



**HINDUJA TECH 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.  
(Landmark: Near ITC Grand Chola) Tel: + 91 44 3023 1000 Fax: +91 44 3023 1330

---

**NOTICE TO SHAREHOLDERS**

**NOTICE** is hereby given that the 9<sup>th</sup> Annual General Meeting (AGM) of Hinduja Tech Limited will be held on Thursday, July 19, 2018 at 04.00 pm at No 1, Sardar Patel Road, Guindy, Chennai: 600 032 to transact the following businesses at shorter notice:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the Audited financial statements of the Company for the financial year ended March 31, 2018, 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, 2018 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 appoint Auditors 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, Messrs. M. S. Krishnaswami & Rajan, Chartered Accountants, Chennai, (Registration No:- 01554S), be and are hereby appointed as Statutory Auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the Tenth (10<sup>th</sup>) Annual General Meeting of the Company on such remuneration plus Goods and Service Tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as may be mutually agreed upon by the Board of Directors and the Auditors.

**SPECIAL BUSINESS:**

**4. Appointment of Mr. Sandip Neogi (DIN:- 08121050) 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. Sandip Neogi (DIN: 08121050), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 16, 2018 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.

**5. Appointment of Mr. Yogesh Wadhwa (DIN: - 08122586) 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. Yogesh Wadhwa (DIN: 08122586), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 16, 2018 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.

**6. Appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director:**

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special 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, Ms. Bhumika Batra (DIN: 03502004) who holds office of Independent Director of the Company until September 2, 2018 be and is hereby re-appointed for the second term as an Independent Director of the Company, not liable to retire by rotation for a term of 5 consecutive years with effect from September 3, 2018 upto September 2, 2023.

**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. **PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED IN THE ENCLOSED PROXY FORM 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. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the AGM. The documents are required to be sent to the Company Secretary at the Registered Office of the Company.
5. 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 AGM.
6. 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.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
8. Attendance Slip, Proxy Form and Route Map to the venue of the Meeting are provided at the end of the Notice of the Annual General Meeting.

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

### **Item No: 4**

The Nomination and Remuneration Committee at its meeting held on May 16, 2018 recommended the appointment of Mr. Sandip Neogi, as an Additional Director. Accordingly, the Board of Directors of the Company at its meeting held on May 16, 2018 accorded its consent to the appointment of Mr. Sandip Neogi as an Additional Director subject to approval of Members at the ensuing Annual General Meeting. In the opinion of the Board, Mr. Sandip Neogi fulfil the conditions of appointment specified the Companies Act, 2013 and rules made thereunder for the appointment as an Additional Director of the Company.

Mr. Sandip Neogi, aged 50 years is a chartered and cost accountant by profession. He is currently working as a Chief Financial Officer of Nissan Motor Corporation, India. His specialization is in the Pharmaceutical Sector, Automotive Sector etc and has 25 years of rich experience working with world class MNCs in diverse roles & responsibilities with many years into Finance Leadership Role. He handled various aspects of financial management, auditing, financial reporting, budgeting & MIS, SOX compliance, complex tax structuring and investment decision making, transfer pricing, and expert knowledge in US GAAP and IFRS in diverse sectors like Iron & Steel, Computer Software and Pharmaceuticals.

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. Sandip Neogi being appointee.

### **Item No: 5**

The Nomination and Remuneration Committee at its meeting held on May 16, 2018 recommended the appointment of Mr. Yogesh Wadhwa, as an Additional Director. Accordingly, the Board of Directors of the Company at its meeting held on May 16, 2018 accorded its consent to the appointment of Mr. Yogesh Wadhwa as an Additional Director subject to approval of Members at the ensuing Annual General Meeting. In the opinion of the Board, Mr. Yogesh Wadhwa fulfil the conditions of appointment specified the Companies Act, 2013 and rules made thereunder for the appointment as an Additional Director of the Company.

Mr. Yogesh Wadhwa, aged 41 years holds a degree in Law from Delhi University. He is currently working as an Alliance General Counsel for Renault and Nissan entities in India. He has experience of working in India and South Asia jurisdiction with MNC's and Law Firms in Manufacturing and Oil & Gas sectors: Manufacturing (General Motors, Renault, Nissan) and Oil & Gas (Halliburton and Cairn Energy).

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. Yogesh Wadhwa being appointee.

**Item No: 6**

Ms. Bhumika Batra was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting held on September 3, 2015 to hold office for a period of 3 (Three) years effective from September 3, 2015 upto September 2, 2018.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, an independent director shall hold office for a term upto five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company. Further, no independent director shall hold office for more than two consecutive terms.

The Nomination and Remuneration Committee at its meeting held on May 16, 2018 recommended the re-appointment of Ms. Bhumika Batra, as an Independent Director to hold office for a second term of five years. The Board of Directors of the Company at its meeting held on May 16, 2018 accorded its consent to the re-appointment of Ms. Bhumika Batra as an Independent Director for the second term subject to approval of Members at the ensuing Annual General Meeting. In the opinion of the Board, the said Director fulfil the conditions of appointment specified the Companies Act, 2013 and rules made thereunder for the re-appointment of Ms. Bhumika Batra as an Independent Director of the Company.

Ms. Bhumika Batra, aged 36 years is a Member of Bar Council of Maharashtra & Goa, and an Associate Member of The Institute of Company Secretaries of India. She was a recipient of scholarship from London School of Economics for Masters in Law. She is an Associate Partner in M/s. Crawford Bayley & Co. She worked as an Associate Partner in Dr. K.R.Chandratre, Practising Company Secretary. She also worked with Mr. Neeraj Kishan Kaul who was Additional Solicitor General.

Ms. Bhumika Batra has given declaration under Section 149 (7) of the Companies Act, 2013 that she fulfills the conditions specified in Section 149 (6) of the Companies Act, 2013 read with Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of re-appointment of Ms. Bhumika Batra 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 Ms. Bhumika Batra has given declaration that she is not disqualified to become a Director under the Companies Act, 2013 and her consent to hold office as Director.

The Board deliberated and decided that owing to rich and varied experience, her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Bhumika Batra as an Independent Director for the second term.

In compliance with the provisions of Section 149 read with schedule IV of the Companies Act, 2013, the resolutions for the re-appointment of Ms. Bhumika Batra as Independent Director of the Company for a second term of five years with effect from September 3, 2018 upto September 2, 2023 are placed before the members for their approval.

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 Ms. Bhumika Batra.

By order of the Board  
For Hinduja Tech Limited



Kani Premkumar  
Company Secretary

Chennai  
May 16, 2018

<b>Details as required under Secretarial Standards</b>				
<b>S.No</b>	<b>Particulars</b>	<b>Mr. Sandip Neogi</b>	<b>Mr. Yogesh Wadhwa</b>	<b>Ms. Bhumika Batra</b>
1	Terms and conditions of appointment	As may be decided by Board from to time.	As may be decided by Board from to time.	Detailed in the Letter of Appointment
2	Details of remuneration sought to be paid	Nil	Nil	Sitting fee for attending every meeting of the Board and Committees of Board.
3	Details of remuneration last drawn	Nil	Nil	Nil
4	Date of first appointment on the Board	May 16, 2018	May 16, 2018	March 31, 2015
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	Nil	Nil	4 Board Meeting, 3 Audit Committee and 4 Nomination and Remuneration Committee
8	List of Directorship held in other Companies	Nil	Nil	The details can be referred in Annexure A
9	Membership Chairmanship of committees of other Board	Member of Nomination and Remuneration and Audit Committee of Hinduja Tech Limited	Nil	The details can be referred in Annexure B
10	Justification for choosing the appointees in case of Independent Director	Not Applicable	Not Applicable	Provided in the explanatory statement under Item No.6.

## ANNEXURE A

### List of Directorship held in other Companies:

- a. Repro India Limited
- b. Sharp India Limited
- c. Hinduja Ventures Limited
- d. Patel Integrated Logistics Limited
- e. All Metal Services India Private Limited
- f. Kancor Ingredients Limited
- g. Hinduja Housing Finance Limited
- h. Hinduja Leyland Finance Limited
- i. Hinduja Tech Limited
- j. Planet E-Shop Holdings India Limited
- k. Team Relocations India Private Limited
- l. Aring Prodev Private Limited
- m. Oerlikon Textile India Private Limited

## ANNEXURE B

<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Position held (Chairman/Member)</b>
Sharp India Limited	Audit Committee	Chairman
	Nomination and Remuneration Committee	Member
	Stakeholder and Shareholder Relationship Committee	Member
	Corporate Social Responsibility Committee	Member
	Finance Committee	Member
Kancor Ingredients Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
Hinduja Ventures Limited	Stakeholder and Shareholder Relationship Committee	Chairman
Hinduja Leyland Finance Limited	Audit Committee	Member
	Stakeholder Relationship Committee	Member
Hinduja Housing Finance Limited	Audit Committee	Member