

September 5, 2017

To,
Mr. S. Subramanian
DCS - CRD
Bombay Stock Exchange Limited
Dalal Street, Mumbai 400 001

Sub: Submission of the Notice convening 86th Annual General Meeting


Dear Sir,

With reference to the captioned subject, we are enclosing herewith the Notice convening 86th Annual General Meeting scheduled to be held on Friday, September 29, 2017.

Kindly take the same on your records and oblige.

Thanking You.

Yours faithfully,
For **IndiaNivesh Limited**


Dinesh Nuwal
Director
(DIN No.: 00500191)



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 | **Web:** 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-Sixth Annual General Meeting of the Company will be held on Friday, September 29, 2017 at 12.30 p.m. 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, 2017 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, 2017.
2. To declare final dividend on Equity Shares of the Company for the Financial Year ended March 31, 2017.
3. To appoint a Director in place of Mrs. Sona Hadkar (holding DIN: 07135075) who retires by rotation and being eligible, offers himself 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 2017-2018 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 2018 on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors."

SPECIAL BUSINESS

5. **Approval of Limits of Borrowings under Section 180(1)(c) of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:-

"RESOLVED THAT in supersession of earlier resolution passed at the 85th Annual General Meeting of the Company held on September 30, 2016 pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or Public Financial Institution as defined under Section 2 (72) of the Companies Act, 2013 or any other lending institutions, firms, bodies corporate or persons, as may be considered suitable by the Board for an aggregate amount not exceeding Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to delegate powers to any Director to sign and execute all such deeds, documents, instruments and writings and to do all such acts, matters and things as may be necessary, proper or expedient for giving effect to the above resolution."

6. Re-appointment of Mr. Rajesh Nuwal as a Managing Director of the Company

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

“RESOLVED THAT pursuant the provisions of Sections 196, 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), and such other approvals as may be necessary, and based on recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Rajesh Nuwal as Managing Director of the Company for a further period of 3 years with effect from June 29, 2017 on the following remuneration and other terms and conditions as below:

1	Salary (Basic Per Month)	: Rs.1,35,000/- Annual increment will be as per the Scheme of the company.
2	Allowances / Perquisites:-	
	a) Meal Allowance	: The yearly payment in the form of allowance shall be Rs. 1,35,000/-
	b) Leave Travel Allowance	: The yearly payment in the form of allowance shall be Rs. 1,34,952/-
	c) Housing I housing II Housing III	Expenditure incurred by the Company on hiring furnished accommodation for the Managing Director subject to a maximum of 50% of the basic salary relevant for the concerned period OR In case Company owned and furnished accommodation is provided no allowance shall be paid OR In case no accommodation – owned or hired is provided by the company the Managing Director shall be entitled to 50 % of the basic salary relevant for the concerned period as and by way of House Rent Allowance
	d) Medical Allowance	: The yearly payment in the form of allowance shall be Rs. 1,35,000/-
	e) Other allowances	: The yearly payment in the form of allowance shall be Rs. 7,65,048 /-
	f) Bonus	: As per the scheme of the Company.
	g) Gratuity payable at the time of retirement – cessation shall be as per the scheme of the company.	
	h) Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per the scheme of the company.	
	i) Provision of car for the use in relation to Company's business will not be considered as perquisites.	

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during Mr. Rajesh Nuwal's term of office as Managing Director, the remuneration mentioned herein shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination and Remuneration Committee) be and are hereby authorised to revise, amend, alter and vary the remuneration of Mr. Rajesh Nuwal and subject to overall ceiling prescribed in the Act and as may be acceptable to him in accordance with such amendments as have been made or may be made to the Act.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution."

7. Authorisation for making donation to bona fide charitable and other funds under Section 181 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 and other provisions, if any, of the Companies Act, 2013 or rules made there-under, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Board of Directors (hereinafter referred to as 'the Board' which shall deem to include any committee thereof) be and are hereby authorized to contribute and/or donate from time to time, to any body, institute, society, person, trust, bonafide charitable and other funds/ activities for Charitable or other purposes up to a total amount of Rs. 5 crores (Rupees Five Crores Only) in any financial year or 5% of the Company's average net profits for the three immediate preceding financial years, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and/or expedient for implementing and giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company"

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."

8. 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 30, 2016 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 2017-2018 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	—	—	—	—	—	—	—	—	—
Giving of Loans	50.00	150.00	100.00	40.00	100.00	50.00	50.00	50.00	50.00
Corporate Guarantees issued / to be issued on behalf of	500.00	—	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 Friday, September 22, 2017 to Friday, September 29, 2017 (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 28, 2017 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 22, 2017 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 22, 2017.
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.
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9. Pursuant to the provisions of Section 124 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, 2009 (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 30, 2016 (date of the last Annual General Meeting) on the website of the Company viz. www.indianivesh.in and the website of the Ministry of Corporate Affairs (www.mca.gov.in).

Members who have not encashed their dividend warrants for the year 2009-2010 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 85th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL 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 26, 2017 (9.00 a.m.) and ends on Thursday, September 28, 2017 (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 22, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
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- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for 'IndiaNivesh Limited'.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 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 22, 2017.
- 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
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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 and on the website of CDSL 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 31, 2017
CIN: L99500MH1931PLC001493
Registered Office:
601 & 602, SukhSagar,
N. S. Patkar Marg, Girgaum Chowpatty
Mumbai 400 007
E-mail Id: indianivesh@indianivesh.in
Website: 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 members of the Company at their 85th Annual General Meeting held on September 30, 2016 had accorded their approval under Section 180(1) of the Companies Act, 2013 for borrowings over and above the aggregate of paid up share capital and free reserves of the Company upto Rs.200 Crores (Rupees Two Hundred Crores only).

Section 180(1) of the Companies Act, 2013 provides that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution passed at the general meeting.

It is, therefore, necessary for the Members to pass a Special Resolution under Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No.5 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of Members is being sought to borrow money at any time or from time to time for borrowing monies together with the monies already borrowed by the Company, if any, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business of Rs. 750Crore (Rupees Seven Hundred and Fifty Crores only) in excess of the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

The Directors recommend the Resolution at Item No. 5 of the Notice for your approval.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, in the aforesaid Resolution No.5 of the Notice.

Item No.6

Section 203 of the Companies Act, 2013 read with its relevant rules provides that every Listed Company shall have a Managing Director or Chief Executive Officer or Manager and a Chief Financial Officer (CFO).

Mr. Rajesh Nuwal, was re-appointed as the Managing Director of the Company for the period of 5 years by the members of the Company in their 81st Annual General Meeting held on September 28, 2012. His tenure as the Managing Director ended on June 28, 2017. Further, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee at its meeting held on June 29, 2017 have subject to such consents, approvals and permissions as may be required including that of members and subject to the provisions of the Articles of Association of the Company, re-appointed Mr. Rajesh Nuwal as the Managing Director of the Company for a further period of three years with effect from June 29, 2017 upon the terms of remuneration set out in the resolution.

As per the provisions of Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the appointment of Managing Director and remuneration payable to him requires the approval of the members in General Meeting by way of a special resolution.

Disclosures as required by Schedule V Part II Section II – Paragraph B (iv):-**I. General Information :**

- i) **Nature of Industry:** The Company has registered with Reserve Bank of India (RBI) as Non-Banking Financial Company (NBFC). It is a professionally managed Company. It is into the business of providing technical and financial advisory consultancy services and into settlement / acquisition of stressed assets. It has been into Trading in Shares and
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Securities and also in Non-Banking Financing Activity such as granting Inter Corporate Deposits, Short Term Financing, Bridge Loans etc.

- ii) **Date or expected date of commencement of commercial production:** N.A.
- iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.
- iv) **Financial Performance based on given indicators: as per Audited financial results for the year ended March 31, 2017:** The Profit after tax is Rs. 60,23,342 /-
- v) **Foreign Investments or collaborations, if any: None Export performance and net foreign exchange collaborations:** The Company is not engaged in export business. It does not have any foreign collaboration.
- vi) **Foreign Investments or collaborations, if any:** None

II. Information about the appointee:

- i) **Background details:** During his career of over 3 decades in financial services sector, Mr. Nuwal has successfully built various business verticals and organizations. Besides, he has led and concluded numerous financial and investment transactions, particularly in the field of stressed asset management, realty asset management, private equity, syndication of debt, equity and mezzanine capital for project financing, working capital financing, mergers & acquisitions and cross border transactions.
- ii) **Past remuneration:** He was re-appointed as the Managing Director w.e.f June 29, 2012 for a period of 5 years at a remuneration of Rs.11,88,012/- (Rupees Eleven Lakhs Eighty Eight Thousand and Twelve Only) per annum along with perquisites at the 81st Annual General Meeting of the Company held on September 28, 2012. His last drawn monthly salary (Gross) was around Rs. 3,00,000/- (Rupees Three Lakhs only)
- iii) **Recognition or awards:** Nil
- iv) **Job profile and his suitability:** Mr. Rajesh Nuwal shall have the management and control of the whole of the affairs of the Company. Considering the educational qualifications and experience of Mr. Nuwal, his re-appointment on the Board as Managing Director would help the Company for future growth and expansion.
- v) **Remuneration proposed:** As mentioned in the Resolution.
- vi) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of Mr. Nuwal, the responsibilities shouldered by him, the aforesaid remuneration package is commensurate with the remuneration package paid in other companies.
- vii) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** N.A.

III. Other Information:

- i) **Reasons of loss or inadequate profits:** Since the Company's financial performance depends on the monetary policy of the Reserve Bank of India, adverse scenario in such circumstances could affect its profitability.
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- ii) **Steps taken or proposed to be taken for improvement** : Continuous efforts are being made and effective steps are being taken which will lead to an increase in the revenue of the Company.
- iii) **Expected increase in productivity and profits in measurable terms**: The Company is taking necessary steps to increase its turnover and profits in the long term.

The draft agreement to be entered with Mr. Nuwal is available for inspection at its Registered Office between 11:00 a.m. and 1:00 p.m. on any working day.

The Board of Directors believes that appointment of Mr. Nuwal as the Managing Director of the Company is in the interest of the Company and therefore recommends the resolution for your approval at Item no 6.

Except Mr. Rajesh Nuwal, none of the Directors / Key managerial personnel / relatives of the Director or Key managerial personnel of the Company, may be deemed to be concerned or interested in the said resolution.

Item No.7

Section 181 of the Companies Act, 2013 enables the Company to make contributions to bona fide Charitable and other funds. Any contributions, donations made in excess of 5% of the Company's average net profits for 3 immediately preceding financial years requires prior the approval of members of the Company.

The Company in view of its obligations to the society at a large, feels that it should contribute from time to time for charitable purposes. Therefore, the approval of the Members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, upto a total amount of Rs. 5 crores (Rupees Five Crores Only) in any financial year or upto 5% percent of the Company's average net profits during the three immediately preceding financial years, whichever is higher.

The Board, therefore, recommends the passing of the resolution set out under Item no.7 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.

Item No.8

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 2016-17 was Rs.86.02 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 2017-2018 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 2017-2018, 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.8 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 31, 2017
CIN: L99500MH1931PLC001493

Registered Office:

601 & 602, SukhSagar,
N.S. PatkarMarg, GirgaumChowpatty
Mumbai 400 007
E-mail Id: indianivesh@indianivesh.in
Website: 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	Mrs. Sona Hadkar
Date of Birth	26.02.1976
Date of Appointment	27.03.2015
Expertise in specific functional areas	She carries a rich experience of over 12 years out of which last 8 years in the financial services industry. During her tenure, she had an opportunity to be associated with the reputed Corporates.
Qualifications	B.Sc, Diploma in Business Management from Welingkar Institute of Management Development and Research.
Directorships held in other companies	Nil
Committee position held in other companies	Nil
No. of shares held in the Company	Nil

INDIANIVESH LIMITED

Registered Office:- 601 & 602, Sukh Sagar, N.S. Patkar Marg, Girgaum Chowpatty, Mumbai - 4000 007
 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) ofshares 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:.....
 EmailSignature.....

as my / our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 86th Annual General Meeting of the Company to be held on Friday, September 29, 2017 at 12.30 p.m. at the Registered Office of the Company at 601 & 602, SukhSagar, 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
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2016		
2.	To declare final dividend on equity shares		
3.	Re-appointment of Mr. Dinesh Nuwal who retires by rotation		
4.	Appointment of M/s. CLB & Associates, Chartered Accountants as Auditors and fixing their remuneration		
Special Business			
5.	Approval of Limits of Borrowings under Section 180(1)(c) of the Companies Act, 2013		
6.	Re-appointment of Mr. Rajesh Nuwal as a Managing Director of the Company		
7.	Authorisation for making donation to bona fide charitable and other funds under Section 181 of the Companies Act, 2013		
8.	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.....2017

.....
 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, SukhSagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai - 400 007
CIN: L99500MH1931PLC001493; Email Id- indianivesh@indianivesh.in; Website: www.indianivesh.in

ATTENDANCE SLIP**ANNUAL GENERAL MEETING**

Friday, September 29, 2017

DP ID	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name of the Member
Name of the Proxy

I/We hereby record my/our presence at the 86th ANNUAL GENERAL MEETING of the Company held on Friday, September 29, 2017 at 12.30 P. M. at the registered office of the Company at 601 & 602, SukhSagar, 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

EVSN	USER ID	PASSWORD
170831114	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:

Commencement of E- voting	End of E-voting
Tuesday, September 26, 2017 (from 9.00 a.m.)	Thursday, September 28, 2017 (upto5.00 p.m.)

