

Notice of the Twenty-First Annual General Meeting

Notice is hereby given that the Twenty-First Annual General Meeting of the Members of SHCIL Services Limited will be held on September 16, 2016 at 4.30 pm at the **SHCIL House, P-51, T.T.C. Industrial Area, MIDC, Mahape, Navi Mumbai 400 710** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of Profit & Loss Account for the year ended 31st March, 2016, the Balance Sheet as at that date and the Reports of the Board of Directors and the Statutory Auditors and the Comments of the Comptroller & Auditor General of India thereon.
2. To appoint a Director in place of Ms. Kalpana Joshi (DIN:06838792), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 139, 142 and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed by Comptroller and Auditor General of India (CAG) for the Financial Year 2016-17, as may be deemed fit."

SPECIAL BUSINESS

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

"RESOLVED THAT Shri Ramesh N.G.S. (DIN: 06932731), who was appointed as a Director at the 19th Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT Shri Mitul Palankar, Company Secretary, be and is hereby authorised to file e-Form DIR-12 with Registrar of Companies, Maharashtra, Mumbai and to do all such acts, deeds and things as may be necessary in this regard."

**By order of the Board of Directors
For SHCIL Services Limited**

Place: Mumbai
Date: August 12, 2016

**Sd/-
Mitul Palankar
Company Secretary**

Notes

- I. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. FOR THE PROXY TO BE EFFECTIVE IT MUST BE SUBMITTED 48 HOURS BEFORE THE MEETING.**
- II. Explanatory Statements as required under Section 102 of the Companies Act, 2013 is annexed hereto in respect of item 4 of the notice.
- III. Documents referred to in the notice are open for inspection at the registered office of the Company during the office hours on all working days except Saturday between 11 AM and 1 PM and excluding the date of the Annual General Meeting.
- IV. Members are requested to send their queries, if any, at least seven days in advance of the meeting so that the information can be made available at the meeting.
- V. Members/Proxies are requested to bring the Attendance Slip duly filled up for attending the Meeting.
- VI. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS CONCERNING TO SPECIAL BUSINESS SET OUT IN THE ABOVE NOTICE TO MEMBERS:

ITEM NO. 4

Shri Ramesh N.G.S. (DIN: 06932731), was appointed as a Director at the 19th Annual General Meeting as a Director not liable to retire by rotation. At the last Annual General meeting held on September 1, 2016. Shri P H Kutumbe and Shri G. Anantharaman were appointed as the Independent Directors of the Company.

As per the provisions of the Companies Act, 2013 Independent Directors shall not be considered while determining the Directors liable to retire by rotation. In order to have flexibility in determining the Directors liable to retire by rotation it is recommended to appoint Shri Ramesh N.G.S. as a Director liable to retire by rotation.

The Board of Director recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of Shareholders.

Shri Ramesh N.G.S. is concerned or interested in the resolution. Other than Shri Ramesh N.G.S. no other Director, key managerial personnel or their relative are concerned or interested in the resolution mentioned at item No.4 of the Notice.

Registered Office:
SHCIL House,
P-51, TTC Industrial Area,
MIDC, Mahape,
Navi Mumbai-400710

By order of the Board of Directors
For SHCIL Services Limited

Place: Mumbai
Date: August 12, 2016

Sd/-
Mitul Palankar
Company Secretary

SHCIL Services Limited
SHCIL House, P-51, T.T.C. Industrial Area,
MIDC, Mahape, Navi Mumbai 400 710

ATTENDANCE SLIP
21st ANNUAL GENERAL MEETING

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall.

Regd FolioNo.:..... **No. of Shares held :**

Name :

Address :

I certify that I am a registered member/ Authorised representative of Registered Member u/s 113 of the Companies Act, 2013/ Proxy for Registered Member of the SHCIL Services Ltd.

I hereby record my presence at the 21st Annual General Meeting of the Company held on September 16, 2016 at 4.30 pm at SHCIL House, P-51, T.T.C. Industrial Area, MIDC, Mahape, Navi Mumbai 400 710.

Name & Signature of Shareholder/Proxy:

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 U65990MH1995GOI085602

NAME OF THE COMPANY : SHCIL Services Limited
REGISTERED OFFICE SHCIL House, P-51, T.T.C. Industrial Area, MIDC, Mahape, Navi Mumbai 400 710

Name of the Member (s):
Registered Address:
E-Mail Id:
Folio No/Client Id:
DP ID (if any required):

I/We, being the member (s) of the above named company, hereby appoint

- 1 Name: _____
Address: _____
E-Mail Id: _____
Signature: _____
(or failing him) _____

- 2 Name: _____
Address: _____
E-Mail Id: _____
Signature: _____
(or failing him) _____

- 3 Name: _____
Address: _____
E-Mail Id: _____
Signature: _____
(or failing him) _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual general meeting of the company, to be held on the _____ at ____ p.m. at SHCIL House, P-51, T.T.C. Industrial Area, MIDC, Mahape, Navi Mumbai 400 710 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No

1.	Adoption of Financial Statements as at March 31, 2016
2.	Appointment of Ms Kalpna Joshi as Director liable to retire by rotation
3.	Authorising Board of Directors to appoint Statutory Auditors as authorized by the CAG
4.	Appointment of Shri Ramesh NGS as Director liable to retire by rotation.

Signed this..... day of..... 2016

Signature of Member

Affix
revenue
stamp

Signature of Proxy Holder(s)

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

