

### **Notice of 30<sup>th</sup> Annual General Meeting**

NOTICE is hereby given that the Thirtieth Annual General Meeting (the "AGM") of the members of HOV Services Limited will be held on September 10, 2018, the Monday at 11:00 AM at the Sheraton Grand Pune Bund Garden Hotel, Raja Bahadur Mill Road, Pune -411001, Maharashtra to transact the following business:

#### **ORDINARY BUSINESS:**

##### **1. Consider and adopt Financial Statements**

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Directors' and the Auditors' thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018.

##### **2. Appointment of Director**

To re-appoint Vikram Negi (DIN: 01639441), who retires by rotation and, being eligible, seeks re-appointment.

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Vikram Negi, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### **SPECIAL BUSINESS:**

##### **3. Appointment of Mr. Rohit Jain (DIN: 00008596) as Independent Director of the Company**

To consider and if thought fit to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions, if any, and rules framed there under, read with Schedule IV of the Companies Act, 2013 (the Act) and provisions of Securities Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Rohit Jain (DIN: 00008596), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 1, 2017 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act 2013 be and is hereby appointed as an Independent Director of the Company with effect from September 10, 2018 up to September 9, 2023".

**"RESOLVED FURTHER THAT** any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution."

##### **4. Approval of Payment by the Members for Service of Documents**

To consider and if thought fit to pass the following resolution as a Special resolution:

**"RESOLVED THAT** pursuant to provisions of Section 20 of the Companies Act, 2013, Rule 35 of the Companies (Incorporation) Rules, 2014 (Including any modification or re-enactment thereof, for the

time being in force) and other applicable provisions, if any, of the Act, whereby a document may be served on any member by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the members be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated /actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him/her, through a particular mode of services mentioned above, provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any director or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**5. Contract of services for revenue in ordinary course of business of the Company with SourceHOV LLC**

To consider and if thought fit to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the Section 188 of the Companies Act, 2013 and rules framed there under and in terms the Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the approval of the Company be and is hereby accorded for service contracts of the Company with SourceHOV LLC for rendering the services by the Company for FY 2018-19 on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and SourceHOV LLC.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to deal in respect of service contracts for further periods as deemed fit by the Board and to perform all such acts, matters, deeds and things, as may be necessary, to amend the terms and conditions of service contracts, if necessary and to act as may be necessary or expedient in its own discretion, without further referring to the Shareholders’ of the Company, including the power to delegate, to give effect to this Resolution.”

**6. Appointment of Mr. Harjit Singh Anand (DIN:01549385) as Independent Director of the Company**

To consider and if thought fit to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions, if any, and rules framed there under, read with Schedule IV of the Companies Act, 2013 (the Act) and provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Harjit Singh Anand (DIN: 01549385), who was appointed as an Additional Director

of the Company by the Board of Directors with effect from July 5, 2018 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act 2013 be and is hereby appointed as an Independent Director of the Company with effect from September 10, 2018 up to September 9, 2023”.

**“RESOLVED FURTHER THAT** any of the key managerial personnel of the Company, be and is hereby authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

By Order of the Board  
For **HOV Services Limited**

Bhuvanesh Sharma  
VP-Corporate Affairs &  
Company Secretary &  
Compliance Officer

Place: Pune  
Date: July 5, 2018

**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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. 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.
5. The Register of Members and Transfer Books of the Company will be closed from **September 7, 2018 to September 10, 2018 both days inclusive.**
6. Members holding shares in physical form are requested to quote their folio number in all correspondence with the Company and to intimate the following directly to the Company's Registrar and Share Transfer Agent- Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500 032:
  - a. Change, if any in their address;
  - b. Request for nominations form as per the provisions of the Companies Act, 2013.
7. Members holding share in dematerialized form are requested to contact their Depository Participant for any change in their particulars.
8. The Notice of the AGM along with the Annual Report of FY 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with KARVY/Depositories.
9. Members are requested to send their queries, if any, at least 10 days in advance address to Company Secretary at the email address [investor.relations@hovsltd.com](mailto:investor.relations@hovsltd.com) of Company to facilitate the reply in the Meeting.
10. 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.

11. The certificate from the Auditors of the Company certifying that the Company's HOVS ESOP Plan 2007 is being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 will be available for inspection by members at the AGM.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administrations) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited ("KCPL"), on all the resolutions set forth in this Notice.
13. Information and other instructions relating to e-voting are as under:-
  - a. The facility for voting through, postal ballot will also be made available at the AGM and the members attending the AGM who have not cast their votes by remote e voting shall be able to exercise their rights at AGM through ballot paper.
  - b. Members can also exercise their voting rights through ballot form annexed with the Notice and the duly filled and signed ballot form be sent to the scrutinizer, Mr. Prajot Tungare, Practicing Company Secretary, Pune at the registered office of the Company or to his email id [prajot@prajottungarecs.com](mailto:prajot@prajottungarecs.com), so as to reach by 5.00 p.m. on September 9, 2018.
  - c. Members who have cast their votes through remote e-voting prior to the AGM may attend the AGM but shall not entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
14. Route Map showing directions to reach to the venue of the 30<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting."
15. Pursuant to the Companies (Amendment) Act 2017, the section 139 of the Companies Act, 2013 have been amended and notified effective May 7, 2018 dispensing with the requirements to place the matter relating to statutory auditor appointments' ratification by members at every annual general meeting. Therefore, the agenda of taking ratification for appointment of M/s BAGARIA & Co., Chartered Accountants is not included in the Notice.

By Order of the Board  
For **HOV Services Limited**

Bhuvanesh Sharma  
VP-Corporate Affairs &  
Company Secretary &  
Compliance Officer

Place: Pune  
Date: July 5, 2018

**EXPLANATORY STATEMENT****(Pursuant to Section 102 of the Companies Act, 2013)**

Pursuant to the provisions of Section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice of 30<sup>th</sup> Annual General Meeting:

**Item No. 3**

Mr. Rohit Jain was appointed as additional director by the Board of Directors of the Company effective September 1, 2017 who shall hold office up to the 30<sup>th</sup> AGM. The nomination and Remuneration committee in its meeting held on May 29, 2018 had given recommendations to the Board of Directors for the appointment of Mr. Rohit Jain as an Independent Director. Mr. Rohit Jain being eligible and offering his candidature for appointment, is proposed to be appointed as an Independent Director for 1<sup>st</sup> term of five consecutive years from September 10, 2018 to September 9, 2023. A notice proposing his candidature for appointment for the office of Director of the Company has been received to the Company. In the opinion of the Board, Mr. Rohit Jain fulfills the conditions as specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and the Board considered that his association will be of immense benefit to the Company.

Except for Mr. Rohit Jain, being an appointee, none of the directors, except as stated above, Key Managerial Personnel of HOVS and their relatives are concerned or interested, financially or otherwise, in the aforesaid resolutions, except to the extent of their shareholding, if any, in HOVS.

Accordingly, the Board recommends the resolution set forth in Item No. 3 in relation to appointment of Mr. Rohit Jain as an Independent Director, for the approval by the shareholders of the Company.

**Item No. 4****Approval of Shareholders for reimbursement of expenses for service of documents**

As per the provisions of sections 20 of the Companies Act, 2013, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering to his/her office or address, or by such electronic or other mode as may be prescribed. Any member may request for delivery of any document through a particular mode, for which he or she or corporate member shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

None of the directors, and Key Managerial Personnel of HOVS and their relatives are concerned or interested, financially or otherwise, in the aforesaid resolutions, except to the extent of their shareholding, if any, in HOVS.

Accordingly, the Board recommends the resolutions set forth in Item No. 4 for approval of the Members in the best interest of the Company.

**Item No. 5**

The Company in the ordinary course of business has been providing services of IT support & maintenance and data entry services to the SourceHOV LLC.

SourceHOV LLC, is a "related party" pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the contract for providing services to SourceHOV LLC require approval of Shareholders'.

The particulars required pursuant to the Explanation (3) of Rule 15(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as detailed below:

a) Name of the related party:-	SourceHOV LLC
b) Name of Director & KMP who is related, if any:-	Parvinder S Chadha; Sunil Rajadhyaksha; Surinder Rametra (Promoter / Promoter Directors of the Company)
c) Nature of relationship:-	An entity of investee company.
d) Nature, material terms, monetary value and particulars of the contract or arrangements:-	IT support & Maintenance services and Data entry services are billable services for revenue of approximately Rs. 10 Crore per annum.
e) Any other information relevant or important for the members to take a decision on the proposed resolution:-	The service have been provided before coming in force the Companies Act, 2013 and the contracts generates revenue for the Company receivables in US\$ every year.
f) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:-	Pricing and terms, both inclusive in contract as per mutually agreed.

The Promoter / Promoter Directors of the Company, as mentioned above will not vote on the resolution as it is a 'related party transaction' as per Companies Act, 2013 and the SEBI (LODR), 2015.

None of the directors, except as stated above, Key Managerial Personnel of HOVS and their relatives are interested in the aforesaid resolutions, except to the extent of their shareholding, if any, in HOVS.

The Board recommends the resolutions set forth in Item No. 5 for approval of the Members in the best interest of the Company.

#### **Item No. 6**

Mr. Harjit Singh Anand, with recommendations from Nomination and Remuneration Committee was appointed, by the Board of Directors as an additional director by circular resolution, effective July 5, 2018 and who shall hold office up to the date of the 30<sup>th</sup> AGM. Mr. Harjit being eligible and offer his candidature for appointment, is proposed to be appointed as an Independent Director for 1<sup>st</sup> term of five consecutive years from September 10, 2018 to September 9, 2023. A notice proposing his candidature for appointment for the office of Director of the Company has been received to the Company. In the opinion of the Board, Mr. Harjit Singh Anand fulfills the conditions as specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and the Board considered that his association will be of immense benefit to the Company.

Except for Mr. Harjit Singh Anand, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their shareholding, if any, in HOVS.

Accordingly, the Board recommends the resolution set for thin Item No. 6 in relation to appointment of Mr. Harjit Singh Anand as an Independent Director, for the approval by the shareholders of the Company.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

Profile of directors and additional information as required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, for directors seeking appointment/ re-appointment are as below:

<b>Name of the Director</b>	<b>Mr. Vikram Negi</b>	<b>Mr. Rohit Jain</b>	<b>Mr. Harjit Singh Anand</b>
DIN	01639441	00008596	01549385
Date of Birth and Age	January 24, 1976 42 Years	March 5, 1974 44 Years	December 4, 1954 63 Years
Date of first Appointment on the Board	13/02/2017 (Appointed as an Additional Director) Appointed on September 1, 2017 as Whole-time Director designated as Executive Director for a period of five years.	01/09/2017	05/07/2018 (Appointed as an Additional Director)
Qualifications	MBA (Finance and IT) from Kogod School of Business, American University, Washington DC, USA and B. Com (Hons) from St. Xavier's College, Kolkata, India	Mr. Rohit Jain is a chartered Accountant and holds Bachelor of Commerce and Bachelor of Law Degree from the university of Delhi, apart from a post Graduate Diploma in Business Administration.	Completed Electrical Engineering degree from "Punjab Engineering College, Chandigarh (PEC)" in 1976.
Experience	+17 Years	14 Years	40 years
Expertise	Expertise in successfully managing large deals, cross boarder teams and operational and financial processes and strong background in M&A, Finance, Treasury and Operations and possess a broad range of interpersonal and advisory skills.	Has expertise in insurance sector, cross functional experience in entrepreneurship, corporate governance, leadership and financial controls.	Has over 40 years of experience in Senior Executive management positions in Indian Railways, IRCON International Ltd. (IRCON) and Delhi Metro Rail Corporation Ltd. (DMRC) and in different fields including rolling stock operations, maintenance and commissioning.



Number of Meetings of the Board attended during the Year	1 out of 1	1 out of 4	NA
Shareholding in Company	63,556	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relation	No relation	No relation
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid/last drawn	As per Nomination and Remuneration Policy of the Company and as determined by Board of Directors of the Company. No remuneration drawn in previous year.	As per Nomination and Remuneration Policy of the Company and as determined by Board of Directors of the Company. Paid Sitting fees for attending meetings.	As per Nomination and Remuneration Policy of the Company and as determined by Board of Directors of the Company. No remuneration drawn.
List of Directorship/ Membership/ Chairmanship of Committees of other Board:			
Public/Listed Companies Directorship	NIL	NIL	NIL
Private Companies Directorship	NIL	2	NIL
Membership/ Chairmanship of Committees	NIL	NIL	NIL

**Justification for individual appointed as Independent Director:**
**Mr. Rohit Jain**

*“Mr. Rohit Jain has 20 years of expertise in the finance sector, while working with Big 4 accounting firms and large Indian companies in the same field. In the last 20 years, he launched new lines of business, led merger integrations and gained cross functional experience in entrepreneurship, corporate governance, leadership and process controls. Currently, he serves as the Head of large multi-national consulting company in India. With his association, the company will be benefited in his area of expertise and beyond.”*

**Mr. Harjit Singh Anand**

*“Mr. Harjit has over 40 years in Senior Executive management positions in Indian Railways, IRCON International Ltd. (IRCON) and Delhi Metro Rail Corporation Ltd. (DMRC).*

*In his last 40 years, he has experience of over 20 years on Indian Railways in different fields including rolling stock operations, maintenance and commissioning of over fifty CNC machines for Rail Coach Factory/ Kapurthala. He undertook numerous turnkey electrical construction contracts for Railway Traction, power*

supply works, EHT substations (up to 400kV), Electrical works for Refineries etc. in India and overseas (Turkey, UK, Ireland, Ethiopia, Bangladesh, Afghanistan and Syria). Joined DMRC in May'2006 and worked as Director (Rolling Stock) from Jun'07 to Dec'17. Involved in procurement and commissioning of over 2200 modern metro cars against International Competitive Bidding at a total cost of over 2.9 billion USD.

*Mr. Harjit Singh Anand is an esteemed industry veteran and his experience and expertise will provide invaluable benefits to the Company."*

#### **Brief resume of directors getting appointed/re-appointed**

##### **1. Mr. Vikram Negi**

Mr. Vikram possess expertise in successfully managing large deals, cross border teams and operational and financial processes and strong background in M&A, Finance, Treasury and Operations and possess a broad range of interpersonal and advisory skills.

##### **2. Mr. Rohit Jain**

Mr. Rohit is the Head of India for Willis Towers Watson (WTW), a leading global advisory, broking and solutions company, which helps its clients around the world turn risk into a path of growth through its presence in 140 countries via its 40,000 employees. Before this, he was the Managing Director & CEO of Almondz Insurance Brokers, a leading insurance intermediary in India. In his last 14 years with this company, he launched new lines of business, led merger integrations and gained cross functional experience in entrepreneurship, corporate governance, leadership and financial controls. Rohit was successfully able to close a joint venture of Almondz with WTW in which the latter picked up 49% equity in the insurance business.

Prior to Almondz, he worked with EY India in corporate advisory and assurance services for over 6 years. With the opening up of insurance sector in India, he spotted an opportunity to be a part of this upcoming industry and promoted this insurance brokerage company, which has shaped up to become one of the topmost companies in its field in the country.

Rohit is a Chartered Accountant and holds Bachelor of Commerce and Bachelor of Law degree from The University of Delhi, apart from a Post Graduate Diploma in Business Administration.

##### **3. Mr. Harjit Singh Anand**

Mr. Harjit completed Electrical Engineering degree from "Punjab Engineering College, Chandigarh (PEC)" in 1976, worked as a lecturer in PEC for a year. Joined "Indian Railways Service of Electrical Engineers (IRSEE)" in Nov'1977. Have experience of over 20 years on Indian Railways in different fields including rolling stock operations, maintenance and commissioning of over fifty CNC machines for Rail Coach Factory/Kapurthala. Worked in IRCON International Ltd. Up to 2006 and undertook numerous turnkey electrical construction contracts for Railway Traction, power supply works, EHT substations (up to 400kV), Electrical works for Refineries etc. in India and overseas (Turkey, UK, Ireland, Ethiopia, Bangladesh, Afghanistan and Syria). Joined DMRC in May'2006 and worked as Director (Rolling Stock) from Jun'07 to Dec'17. Involved in procurement and commissioning of over 2200 modern metro cars against International Competitive Bidding at a total cost of over 2.9 billion USD.

Presently, working as President in 'CAF India Private Limited.' Overall experience of over forty years in Senior Executive management positions in Indian Railways, IRCON International Ltd. (IRCON) and Delhi Metro Rail Corporation Ltd. (DMRC).

**HOVS**  
**HOV Services Limited**

**PROXY FORM**

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

**HOV SERVICES LIMITED**

CIN: L72200PN1989PLC014448

3rd Floor, Sharda Arcade, Pune Satara Road, Bibwewadi, Pune-411 037, India

Tel:91 20 24221460, Fax: 91 20 24221470

investor.relations@hovsltd.com | www.hovsltd.com

30<sup>th</sup> Annual General Meeting – September 10, 2018

Name of the member(s)	<input type="text"/>																				
Registered address	<input type="text"/>																				
Email	<input type="text"/>																				
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I / We, being the member(s) of ..... 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 \_\_\_\_\_, 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 30<sup>th</sup> Annual General Meeting of the members of HOV Services Limited to be held on September 10, 2018 at 11.00 A.M. at Sheraton Grand Pune Bund Garden Hotel, Raja Bahadur Mill Road, Pune- 411001 and at any adjournment thereof in respect of such resolutions as are indicated below.

No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)	
		For	Against
<b>Ordinary Business</b>			
1	Consider and adopt:		
	a) the audited financial statements for the financial year ended March 31, 2018 and the Reports of the Directors' and the Auditors' Report thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018.		
2	Re-appointment of Mr. Vikram Negi (DIN: 01639441), who retires by rotation and, being eligible, seeks re-appointment.		
<b>Special Business</b>			
3	Appointment of Mr. Rohit Jain (DIN: 00008596) as an Independent Director of the Company.		
4	Approval of Payment by the Members for Service of Documents		
5	Contract of services for revenue in ordinary course of business of the Company with SourceHOV LLC.		
6	Appointment of Mr. Harjit Singh Anand (DIN: 01549385) as an Independent Director of the Company		

Signed this ..... day of ..... 2018.

.....  
Signature of the member

.....  
Signature of the proxy holder(s)

Affix revenue stamp of not less than ₹ 0.15
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**Notes:**

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.***
- It is optional to indicate your preference. If you leave for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.***



**1. The instructions for e-voting are as under:**

- A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
- a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - b) Enter the login credentials (i.e., User ID and password mentioned overleaf). The e-voting EVENT No. + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
  - c) After entering these details appropriately, click on "LOGIN".
  - d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
  - e) You need to login again with the new credentials.
  - f) On successful login, the system will prompt you to select the "EVENT" i.e., HOV Services Limited.
  - g) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - h) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - i) Voting has to be done for each resolution of the Notice separately. In case you do not desire to cast your vote on any specific resolution it will be treated as abstained.
  - j) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
  - l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [prajot@prajottungarecs.com](mailto:prajot@prajottungarecs.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) and may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."

- B. In case a Member receiving physical copy of the Notice by Post [for Member whose email IDs are not registered with the Company/Depository Participant(s)]:
- a) **User ID and initial password-** as provided overleaf.
  - b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
2. **Once the vote on a resolution is caste by a member, the member shall not be allowed to change it subsequently or cast the vote again.**
  3. The facility for voting through ballot will also be made available in the AGM and the members attending the AGM but who have not cast their vote by e-voting will be able to exercise their right in the AGM. Those shareholders, who have not cast their vote electronically, may only cast their vote in the AGM through ballot paper.
  4. The members who have cast their votes by e-voting may also attend the Meeting but shall not be entitled to cast their votes again.
  5. The Board of Directors has appointed **Mr. Prajot Tungare, Practicing Company Secretary, Pune as a Scrutinizer** to scrutinize the e-voting and ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
  6. **The voting rights of the Members shall be reckoned in proportion to their shares holding either in physical form or in dematerialized form as on the cut-off date i.e. September 3, 2018.**
  7. Any person who becomes member after the dispatch of the Notice of the Meeting and holding share as on the cut-off date i.e. September 3, 2018 may obtain the User ID and password as mentioned below:
    - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+ Folio No. or DP ID Client ID to 9212993399  
Example for NSDL : MYEPWD <SPACE> IN12345612345678  
Example for CDSL : MYEPWD <SPACE> 1402345612345678  
Example for Physical : MYEPWD <SPACE> XXX1234567
    - b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
    - c. In case of any queries, members may visit Help & FAQ’s section available at Karvy’s website download section on <https://evoting.karvy.com> or contact Mr. Mohd Mohsin Uddin, Senior Manager, Karvy Computershare Private Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 or send an email to [evoting@karvy.com](mailto:evoting@karvy.com) or call him on +91-40-6716 1562 or at Toll Free No. 1-800-34-54-001.
    - d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through e-voting.

<b>8.</b>	<b>Date and time of commencement of voting by electronic means</b>	<b>Thursday, September 6, 2018 at 9:00 AM IST</b>
	<b>Date and time of end of voting by electronic means</b>	<b>Sunday, September 9, 2018 at 5:00 PM IST</b>

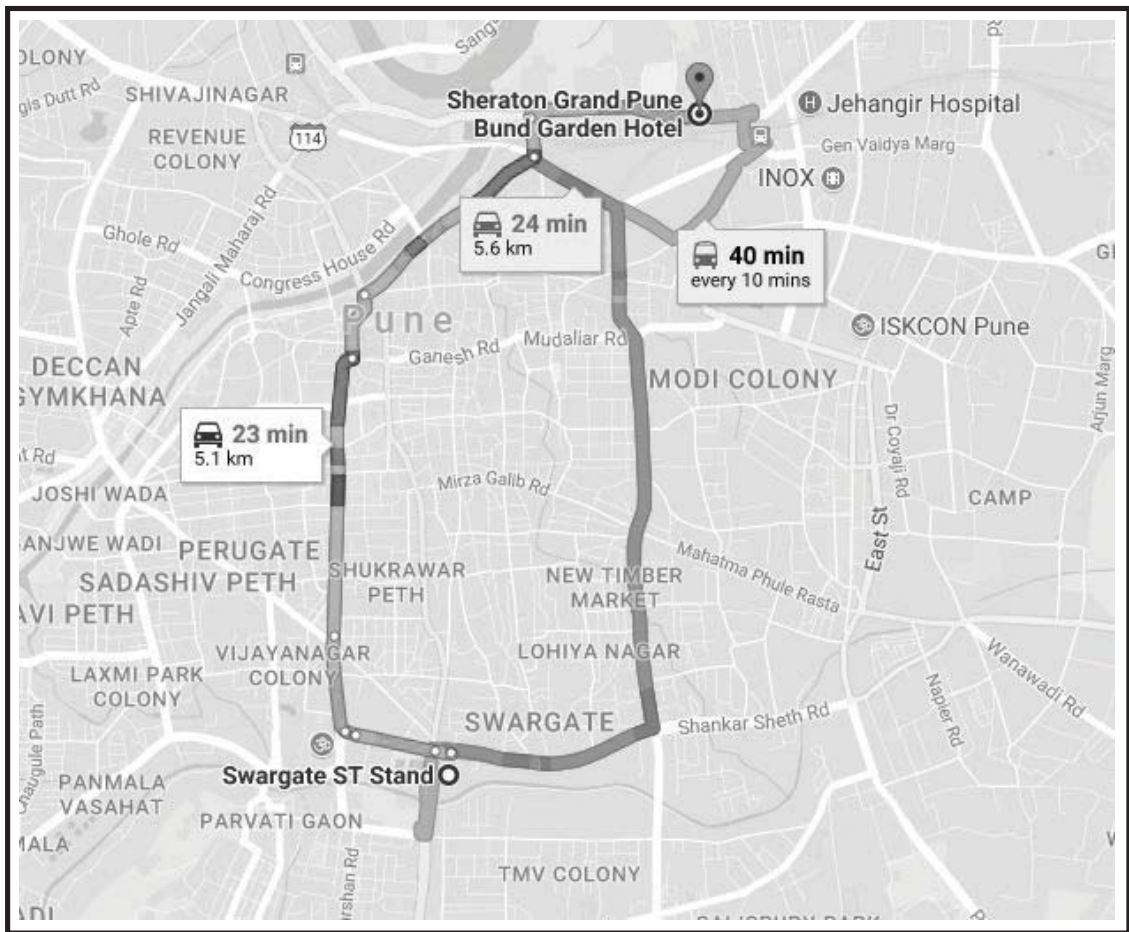
9. At the AGM at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, arrange voting through ballot paper for all those members who are present but have not cast their votes electronically using the e-voting facility.
10. The scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company or a person authorized by the Chairman. The Chairman or the person authorized by the Chairman, shall declare the result of the voting forthwith.
11. The Results on resolutions shall be declared after the AGM of the Company and subject to the requisite number of votes in favour the resolutions shall be deemed to be passed on the date of the Meeting i.e. September 10, 2018.
12. The Results of the voting will be declared at the registered office of the Company by placing the same along with the Scrutinizer's Report on the Company's website [www.hovsltd.com](http://www.hovsltd.com). The same shall also be placed on the website of KARVY <https://evoting.karvy.com> and shall be filed with the stock exchanges.
13. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website).







### ROUTE MAP





**HOV Services Limited**

**Registered Office:**

**3<sup>rd</sup> Floor, Sharda Arcade,**

**Pune Satara Road,**

**Bibwewadi, Pune -411 037, Maharashtra**

**Day and Date : Monday, September 10, 2018**

**Time : 11:00 A.M.**

**Venue : Sheraton Grand Pune Bund Garden Hotel,  
Raja Bahadur Mill Road,  
Pune - 411001, Maharashtra**

*If undelivered, please return to :*



**Karvy Computershare Private Limited  
(Unit : HOV Services Limited)**

Karvy Selenium Tower B,

Plot number 31 & 32, Financial District,

Gachibowli, Hyderabad – 500 032,

Telangana

Tel : (91 40) - 67162222

Fax : (91 40) - 23001153

Email : einward.ris@karvy.com