



**HINDUJA TECH LIMITED**

(formerly known as Defiance Technologies Limited)

Corporate Identity Number: U72400TN2009PLC072067

e-mail: info@hindujatech.com website: www.hindujatech.com

Regd. Office: SKCL-Triton Square, C3-C7 TVK Industrial Estate, Guindy, Chennai - 600 032.

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**NOTICE TO SHAREHOLDERS**

**NOTICE** is hereby given that the 7<sup>th</sup> Annual General Meeting (AGM) of Hinduja Tech Limited (formerly Defiance Technologies Limited) will be held on Tuesday, September 6, 2016 at 04.50 p.m at No 1, Sardar Patel Road, Guindy, Chennai: 600 032 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the Audited financial statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and Auditor thereon.
  - b. the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2016 and Reports of Auditor thereon.
2. To appoint a Director in the place of Mr. Dheeraj G Hinduja (DIN: 00133410) who retires by rotation in terms of Article 143 of the Articles of Association of the Company and who, being eligible, offers himself for re-appointment.
3. To ratify the appointment of Messrs. M. S. Krishnaswami & Rajan, Chartered Accountants, as Auditor and fix their remuneration. In this connection, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED** that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the appointment of Messrs. M. S. Krishnaswami & Rajan, Chartered Accountants, Chennai, (Registration No:- 01554S), as Auditor of the Company for a term of three years i.e. till the conclusion of the 9<sup>th</sup> Annual General Meeting to be held in the year 2018, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of

this Annual General Meeting till the conclusion of 8<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017, and that the Board of Directors be and are hereby authorised to fix such remuneration as may be agreed upon between the auditors and the Board of Directors.

**SPECIAL BUSINESS:**

**4. Appointment of Mr. Aditya Sapru (DIN: 00501437) as an Independent Director:**

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

**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013, Mr. Aditya Sapru (DIN: 00501437) who was appointed as an Additional Director of the Company on September 3, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years upto September 2, 2020.

**5. Appointment of Mr. Venkatesh Natarajan (DIN:-07471917) as a Director:**

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

**RESOLVED** that, pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Venkatesh Natarajan (DIN: 07471917), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 29, 2016 and who holds office until the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Director of the Company liable to retire by rotation.

**6. Appointment of Mr. Celso Yoshiyuki Guiotoko (DIN:-03473054) as a Director:**

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

**RESOLVED** that, pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Celso Yoshiyuki Guiotoko (DIN: 03473054), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 29, 2016 and who holds office until the date of the Annual General

Meeting in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Director of the Company and whose office shall not be liable to retire by rotation.

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE INSTRUMENT OF PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A person can act as proxy on behalf of members' upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, 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 proxy for any other person or member.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No: 4**

Mr. Aditya Sapru was appointed as an additional Director at the Board Meeting held on September 3, 2015. Mr. Aditya Sapru is a Member of Audit Committee of the Company.

Mr. Aditya Sapru, aged 47 years holds a Masters in Business Administration from Santa Clara University, with a specialization in Finance and Operations research and Master of Science from Cornell University. Mr. Aditya Sapru is the Managing Director of Neumck Strategy & Advisory, a boutique strategy advisory firm based out of Bangalore, India.

The Board based on the experience/expertise declared by Mr. Aditya Sapru, is of the opinion that Mr. Aditya Sapru has the requisite qualification to act as an Independent Director of the Company.

In terms of Sections 149,150,152 and its related and applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, Mr. Aditya Sapru being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a term of 5 consecutive years upto September 2, 2020.

Any Member who wishes to propose the candidature of Mr. Aditya Sapru for the office of Director of the Company may do so in writing in not less than fourteen days before the date of Annual General Meeting along with the deposit of Rs 1,00,000/- (Rupees One lakh only) which shall be refunded to such Member if Mr. Aditya Sapru gets elected as a Director or gets more than twenty-five percent of total valid votes cast in favour of this resolution.

Mr. Aditya Sapru has given declaration under Section 149 (7) of the Companies Act, 2013 that he fulfills the conditions specified in Section 149 (6) of the Companies Act, 2013 read with Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Aditya Sapru as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members' at the Registered Office of the Company during normal business hours on any working day.

The Members' are further requested to note that Mr. Aditya Sapru has given declaration that he is not disqualified to become a Director under the Companies Act, 2013 and his consent to hold office as Director.

The Board deliberated and decided that owing to rich and varied experience, his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Aditya Sapru as an Independent Director. Accordingly, the Board recommends the resolution for the appointment of Mr. Aditya Sapru as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Aditya Sapru.

**Item No: 5**

Mr. Venkatesh Natarajan, was appointed as an additional Director at the Board Meeting held on March 29, 2016.

Mr. Venkatesh Natarajan, aged 53 years is a graduate of Mysore University, where he completed his BE in Mechanical Engineering, M. Tech in Maintenance Engineering, Master of Engineering in Management, Business Administration and PD Diploma in Computer Programming, Computer Software Engineering.

Mr. Venkatesh Natarajan is Vice President – IT and CIO of Ashok Leyland Group and he has been with the company for 16 years. He has multifaceted experience in the Manufacturing industry & in the field of Information Technology. He has worked in various capacities in the areas of Plant Maintenance, Production, Marketing and Information technology. He in his capacity as the CIO has been responsible for driving major business transformation in Ashok Leyland in the area of Business and Engineering IT applications. He has been instrumental in demonstrating the benefits of IT to the business by perfect alignment of IT strategy with business objectives. His area of expertise includes Business process re-engineering, process design & architecture, Business Intelligence & ERP implementation apart from IT management.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice from a member proposing the candidature of Mr. Venkatesh Natarajan for the directorship of the Company alongwith the requisite deposit amount.

Accordingly, the Board recommends the resolution for the appointment of Mr. Venkatesh Natarajan as Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relative is concerned or interested, financially or otherwise in this Resolution except Mr. Venkatesh Natarajan being appointee.

**Item No: 6**

Mr. Celso Yoshiyuki Guiotoko, was appointed as an additional Director at the Board Meeting held on March 29, 2016.

Mr. Celso Yoshiyuki Guiotoko, aged 57 years holds B.S in Civil Engineering and B.A in Accounting Science. He was awarded the CIO of the year by Japan Oracle Magazine; Japan Visionary award by Symantec; Best of CIO award by CIO Magazine; Information Technology award by Japan Institute of Information Technology and Innovation award by the Ministry of Economy, Trade and Industry.

Mr. Celso Yoshiyuki Guiotoko is the Alliance Global Vice President for the Renault-Nissan Alliance, Corporate Vice President, and Chief Information Officer of Global Corporate IS/IT. He leads a global organization of more than 3,000 professionals who support the business strategy for Renault, Nissan and the Renault-Nissan Alliance. His teams support Renault and Nissan mid-term plans under a common IT mid-term plan called VITESSE - inspired by the French term for speed, and an acronym for Values Innovation Technology, Simplification and Service Excellence. The framework provides the same processes, objectives and performance metrics to ensure both companies in the Alliance maintain a world-class IT organization.

Mr. Celso Yoshiyuki Guiotoko has more than 30 years of experience as an information technology leader and has a very hands-on approach to technical and technological matters. Celso has a multicultural background and boasts a truly intercontinental curriculum vitae, with previous positions in Brazil, the U.S. and Japan. He has joined Nissan in 2004 as chief information officer, following a series of roles in industries that spanned supply chain management, semiconductors, financial services and business and software consulting services. He was attracted to the opportunity to transform Nissan's IT organization and the complexity of the automotive industry was an equally irresistible challenge. He was appointed as the IS/IT managing director for Renault-Nissan in 2009 with a mandate to create and capitalize on synergies between both organizations.

Any Member who wishes to propose the candidature of Mr. Celso Yoshiyuki Guiotoko for the office of Director of the Company may do so in writing in not less than fourteen days before the date of Annual General Meeting along with the deposit of Rs 1,00,000/- (Rupees one lakh only) which shall be refunded to such Member if Mr. Celso Yoshiyuki Guiotoko gets elected as a Director or gets more than twenty-five percent of total valid votes cast in favour of this resolution.

Accordingly, the Board recommends the resolution for the appointment of Mr. Celso Yoshiyuki Guiotoko as Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relative is concerned or interested, financially or otherwise in this Resolution except Mr. Celso Yoshiyuki Guiotoko being appointee.

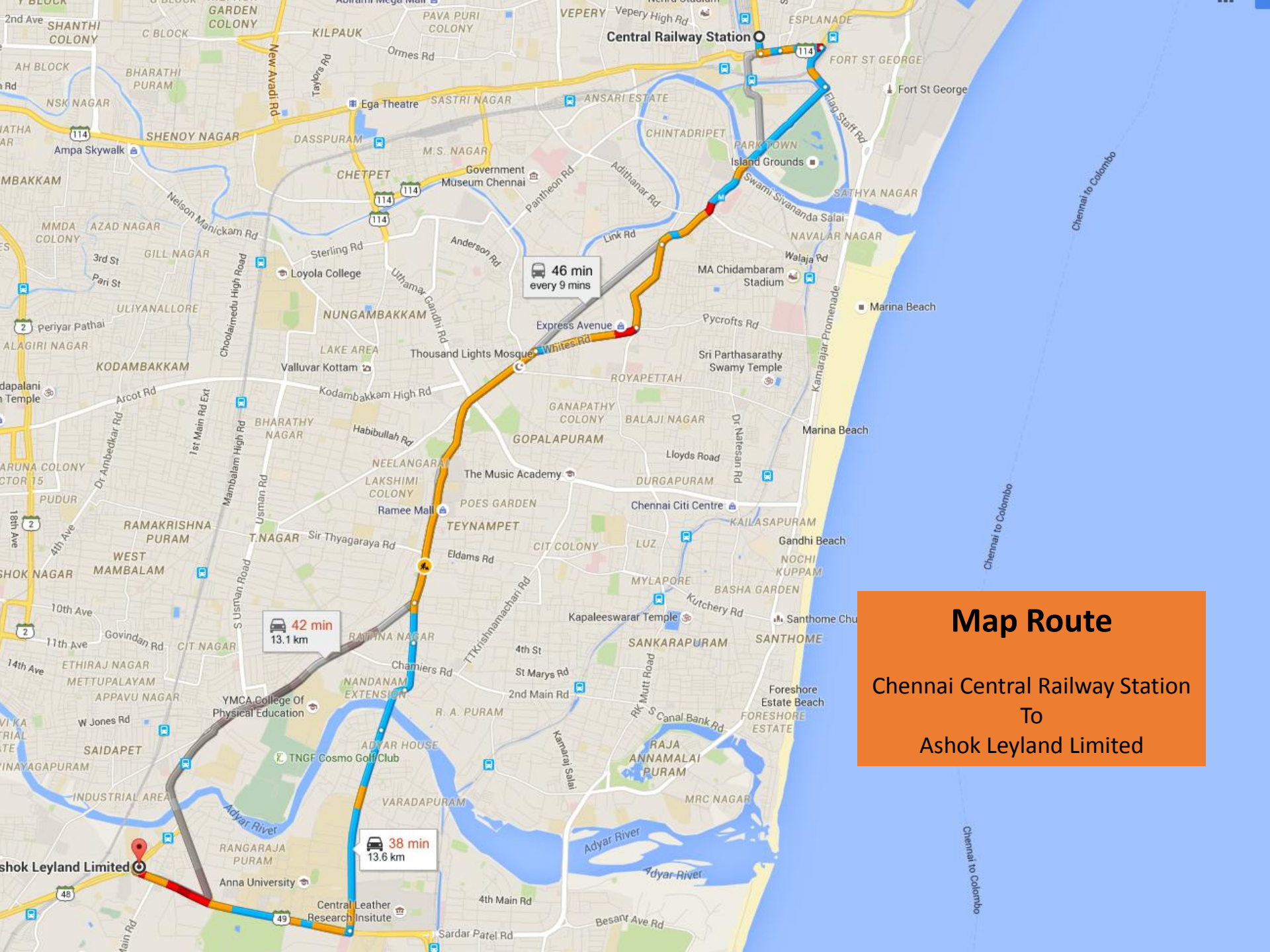
By order of the Board  
For Hinduja Tech Limited

Chennai  
May 10, 2016

Kani Premkumar  
Company Secretary

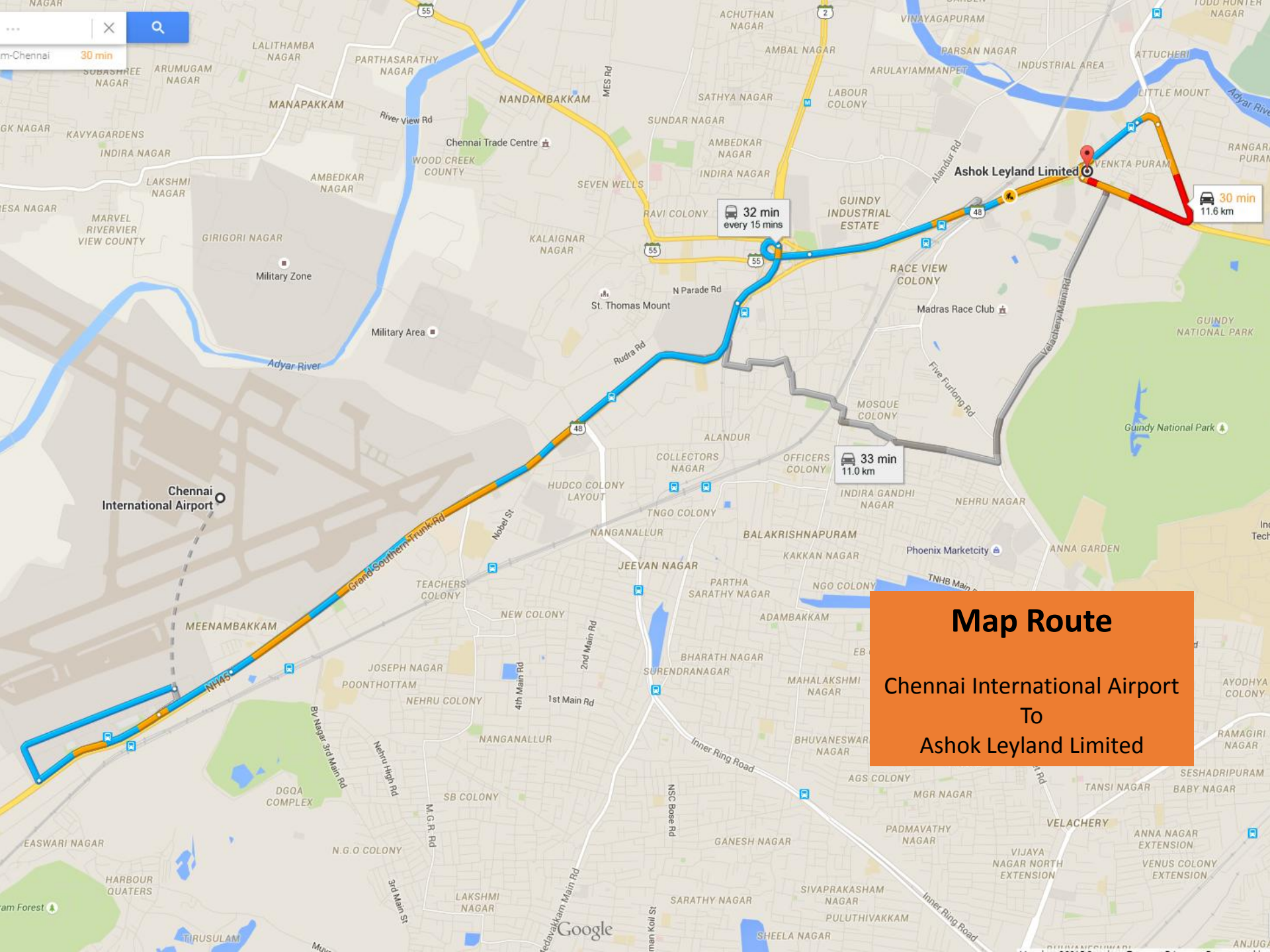
**Details as required under Secretarial Standards**

<b>S.No</b>	<b>Particulars</b>	<b>Mr. Aditya Sapru</b>	<b>Mr. Venkatesh Natarajan</b>	<b>Mr. Celso Guiotoko</b>
1	Terms and conditions of appointment	Detailed in the Letter of Appointment	As may be decided by Board from to time.	As may be decided by Board from to time.
2	Details of remuneration sought to be paid	Sitting fee for attending every meeting of the Board and Committees of Board.	Nil	Nil
3	Details of remuneration last drawn	Nil	Nil	Nil
4	Date of first appointment on the Board	September 3, 2015	March 29, 2016	March 29, 2016
5	Shareholding in the Company	Nil	Nil	Nil
6	Relationship with other Director/KMP	Not Applicable	Not Applicable	Not Applicable
7	Number of Meetings attended during the year	2 Board Meeting and 1 Audit Committee	1 Board Meeting	1 Board Meeting
8	List of Directorship held in other Companies	a. Neumck Strategy & Advisory Private Limited. b. Thinking Forks Consulting Private Limited.	Nil	Renault Nissan Information Services, Inc
9	Membership Chairmanship of committees of other Board	Nil	Nil	Nil
10	Justification for choosing the appointees in case of Independent Director	Provided in the explanatory statement under Item No.4.	Not Applicable	Not Applicable



**Map Route**  
Chennai Central Railway Station  
To  
Ashok Leyland Limited





# Map Route

Chennai International Airport  
To  
Ashok Leyland Limited

32 min  
every 15 mins  
11.6 km

33 min  
11.0 km

30 min  
11.6 km

Chennai 30 min