

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of Accentiv (India) Private Limited will be held on Friday, 29th September, 2017 at the Registered Office of the Company at LM Krishna Building, No. 5, Balavinayagar Nagar, Main Road, Arumbakkam, Chennai - 600106, at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and approve Financial Statements for the year ended 31st March, 2017, and the report of the Auditors and Directors, thereon.
2. To consider and ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai, having Registration Number 008072S, the existing Auditors of the Company, for the year 2017-2018, who were appointed at the Annual General Meeting held on 30th September, 2014 and to hold office until the conclusion of the next third Annual General Meeting from the conclusion of ensuing Annual General Meeting, based on the written consent received from them for their appointment and their Eligibility Certificate, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and to determine their remuneration pursuant to Section 142 of the Companies Act 2013 accordingly.

SPECIAL BUSINESS:

3. APPOINTMENT OF AND PAYMENT OF REMUNERATION TO MR. M. S. ASHOK AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to Sections 2(94), 196 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules made thereunder read with Article 89(2) of the Articles of Association of the Company the approval of the Members be and is hereby granted for appointment of Mr. M. S. Ashok, Director (DIN – 06766187), as Whole-Time Director, for a period of 5 years with effect from 01.04.2017 who was appointed by the Board on 19th May, 2017, as Whole Time Director, based on his consent in Form DIR-2, Form DIR-8, declaration under Section 164 and 196 of the Companies Act, 2013 dated 8th May, 2017 respectively, as received from him, on the same terms and conditions (including payment of remuneration) as mentioned in the existing Letter of Appointment issued to him by the Company.



Accentiv[®] (India) Private Limited

L.M. Krishna Building, No.5, Balavinayagar Nagar Main Road, Arumbakkam, Chennai - 600 106
Tel : +91-44-4344 5122 / 34 Fax : +91-44-2475 6648
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RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to digitally sign and file eForm-DIR 12 along with relevant attachments or such other e-Forms as may be required to be filed with the Registrar of Companies, Tamilnadu, and also to do such other acts, deeds and things as may be necessary for giving full effect to this resolution."

On Behalf of the Board of Directors
For Accentiv (India) Private Limited



M. S. Ashok
Whole-Time Director
DIN: 06766187

Address: Flat – 601-02, Floor – 6, Wing – A,
Brookhill – A, Patlipada, Hiranandani Estate,
Near Spring Hill, Thane -400607

Place: Thane
Date: 21.07.2017

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND THE PROXY (IES) NEED NOT BE A MEMBER. PROXY FORM IS ATTACHED HEREWITH THIS NOTICE.
- (b) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
- (c) An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
- (d) Notice of Annual General Meeting of the Company along with the route map is also posted on the website of the Company.

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CIN : U00063TN2000PTC075891



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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

The existing term of appointment of Mr. M. S. Ashok as Whole-time Director of the Company was ended on 31st March, 2017. The Board of Directors of the Company at their meeting held on 19th May, 2017 had appointed him as Whole Time Director of the Company under Section 196 (3) & Part I of Schedule V of the Act to that effect, for a period of 5 years with effect from 01.04.2017 on such remuneration subject to approval of the shareholders of the Company in the general meeting as required under Article 89(2) of the Articles of Association of the Company.

Since, Mr. M. S. Ashok serving the Company with his vast experience in the field of rewards and loyalty solutions, the Board considers his appointment as Whole-time Director of the Company is appropriate and in the best interest of the Company. The said appointment would be in compliance with all the relevant provisions of Companies Act, 2013 and the Rules made thereunder. The Company would also not be required to seek any approval from any Regulators in this regard. Hence, any consent / NOC are not required to be obtained by the Company in this regard.

The Board of Directors of your Company recommend the resolution for appointment of Mr. M. S. Ashok, as Whole-time Director, as set out at item no. 3 of the Notice, as an Ordinary Resolution.

Following are the additional disclosures pursuant to Point 1.2.5 of the Secretarial Standards – 2 and Section 102 of the Companies Act, 2013:

• **Details of Mr. M. S. Ashok**

Particulars	Details
Age	51 Years (Completed)
Qualification	PG in Business Management
Experience	More than 25 years
Terms and conditions of appointment	On same terms and conditions (including payment of remuneration) as mentioned in the existing Letter of Appointment issued to him by the Company.
Remuneration sought to be paid	As mentioned in the existing Letter of Appointment issued to him by the Company.
Remuneration last drawn	Not Applicable
Date of first appointment on the Board of the Company	19.12.2013
Shareholding in the Company	Nil
Relationship with other Directors, Manager	Not related

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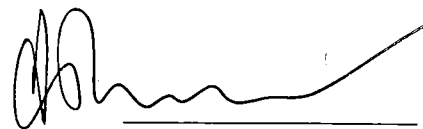


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Particulars	Details
and other Key Managerial Personnel	
Number of Meetings of the Board attended during the year	6
Other Directorships	Nil

- the nature of the concern or interest (financial or otherwise) of directors, manager and of every other key managerial personnel and relatives of the said persons – **Nil except Mr. M. S. Ashok related to his appointment as Whole-time Director of the Company.**
- any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon- **NIL**
- any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter, director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company- **NOT APPLICABLE**
- any document, contract, agreement, the Memorandum of Association or Articles of Association is referred to any business to be transacted at the meeting, specification of time and place for inspection of such document – **The consent letter in DIR-2, Declaration in Form-DIR-8 and under Section 164 & 196 of the Act from Mr. M. S. Ashok to act as Whole-time Director, Articles of Association of the Company are available for inspection at the Registered Office of the Company during normal business hours (9am to 5pm) on any working day upto the date of the Annual General Meeting.**

On Behalf of the Board of Directors
For Accentiv (India) Private Limited

M. S. Ashok
Whole-Time Director
DIN: 06766187

Address: Flat – 601-02, Floor – 6, Wing – A,
Brookhill – A, Patlipada, Hiranandani Estate,
Near Spring Hill, Thane -400607

Place: Thane
Date: 21.07.2017

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

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

ACCENTIV (INDIA) PRIVATE LIMITED
CIN: U00063TN2000PTC075891

Registered office: LM Krishna Building, No. 5, Balavinayagar Nagar Main Road, Arumbakkam, Chennai – 600106

Name of the member(s):	
Registered Address:	
Email ID:	
Folio No. / Client ID:	
DP ID:	

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

1. Name :	2. Name :	3. Name :
Address :	Address:	Address:
E-mail Id :	E-mail Id :	E-mail Id:
Signature :	Signature:	Signature:
or failing him	or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the Company, to be held on the 29th day of September, 2017 At 11 a.m. at LM Krishna Building, No. 5, Balavinayagar Nagar Main Road, Arumbakkam, Chennai - 600106 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

- To consider and approve Financial Statements for the year ended 31st March, 2017, and the report of the Auditors and Directors, thereon.
- To consider and ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company.
- To consider appointment and payment of Remuneration of Mr. M. S. Ashok as Whole-time Director of the Company.

Signed this..... day of..... 20....

**AFFIX REVENUE
STAMP**

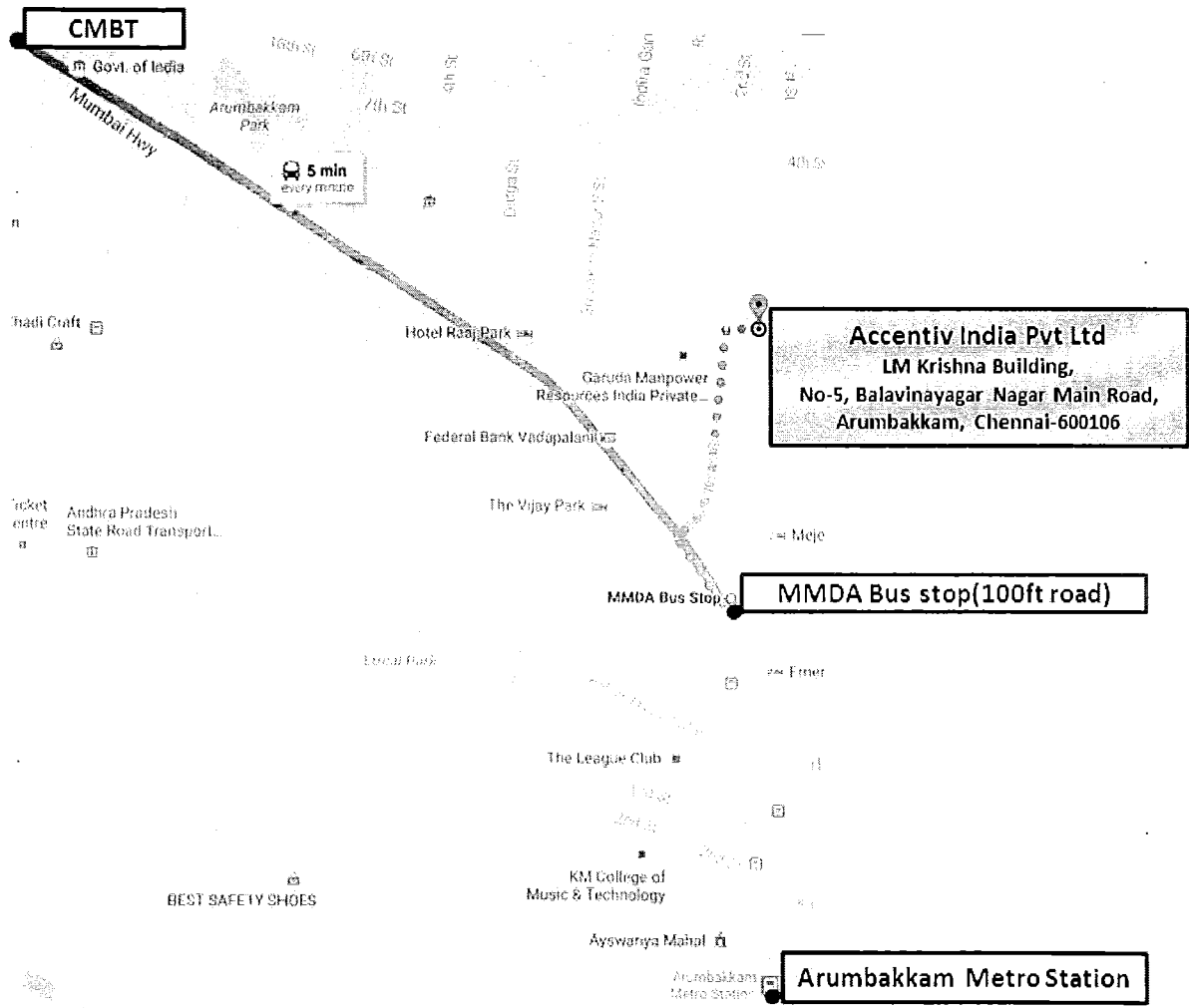
Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ROUTE MAP



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