act, 1956) as may be agreed between the Board of Directors and Mr. Nagji K. Rita.

“RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Nagji K. Rita, Managing Director of the Company a Company has no profits or the profits are inadequate it may pay remuneration to the Managing Director by way of salary, dearness allowances, perquisites and other allowances as detailed above.”

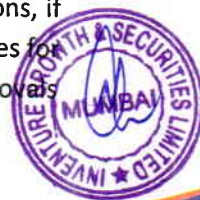
“RESOLVED FURTHER THAT the Board, may subject to the requisite approvals, if required of the Central Government, increase, augment, vary and modify the remuneration payable and the benefits and amenities provided to Mr. Nagji K. Rita including the monetary value thereof upto the limits prescribed in that behalf under or pursuant to the Companies Act, 2013 or any statutory amendment, modification or re-enactment thereof from time to time in force and/or the Guidelines for managerial remuneration issued by the Central Government from time to time, from the date of the statutory amendment, modification, re-enactment and/or the guidelines coming into force”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps as may be necessary to give effect to this resolution.”

6. To consider and if thought fit to pass, with or without modification, the following resolution as an Special Resolution:

The Board discussed regarding appointment of Mr. Kamlesh Limbachiya (holding Din No: 02774663) as Whole-Time Director of the company with effect from 1st April 2014 for a period of Three Years It was suggested that as per Article 133 of Articles of Association of the company, he be appointed as Whole-Time Director for a period of Three years w.e.f. 1st April 2014. The Board agreed with the proposal of appointment of Mr. Kamlesh Limbachiya and remuneration payable to the Whole Time Director subject to such approvals as may be necessary under the Companies Act, 2013 and passed the following resolution:

“RESOLVED THAT subject to the provisions of sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Section II of Part II of schedule V thereto and all guidelines for managerial remuneration issued by the Central Government from time to time and such other approvals



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as may be necessary, approval of the Board be and is hereby accorded to the Appointment of Mr. Kamlesh Limbachiya as Whole-time Director for a period of Three years commencing from 1st April 2014 to 31st March 2017 and on such remuneration as may be decided in consultation with Mr. Kamlesh Limbachiya provided that the remuneration including the perquisite and other terms of appointment shall not be inconsistent with the terms specified herein below and shall not exceed the overall limits specified hereunder and subject to the approval of members in ensuing general meeting of the Company:

1) Salary, allowances and perquisites not exceeding Rs. 2,00,000 (Rupees Two Lacs only) per month with an authority to the Board to increase the same from time to time in accordance with the limits specified in Part II of Schedule V of the Companies Act, 2013, as amended from time to time.

2) Mr. Kamlesh Limbachiya shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration as specified above:

(a) Contribution to provident fund, super annuation fund or annuity fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.

(b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

(c) Encashment of leave at the end of the tenure

3) Other benefits and perquisites:

a) Housing:

The expenditure to the Company on hiring furnished accommodation shall not exceed 60% of the salary. In case the Managing Director is provided accommodations owned by the Company, he will pay 10% of his salary towards house rent.

b) Gas, Electricity, Water and Furnishings:

Besides housing benefits referred to above, the expenditure on gas, electricity, water, and furnishing will be borne by the Company and the market value will be evaluated as per Income Tax Rules, 1962

c) Medical Reimbursement:

Medical expenses incurred by the appointee on self, spouse and dependent children will be reimbursed to him subject to a ceiling of one month's salary in a year or three month's salary over a period of three years

d) Club Fees:

Fees of two clubs subject to a maximum of two clubs excluding admission and life membership fees

e) Leave with full pay and allowances shall be allowed as per the Company's policy

f) Leave Travel Concession:

For self and family once a year in accordance with the rules of the Company

g) Personal Accident Insurance:

Personal accident insurance cover shall be payable as per rules of the Company



Car with Driver:

The Whole Time Director will be provided with a car with driver for use on Company's business. Use of car for private purpose, if any will be billed by the Company. The provision of car for official use and telephone at residence will not be considered as perquisite

h) Telephone:

Free telephone(s) at his residence; Personal long distance calls will be billed to the managing director

i) The Company shall reimburse actual entertainment and traveling expenses incurred by the Whole Time Director in connection with the Company's business.

4) As Whole Time Director, he is not entitled to any sitting fees for attending any meetings of Board of Directors or committee thereof.

5) The remuneration including perquisites stated above shall be subject to and within the overall limits for managerial remuneration in Section II of Part II of Schedule V of the Companies Act, 2013 read with section 196, 197 of the said Act.

6) The nature of appointment shall be contractual, terminable by either party giving notice of three months.

Minimum Remuneration:

"RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Kamlesh Limbachiya, Whole Time Director of the Company a Company has no profits or the profits are inadequate it may pay remuneration to the Whole Time Director by way of salary, dearness allowances, perquisites and other allowances as detailed above."

7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Bharat Popatlal Shah (holding DIN: 02360505), who was appointed by the Board of Directors as an Additional Director under the provisions of Section 161 of the Companies Act, 2013 with effect from 28th May, 2014 and holds office up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member under the provisions of section 160 of the Companies Act, 1956, proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company to hold office for Five consecutive years for a term up to AGM in the year 2019."



8. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ajay Khera(holding DIN: 00695146), Director of the Company, whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. up to AGM in the year 2019".

9. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Deepak M. Vaishnav (holding DIN: 02889935), Director of the Company, whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to AGM in the year 2019".

10. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Dilip C. Shah (holding DIN: 05202642), Director of the Company, whose period of office was liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to AGM in the year 2019".

11. To alter other object under Clause III B of the Memorandum of Association of the Company in conformity with the Companies Act 2013 and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

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





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"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act"), read with relevant provisions of Listing Agreement (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, and subject to the necessary approvals, required if any, in this regard from appropriate authorities, consent of the Members of the Company be and is hereby accorded for Amendment of the existing Clause III B (Objects incidental or ancillary to the attainment of the main objects) of the Memorandum of Association of the Company in the following manner:

I. by insertion of the following new sub-clause (67) after the existing sub-clause (66) of Clause III (B) of Memorandum of Association of the Company:

(67) To provide technical services such as Website Maintenance LMS (Lead Management System), CMS (Content Management System), Online Trading, App Development, M-site Development, Mass Mailing, Client Support, Designing, Printing etc.

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall also include its duly authorised Committee or Individual Directors) be and is hereby authorised to accept such terms and condition(s), alteration(s), suggestion(s), stipulation(s), amendment(s) and modification(s) as maybe required by the Registrar of Companies or such other statutory and regulatory authorities in this regard."

"RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company."

"RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded pursuant to the provisions of Companies Act, 2013, for commencing and carrying on all or any of the new business(es) and activities as included in the Object Clause of the Company as amended above, at such time or times as the Board may in its absolute discretion deems fit.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the company, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interests of the Company and its shareholders."

12.To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory



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modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

For Inventure Growth & Securities Limited

Shri. Nagji K. Rita
Chairman & Managing Director



Place: Mumbai

Date 14.08.2014

Registered office:

201, 2nd Floor, Viraj Tower, Near Landmark,
Western Express Highway, Andheri (E),
Mumbai-400069

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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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME FOR COMMENCEMENT OF THE MEETING. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in 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 member.
2. The statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. The relevant details of Directors seeking re-appointment under item no. 5 and appointment under items nos. 6, 7, 8, 9 and 10 above as required under clause 49 of the Listing agreement entered into with the Stock Exchanges is annexed hereto.
4. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience at the Annual General Meeting. Copy of the Notice as well as the Attendance Slip shall be made available to members at the meeting venue who have opted to receive the Annual Report in Electronic Form.
5. Electronic copy of the Notice of the 19th Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 19th Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
6. Voting through electronic means
In compliance with Clause 35B of the Listing Agreement, provisions of section 108 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically on all resolutions set forth in this Notice.
In case of members receiving e-mail:



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Log on to the e-voting website www.evotingindia.com

- i) Click on "Shareholders" tab.
- ii) Now, select the Electronic Voting Sequence Number –"EVSN" along with "INVENTURE GROWTH AND SECURITIES LIMITED" from the drop down menu and click on "SUBMIT"
- iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. In case you have forgotten your password then enter the User ID and the image verification code as displayed on the screen and click on Forgot Password & enter the details as prompted by the system

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

After entering these details appropriately, click on "SUBMIT" tab.

- vi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- viii) Click on the EVSN for "INVENTURE GROWTH AND SECURITIES LIMITED".





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- ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login

details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on **Monday, 15th September 2014, at 10.00 a.m.** and ends on **Wednesday, 17th September 2014 at 6.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, 22nd August 2014** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

By Order of the Board of Directors
For Inventure Growth & Securities Limited


Shri Nagji K. Rita
Chairman & Managing Director

Place: Mumbai
Date 14.08.2014



Registered office:
201, 2nd Floor, Viraj Tower, Near Landmark,
Western Express Highway, Andheri (E),
Mumbai-400069

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 5

Mr. Nagji K. Rita (holding DIN No: 00117052) Managing Director of the company. His term of office expires on 31st March 2014. During the tenure of Mr. Nagji K. Rita as the Managing Director, the Company has made progress in all spheres. It was suggested that he be re-appointed as the Managing Director for a further period of One year commencing from 1st April 2014 to 31st March 2015

Mr. Nagji K. Rita, 61 years, is the Chairman and Managing Director of our Company. He is one of our founder members and has been with our Company, in the capacity of a Director since incorporation. He is a Bachelor of Commerce from the University of Mumbai. He started his career by managing a grocery store. His experience includes running and managing a departmental store of custom notified consumer durable goods by the name Oswal Consumer Co-operative Society from the year 1982 to 1990.

In the year 1991 he joined Mr. Arvind M. Shah, a member of BSE, as a sub-broker and trader. Capitalizing on his experience and knowledge gained as a sub-broker he incorporated our Company in the year 1995. He has been involved in the capital markets for approximately twenty years and has also held the post of director of the Governing Board of the Bombay Stock Exchange Limited from 2004 to 2006.

He has been:

- Awarded the 'Stock Market Award' on behalf of the Company by Bruhad Mumbai Gujarati Samaj for his exceptional achievement in the field of Stock Market in the year 2009;
- Felicitated by Commissioner of Police for supporting the Mumbai Police in maintaining peace, order, communal harmony and unity in the year 2008;
- Awarded 'Sanman Patra' by Sanskar Sarjan Education Trust in the year 2004;
- Awarded 'Best Corporate Services Award' by Kutch Shakti in the year 2004 for his exceptional achievements in the field of Corporate Services;
- Awarded Gujarat's Gaurav Award by Divya Bhaskar in the year 2010; and
- Awarded 'Swarnim Maharashtra Award – 2011' by Bruhad Mumbai Gujarat Samaj in the year 2011.
- Awarded 'Vyapar Ratna Puraskar-2012' in the year 2012 by Rashtravadi Congress Party Vyapar Udhog Vibhag

Further he is involved with several non-governmental organizations for the promotion of social and humanitarian activities

ITEM NO. 6

Shri Kamlesh S. Limbachiya is a Non Executive Director of the Company with effect from February 2014 and appointed as Whole time Director with effect from 1st April 2014. He is Commerce Graduate and started his career in the year 1993. He has 20yrs of experience in Readymade Garments business including 10 years of experience in construction business. He works as a Partner in M/S Shri Paridhan Traders and as a Director in Keshvi Developers Private Limited



ITEM NO. 7

Mr. Bharat Popatlal Shah is designated as a Independent Director in our company. He is qualified as a B.com from Mumbai University & Chartered Accountants from ICAI. His work experience is more than 30 years & currently he is director in Plastison Blow Private Limited & Proprietor of Bharat P. Shah & Co. further he is Managerial Committee Member of the the following:

1. Sanskardham Kelavani Mandal
2. Goregaon Education Society – Goregaon
3. JITO Goregaon Chapter - Mumbai

ITEM NO.8

Mr. Ajay Khera, 59 years, is the Non executive and Independent Director of our Company. His qualifications include:-

- M.sc (Hons.) in Bio Chemistry;
- Diploma in International Marketing;
- Diploma in Industrial Purchasing and Materials Management;
- Advance diploma in German language;
- Fellow of Chartered Institute of Logistics and Transport;
- Member of Institute of Materials Management, United Kingdom.

He has around 30 years of experience in warehousing and logistics. He stands credited with outstanding services and contributions towards the growth of hi-tech Jawaharlal Nehru Port, by the Jawaharlal Nehru Port Trust and stands conferred with JPI's Rajiv Gandhi Memorial Shipping Performance Award – 1996 for special services for outstanding contribution for promoting of shipping trade at JNPT, Navi Mumbai.

Mr. Ajay Khera retires by rotation at the ensuing Annual General Meeting. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Ajay Khera becomes eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years.

In the opinion of the Board, Mr. Ajay Khera fulfills the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Ajay Khera as an Independent Director for the approval of the Shareholders.

Except Mr. Ajay Khera, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution.

ITEM NO. 9

Mr. Deepak M. Vaishnav, 50 years, is the Non Executive and Independent Director of our Company. He is a Chartered Accountant by profession. He has a vast experience of 20 years in the fields of business





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process re-engineering, computerisation of processes, ERP evaluation, implementation and post production support, ERP due diligence, providing functional, technical and strategic support to various teams working on various projects in diverse industries like stock exchange, finance, real estate, telecommunication, banking, government financials, IT consulting, insurance and investments, process manufacturing, retail etc. at different locations in India and abroad.

He represents Tata Consultancy Services at various academic premium institutions like S.P. Jain Management & Research Institute, D. J. Sanghavi College of Engineering, Swami Vivekanand College etc. for faculty trainings, addressing students to prepare under testing times etc. He has conducted various trainings programmes on project management, Oracle applications and finance for variety of audiences across Tata Consultancy Services' offices.

Mr. Deepak M. Vaishnav retires by rotation at the ensuing Annual General Meeting. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Deepak M. Vaishnav becomes eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years.

In the opinion of the Board, Mr. Deepak M. Vaishnav fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Deepak M. Vaishnav as an Independent Director for the approval of the Shareholders.

Except Mr. Deepak M. Vaishnav, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution.

ITEM NO.10

Mr. Dilip C. Shah, 40 Years, is the Non Executive and Independent Director of our Company, since February 2012. He is a Graduate and started his career in Real Estate Sector in 1998. He has over 13 years of experience in real estate sector, including 10 years of experience in the stock markets. At present he is a partner in Oswal Enterprises, a Partnership Firm.

Mr. Dilip C. Shah retires by rotation at the ensuing Annual General Meeting. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Dilip C. Shah becomes eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years.

In the opinion of the Board, Mr. Dilip C. Shah fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Dilip C. Shah as an Independent Director for the approval of the Shareholders.



CIN : L65990MH1995PLC089838

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Except Mr. Dilip C. Shah, being the appointee, none of the Directors and Key Managerial Personnel of Company and their relatives is concerned or interested in the Resolution

ITEM NO. 11

The Memorandum of the company was drafted in the year 1995. The Principal Object includes activity under clause under 1A as set out in the Object Clause of the Memorandum.

With a view to diversify / Add in to its business portfolio, it is proposed to amend the Memorandum of Association to give power to carry on the activity of IT services as set out in the Special Resolution. The proposed amendments to the Object Clause would enable the Company to undertake such activities in future. Your Directors, therefore, recommend the resolution for your approval. None of the Directors or Key Managerial Persons or their relatives are deemed concerned or interested in the aforesaid resolution.

ITEM NO.12

The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

The Companies Act, 2013 is now largely in force. On 12 September, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The Board of Directors of your Company recommends the Resolution as set out in Item No. 11 of the accompanying Notice for the approval of members of the



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