

September 6, 2018

To,  
DCS - CRD  
Bombay Stock Exchange Limited  
Dalal Street  
Mumbai 400 001

**Sub: Notice convening Annual General Meeting/ Cut-off date for e-voting**

**Scrip Code: 501700 - ISIN: INE131H01028**

Dear Sir,

With reference to the captioned subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, September 28, 2018 at the Registered Office of the Company at 12.00 noon.

Pursuant to Section 91 of the Companies Act, 2013 (the Act) read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Book of the Company shall remain closed from Monday, September 24, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of AGM.

Pursuant to Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rule, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members the facility to express their right to vote at AGM by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The remote e-voting will commence on Tuesday, September 25, 2018 (9.00 a.m.) and will end on Thursday, September 27, 2018 (5.00 p.m.). The voting rights of the members (for voting through remote e-voting) shall be in proportion to their share of the paid-up equity share capital of the Company as on September 21, 2018 ("cut-off date").

The Copy of AGM Notice is attached herewith and the same is also available on Company's website at [www.indianivesh.in](http://www.indianivesh.in)

Kindly take the same on your records and oblige.

Yours faithfully,  
For **IndiaNivesh Limited**

  
Director

Encl: as above



**IndiaNivesh Limited**

Corporate Off.: 17th Floor, Lodha Supremus, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.  
Tel: +91 (22) 6240 6240 | Fax: +91 (22) 6240 6241 | Email: [indianivesh@indianivesh.in](mailto:indianivesh@indianivesh.in) | Web: [www.indianivesh.in](http://www.indianivesh.in)  
Regd. Off.: 601/602 "Sukh Sagar" N. S. Patkar Marg, Girgaum Chowpatty, Mumbai - 400 007. | Tel: +91 (22) 2362 0074

CIN: L99500MH1931PLC001493

## NOTICE

**NOTICE** is hereby given that Eighty-Seventh Annual General Meeting of the Company will be held on Friday, September 28, 2018 at 12.00 noon at the registered office of the Company at 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements for the year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon and the consolidated financial statements of the Company for the year ended March 31, 2018.
2. To declare final dividend on Equity Shares of the Company for the Financial Year ended March 31, 2018.
3. To appoint a Director in place of Mr. Hemant Panpalia (holding DIN: 00008410) who retires by rotation and being eligible, offers herself for re-appointment.
4. To re-appoint auditors and in this connection, 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, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014 (the Rules), including any modification(s) or re-enactment(s) thereof for the time being in force, M/s. CLB & Associates, Chartered Accountants (Firm Registration No.124305W) who have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Financial Year 2018-2019 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2019 on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors."

### SPECIAL BUSINESS

5. **Appointment of Mr. Tilak Raj Bajalia as Independent Director**

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 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. Tilak Raj Bajalia (DIN 02291892) who was appointed as an Additional Director of the Company with effect from May 4, 2018 and who holds office up to the date of this Annual General Meeting in terms of to Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years with effect from September 28, 2018 upto the 92nd Annual General Meeting of the Company to be held in the year 2023 for the year ended March 31, 2023."

6. **Approval of Related Party Transactions under Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015**

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

“RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting held on September 29, 2017 in this regard and pursuant to the provisions of Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the Members of the Company be and is hereby accorded for the transactions entered or to be entered into by the Company in the ordinary course of business and at arm's length price with the Related Parties of the Company, which exceeds the threshold limit of 10 percent of annual consolidated turnover of the Company for the financial year 2018-2019 and for every financial year thereafter, upto the maximum limits as set out in the table hereunder:

(Rs. in Crore)

		Maximum limits as set out								
Particulars	IndiaNivesh Securities Limited	IndiaNivesh Capitals Limited	IndiaNivesh Commodities Private Limited	Siddhi Multi-Trade Private Limited	Balashri Commercial Limited	Sneh Shares & Securities Private Limited	KL Enterprises LLP	Rajesh Nuwal	Snehlata Nuwal	
Relationship with the Related Party	Subsidiary Company	Subsidiary Company	Subsidiary Company	Subsidiary Company	Enterprise having same key managerial personnel	Enterprise having same key managerial personnel	Enterprise having same key managerial personnel	Key managerial personnel	Relative of key managerial personnel	
Maximum limits of Investment upto	—	—	—	—	—	—	—	—	—	—
Sale, purchase or supply of any goods or materials	—	50.00	—	—	—	—	—	—	—	—
Giving of Loans	50.00	200.00	100.00	40.00	150.00	50.00	50.00	50.00	50.00	50.00
Corporate Guarantees issued / to be issued on behalf of	500.00	100.00	100.00	—	—	—	—	—	—	—
Leasing of property of any kind	2.00	—	—	—	2.00	—	—	—	—	—

RESOLVED FURTHER THAT approval of Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

## 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 IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 or any other person or shareholder.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 24, 2018 to Friday, September 28, 2018 (both days inclusive).
3. The dividend on Equity Shares as recommended by the Board, if declared at the Annual General Meeting, will be payable on or before October 27, 2018 to those shareholders or their mandates whose names stand on the Register of Members after giving effect to all valid transfer deeds in physical form lodged with the Company on or before September 21, 2018 and in respect of dematerialised shares, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for the purpose as on the close of business hours on September 21, 2018.
4. Dividend in respect of shares held in dematerialised form shall be credited to the beneficial owner's bank account directly through Electronic Clearing Services (ECS) subject to availability of bank account details and 9 digits MICR code number. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.

Members holding shares in physical form and desirous of availing ECS facility, should provide the bank details and 9 digits MICR code number.

5. Members are requested to send all correspondences relating to shares including requests for transfer, change of address, change of status, change of mandate, Bank Account details to our Registrar and Share Transfer Agents: M/s. Adroit Corporate Services Private Limited having their office at 17-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai 400 059, Tel. No.: 42270400. In respect of shares held in dematerialised mode, the shareholders should inform their concerned Depository Participant only.
6. In all the correspondences with the Company / Registrar and Share Transfer Agents, the members holding in physical form are requested to quote their account / folio numbers and in case their shares are held in dematerialised form, they must quote their Client ID Number and DP ID Number.
7. Members are requested to bring the copy of their Annual Report and the Attendance Slip at the Annual General Meeting.

8. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
9. Pursuant to the provisions of Section 125 of the Companies Act, 2013, the Company has transferred on due date, the unpaid or unclaimed dividend amount for the financial year ended March 31, 2010 (Final Dividend) to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on September 29, 2017 (date of the last Annual General Meeting) on the website of the Company viz. [www.indianivesh.in](http://www.indianivesh.in) and the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

Members who have not encashed their dividend warrants for the year 2010-2011 or thereafter are requested to write to the Company / Registrars and Share Transfer agents. Shareholders are requested to note that no claims shall lie against IEPF or the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Registrar and Share Transfer Agents (RTA) of the Company.
11. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. **E-Voting:** In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 87th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The Company has signed an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their vote electronically.

**A. The instructions for members for voting electronically:-**

- (i) The remote e-voting period begins on Tuesday, September 25, 2018 (9.00 a.m.) and ends on Thursday, September 27, 2018 (5.00 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 September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - b) How to retrieve your 'initial password'?
    - (i) if your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit

client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bhavna\\_pandya2005@yahoo.co.in](mailto:bhavna_pandya2005@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2018.
- C. Ms. Bhavna Pandya, Practicing Chartered Accountant (Membership No. 37225) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- E. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.indianivesh.in](http://www.indianivesh.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
- F. The Facility for voting through poll shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting.
- G. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

By Order of the Board of Directors  
For **IndiaNivesh Limited**

Sd/-  
**Rajesh Nuwal**  
Managing Director  
(DIN: 00009660)

Mumbai, August 14, 2018  
CIN: L99500MH1931PLC001493  
**Registered Office:**  
601 & 602, SukhSagar,  
N.S. PatkarMarg, Girgaum Chowpatty  
Mumbai - 400 007  
E-mail Id: [indianivesh@indianivesh.in](mailto:indianivesh@indianivesh.in)  
Website: [www.indianivesh.in](http://www.indianivesh.in)

---

**EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE ABOVE MENTIONED ITEMS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No.5**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Tilak Raj Bajalia as an Additional Director of the Company with effect from May 4, 2018.

In terms of the provisions of Section 161(1) of the Act, Mr. Tilak Raj Bajalia would hold office upto the date of the ensuing Annual General Meeting.

Mr. Tilak Raj Bajalia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Section 149 of the Act inter alia stipulates the criteria of independence. As per the said Section, an Independent Director can hold office for a term upto 5 (five) consecutive years on the Board of a Company and he/she shall not be included in the total number of directors for retirement by rotation.

Mr. Tilak Raj Bajalia has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is an independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Tilak Raj Bajalia as an Independent Director is now being placed before the Members in General Meeting for their approval. The detailed profile of Mr. Tilak Raj Bajalia, Directorship and Committee position held by him in other Companies is included separately in this Notice forming part of the Annual Report.

The terms and conditions of appointment of Mr. Tilak Raj Bajalia as an Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Mr. Tilak Raj Bajalia is appointed as an Independent Director of the Company. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Except Mr. Tilak Raj Bajalia, none of the Directors and Key Managerial Personnel of the Company and their relatives is / are, in anyway concerned or interested, financially or otherwise, in the resolution.

**Item No.6**

The provisions of Regulation 23 of the SEBI (LODR), Regulation, 2015, effective from December 1, 2015, require approval of shareholders by way of Special Resolution for material related party transactions. There is no exemption thereunder even if such transaction is in the ordinary course of business of the entity and on arm's length basis. A transaction with a related party shall be considered material under Regulation 23 of the Listing Regulations, if the transaction / transactions in a contract to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The annual consolidated turnover as per the last audited financial statements for the year 2017-18 was Rs.386.29 Crores.

The transactions entered with the Related Parties, were placed before the Audit Committee. The said transactions were approved and recommended to the Board.

Currently, it cannot be ascertained whether the transactions to be entered in the current financial year 2018-2019 would exceed the threshold of 10% of annual consolidated turnover as per the latest audited financial results. The approval of the Shareholders for the transactions to be entered into and carried out with the Related Parties, from time to time, in the ordinary course of business and at arm's length price, during the Financial year 2018-2019, is being sought by way of abundant caution and as a proactive measure.

Further, Regulation 23 of the Listing Regulation requires the entities falling under the definition of related party to abstain from voting irrespective of whether the entity is a party to the transaction or not. Accordingly, the Related Parties of the Company who are or could potentially be considered as related party, are required to abstain from voting on this resolution of the Notice.

The Board, therefore, recommends the passing of the resolution set out under Item no.6 as Ordinary Resolution.

None of Directors, other than those representing the Related Parties, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

By Order of the Board of Directors  
For **IndiaNivesh Limited**

Sd/-  
**Rajesh Nuwal**  
Managing Director  
(DIN: 00009660)

Mumbai, August 14, 2018  
CIN: L99500MH1931PLC001493

**Registered Office:**

601 & 602, SukhSagar,  
N. S. Patkar Marg, Girgaum Chowpatty  
Mumbai 400 007  
E-mail Id: [indianivesh@indianivesh.in](mailto:indianivesh@indianivesh.in)  
Website: [www.indianivesh.in](http://www.indianivesh.in)

**Details of the Directors seeking appointment/re-appointment at the forthcoming  
Annual General Meeting  
[In pursuance of Regulation 36(3) of the Listing Regulations (relating to Corporate Governance)]**

Name of the Director	Mr. Hemant Panpalia	Mr. Tilak Raj Bajalia
Age	45 years	64 years
Qualifications	B.Com., FCA	BA, CAIIB
Expertise in specific functional areas	Mr. Panpalia is a fellow member of the Institute of Chartered Accountant of India and possesses varied experience of more than 15 years in the fields of Finance, Investment Banking, Primary and Secondary Markets, Merchant Banking, Project Financing and Consultancy, Corporate Affairs etc.	He served as a Member of the Committee constituted by Reserve Bank of India for restructuring of SME and other concerns. He was also member of CDR empowered group. He was member of committees relating to MSME sector constituted by chambers of commerce including Maharashtra Chamber of Commerce, FICCI and CII. He is a known authority on MSME funding in India and has addressed many a MSME forums.
Terms and Conditions of Appointment / Re-appointment	He retires by rotation and being eligible, offers himself for re-appointment as Director.	He is being appointed as an Independent Director for the term of 5 years
Remuneration last drawn (including sitting fees, if any)	Not Applicable	Not Applicable
Remuneration proposed to be paid	Not Applicable	Sitting fees for attending Board and Committee Meetings.
Date of first appointment on the Board	30.06.2008	04.05.2018
Shareholding in the Company as on March 31, 2018	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Promoter Director	Not related to any directors/ Key Management Personnel and their relatives
Number of meetings of the Board attended during the year	9 (Nine)	Nil
Directorships of other Listed Companies as on March 31, 2018	He does not hold Directorship in any other Listed Company.	1. India Steel Works Limited 2. Capri Global Capital Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2018	Nil	Chairmanship: Nil Membership: 1. Capri Global Capital Limited – Audit Committee, Nomination & remuneration Committee, Stakeholder Relationship Committee and Risk Management Committee 2. India Steel Works Limited – Audit Committee

**INDIANIVESH LIMITED**

Registered Office:- 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007.  
 Corporate Office:- 17th Floor, Lodha Supremus, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.  
 CIN: L99500MH1931PLC001493; Email Id- indianivesh@indianivesh.in; Website: www.indianivesh.in

**Proxy Form  
 Form No. MGT-11**

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

CIN : L99500MH1931PLC001493  
 Name of the Company : IndiaNivesh Limited  
 Registered Office : 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum Chowpatty, Mumbai - 400 007.  
 Tel No.: 022 66188800; Fax No. 022 66188899;  
 Website: www.indianivesh.in; Email: indianivesh@indianivesh.in

Name of the member .....

Registered Address .....

Email .....

Folio No./Client ID/DP ID .....

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/her
2. Name.....Address:.....  
 E-mail Id.....Signature.....or failing him/her
3. Name.....Address:.....  
 Email.....Signature.....

as my / our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 87th Annual General Meeting of the Company to be held on Friday, September 28, 2018 at 12.00 noon at the Registered Office of the Company at 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007 and any adjournment thereof in respect of such resolutions are indicated below:

Resolution Number	Resolution	For	Against
<b>Ordinary Business</b>			
1	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018		
2.	To declare final dividend on equity shares		
3.	Re-appointment of Mr. Hemant Panpalia who retires by rotation		
4.	Appointment of M/s. CLB & Associates, Chartered Accountants as Auditors and fixing their remuneration		
<b>Special Business</b>			
5.	Appointment of Mr. Tilak Raj Bajalia as Independent Director		
6.	Approval of Related Party Transactions under Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015		

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

.....  
 Signature of the Member

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

Affix Revenue Stamp
---------------------------

**Notes:**

1. 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.
2. Notwithstanding the above the Proxies can vote at such other items which may be tabled at the meeting by the shareholders present.

**IndiaNivesh Limited**

Registered Office:- 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007.  
Corporate Office:- 17th Floor, Lodha Supremus, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.  
CIN: L99500MH1931PLC001493; Email Id- indianivesh@indianivesh.in; Website: www.indianivesh.in

**ATTENDANCE SLIP****87th ANNUAL GENERAL MEETING**

Friday, September 28, 2018

<b>DP ID</b>		<b>FOLIO NO.</b>	
<b>CLIENT ID</b>		<b>NO. OF SHARES</b>	

<b>Name of the Member</b>
<b>Name of the Proxy</b>

I/We hereby record my/our presence at the 87<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Friday, September 28, 2018 at 12.00 noon at the registered office of the Company at 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai - 400007.

\_\_\_\_\_  
Member's / Proxy's Signature

**Note:**

1. Please complete this attendance slip and hand it over, duly signed, at the entrance of the meeting hall.
2. Shareholder/proxy desired to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

**E-VOTING PARTICULARS**

<b>EVEN</b>	<b>USER ID</b>	<b>PASSWORD</b>
109775	Please refer to Note No. 13 in the Notice of the Annual General Meeting	

The e-voting facility will be available during the following voting period:

<b>Commencement of E- voting</b>	<b>End of E-voting</b>
Tuesday, September 25, 2018 (from 9.00 a.m.)	Thursday, September 27, 2018 (upto5.00 p.m.)

Route Map

