

NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of the Members of Intelnet Business Services Limited will be held on Friday, 30th September, 2016 at 9.30 a.m. at Intelnet Business Services Limited, Hall #4, Unit 2, NESCO Complex, Western Express Highway, Goregaon (East), Mumbai – 400 063 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements comprising of the statement of Profit and Loss for the year ended March 31, 2016, the Balance Sheet as at that date and the reports of the Directors and the auditors thereon.
2. To appoint a Director in place of Mr. Sachin Rajee, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Deloitte Haskins and Sells, Baroda, Chartered Accountants (Registration Number: 117364W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fourteenth Annual General Meeting of the Company to be held in the year 2019 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT Ms. Bina Shetty (DIN 06634003) who was appointed as an Additional Director of the company by the Board of Directors on 13th October 2015 and who holds office upto the date of this Annual General Meeting in accordance with the Section 161(1) of the Companies Act, 2013 (‘the Act’) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as the Director of the Company.

5. 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 and other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby granted to the Board of directors of the Company to contribute to charitable, benevolent, public or general and other funds not directly relating to the business of the company or the welfare of its employees from time to time if the aggregate amount of such contributions in any one financial year exceed five percent (5%) of the Company’s average net profits for the three immediately preceding financial years.”

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

“RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs.125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only) divided into 2,50,00,000 Equity Shares of Rs.10/- each and 10,00,00,000 Preference Shares of Rs. 10/- each to Rs. 438,00,00,000 (Rupees Four Hundred and Thirty Eight Crores Only) divided into 2,50,00,000 Equity Shares of Rs.10/- each and 41,30,00,000 Preference Shares of Rs. 10/- each, by creation of 31,30,00,000 Preference Shares of Rs. 10/- each.

RESOLVED FURTHER THAT on the Resolution for alteration of the Capital Clause being duly passed and becoming effective, Clause V of the Memorandum of Association of the Company be deleted and in place thereof the following new Clause be substituted:

The Authorised Share Capital of the Company is Rs. 438,00,00,000 (Rupees Four Hundred and Thirty Eight Crores Only) divided into 2,50,00,000 Equity Shares of Rs.10/-, each and 41,30,00,000 Preference Shares of Rs. 10/- each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Associations of the Company and

to vary, modify or abrogate in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for time being in force in that behalf.”

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

“RESOLVED THAT on the Resolution for alteration of the Capital Clause being duly passed and becoming effective, Article 3 (a) of the Articles of Association of the Company be deleted and in place thereof the following new Article 3 (a) be substituted:

3(a) “The Authorized Share Capital of the Company shall be such sum as may from time to time be provided in the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Rules framed there under, as amended from time to time and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any person or authority while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include a duly authorised committee(s) thereof for the time being exercising the powers conferred by the Board including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 21,30,00,000 non-convertible cumulative redeemable preference shares of the face value of Rs. 10/- (Rupees Ten only) each (**“Preference Shares”**) for cash at par for an aggregate amount not exceeding Rs. 213,00,00,000 , to the shareholder of the Company, Intelenet Global Services Private Limited and/or any of its direct or indirect subsidiaries in one or more tranches on a preferential allotment basis and on such other terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of Offer are, as under:

- i. Preference shares shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- ii. Preference Shares shall be non-participating in the surplus funds;
- iii. Preference Shares shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- iv. Holders of preference shares shall be paid dividend on a cumulative basis;
- v. Preference shares shall not be convertible into equity shares;
- vi. Preference shares shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- vii. Preference shares shall be redeemable.

RESOLVED FURTHER THAT any Director or Mr. Vishal Chhabra, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as are necessary and incidental to, and take all such steps as they may think fit and proper for giving effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Rules framed there under, as amended from time to time and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any person or authority while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include a duly authorised committee(s) thereof for the time being exercising the powers conferred by the Board including the powers conferred by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 10,00,00,000 non-convertible cumulative redeemable preference shares of the face value of Rs. 10/- (Rupees Ten only) each (**“Preference Shares”**) for cash at par for an aggregate amount not exceeding Rs. 100,00,00,000 , to the shareholder of the Company, Intelenet Global Services Private Limited and/or any of its direct or indirect subsidiaries in one or more tranches on a preferential allotment basis and on such other terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.



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- v. Preference shares shall not be convertible into equity shares;
- vi. Preference shares shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- vii. Preference shares shall be redeemable.

RESOLVED FURTHER THAT any Director or Mr. Vishal Chhabra, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as are necessary and incidental to, and take all such steps as they may think fit and proper for giving effect to this resolution.”

By Order of the Board

Sd/-

Vishal Chhabra
Company Secretary

Registered Office:
Intelenet Towers,
Plot CST No. 1406 - A / 28, Mindspace,
Malad (West), Mumbai-400090

Place: Mumbai
Date: 10th August 2016

Intelenet Business Services Limited,

Regd. Office: Intelenet Towers, Plot CST No. 1406-A/28, Mindspace, Malad (West), Mumbai -400090 | **Branch Office:** Hall No 4, Gate No 3, NESCO Compound, Goregaon East, Mumbai -400063 CIN No: U72900MH2005PLC157255, T+91-22-67692700 F+91-22-67692800, Email:contactus@intelenetglobal.com, www.intelenetglobal.com

NOTES:

1. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Notice of the AGM along with the Annual Report 2015-16 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.
4. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Private Limited /Depositories.
5. Members may also note that the Notice of the 11th Annual General Meeting and the Annual Report for 2015-2016 will be also available on the Company's Website: www.intelenetglobal.com for download.
6. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice), the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 23rd September, 2016 being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process, through electronic voting system of Central Depository Services (India) Limited ('CDSL')
7. The facility for voting through Ballot shall also be made available at the AGM and Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
8. The instructions for shareholders voting electronically are as under:
 - A. The remote e-voting period commences on 27th September, 2016 (9:00 am) and ends on 29th September, 2016 (5:00pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - B. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
 - C. If a Member casts votes by remote e-voting and at the AGM through Ballot, then vote cast through remote e-voting shall prevail and vote cast through Ballot at the AGM shall be treated as invalid. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - D. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on CDSL
 - E. The Company has appointed Mr. Mitesh Dhaliwala (Membership No. 24539, CP No. 9511) or failing him Ms. Sarvari Shah (Membership No. 27572, CP No. 11717) of M/s Parikh & Associates, Practicing Company Secretaries to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the Annual 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 Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.intelenetglobal.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company

Procedure and instructions for e-voting:

- i. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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.
- 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 (Serial No. on the Address sticker / Postal Ballot Form / Email) 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 (iv).

- 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 the relevant <Company Name> on which you choose to vote.
- 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. Note for Non – Individual Shareholders and Custodians
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. 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.
 - e. 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.
 - xix. 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.
9. All documents referred to in the notice and explanatory statement are open for inspection at the registered office of the Company during office hours on all days except Saturdays, Sundays and public holidays; between 2.00 p.m. and 5.00 p.m. upto the date of the Annual General Meeting.
10. Members are requested to:
- a) notify any change in their address to the Registrar and Share Transfer Agent, Bigshare Services Private Limited, E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai 400 072, Tel : (91-22) 4043 0200; Fax : (91-22) 2847 5207; Website: www.bigshareonline.com; e-mail: info@bigshareonline.com
 - b) bring the attendance slips along with the copies of the Annual Report to the Meeting.
11. Section 72 of the Companies Act, 2013, provides for nomination by the Shareholders of the Company in the prescribed form. Interested Shareholders may write to the Company / Registrar and Share Transfer Agent for the prescribed form.

ANNEXURE TO NOTICE

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard -1 issued by the Institute of Company Secretaries of India forming part of the notice

ITEM NO.4

Ms. Bina Shetty (DIN 06634003) was appointed as a Women Director and as an Additional Director of the Company at the Board Meeting held on October 13, 2015.

In terms of Section 161(1) of the Companies Act, 2013, she holds office only upto the date of the ensuing Annual General Meeting of the Company but is eligible for appointment as a Director. A notice along with requisite deposit under section 160(1) of the Companies Act, 2013 has been received from a member signifying intention to propose her appointment as a Director.

Ms. Bina Shetty (DIN: 06634003), aged 49 years and is qualified as Graduate in Sociology and has experience of 23 years.

She was appointed on the Board of the Company with effect from 13th October 2015.

During the year Ms. Bina Shetty attended Three (3) meetings of the Board of Directors of the Company.

Other directorship/ committee positions held by Ms. Bina Shetty:

Ms Bina Shetty is also a director in Intelenet Foundation India.

Ms. Bina Shetty is also a member of following Committee –

1. Nomination and Remuneration Committee
2. Audit Committee
3. Stakeholders Relationship Committee

She does not hold any equity shares in the Company.

Your Directors recommend to appoint Ms. Bina Shetty as a Director of the Company as they feel it will be in the best interest of the Company if appointed.

Other than Ms Bina Shetty, none of the other Directors are, in any way, concerned or interested in this resolution.

ITEM No.5

The Company is eligible with prior permission of the Company in general meeting as per Section 181 of the Companies Act 2013 to make contributions to charitable, benevolent, public or general and other funds not directly related to the business of the Company or the welfare of its employees from time to time if the aggregate amount of such contributions in any one financial year exceeds five percent (5%) of the Company's average net profits for the three immediately preceding financial years.

The Directors recommend the resolution for your approval as an Ordinary Resolution.

Except Directors and Key Managerial Personnel's of the Company who are/may be Directors/Shareholder in one or more Persons/bodies corporate described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

ITEM No.6

To meet the business requirements, the Company is in urgent need of capital infusion, and is therefore proposing to raise further capital. The existing Authorised Capital of the Company is Rs.125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only) divided into 2,50,00,000 Equity Shares of Rs.10/- each and 10,00,00,000 Preference Shares of Rs. 10/- each which would not be sufficient to cover the proposed amount of issue.

Hence the board of directors of the Company (Board), vide its resolution dated 10th August, 2016 has proposed to increase the authorised share capital of the Company as provided in the resolution. The Board therefore seeks approval for the same as required under Section 61 of the Companies Act, 2013.

In order to reflect the increased authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company is also proposed to be amended as contained in the resolution.

Intelenet Business Services Limited,

Regd. Office: Intelenet Towers, Plot CST No. 1406-A/28, Mindspace, Malad (West), Mumbai -400090 | Branch Office: Hall No 4, Gate No 3, NESCO Compound, Goregaon East, Mumbai -400063 CIN No: U72900MH2005PLC157255, T+91-22-67692700 F+91-22-67692800, Email:contactus@intelenetglobal.com, www.intelenetglobal.com

A copy of the amended Memorandum of Association is open for inspection by the shareholders on any working day.

Except Directors and Key Managerial Personnel's of the Company who are/may be Directors/Shareholder in one or more Persons/bodies corporate described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

ITEM No.7

In order to reflect the increased authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Article 3(a) of the Articles of Association of the Company is proposed to be amended and restated.

A copy of the amended and restated Articles of Association is open for inspection by the shareholders on any working day. The Board now seeks the approval of shareholders for the special resolution proposed for the same.

Except Directors and Key Managerial Personnel's of the Company who are/may be Directors/Shareholder in one or more Persons/bodies corporate described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

ITEM No.8

To strengthen the capital base of the Company, the Board of Directors of the Company ("the Board" at their meeting held on 10th August 2016, pursuant to provisions of Sections 42, 55 and 62 of the Companies Act, 2013, approved of an issue and offer not exceeding 21,30,00,000 8% non-convertible cumulative redeemable preference shares of the face value of Rs. 10/- (Rupees Ten) each aggregating to Rs. 213,00,00,000 ("The Preference Shares").

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a Company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the Company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation.

Statement of disclosures under Rule 9 (3) of the Companies (Share Capital and Debenture) Rules, 2014 is as under:

Terms and Conditions of Issue
<ul style="list-style-type: none"> • Issue price: The preference share will be issued at face value of Rs 10 per share. • Rate of Dividend: The Preference Shares would carry a fixed cumulative preferred dividend of 8% per annum. • Cumulative: The preference shares will carry cumulative dividend right. • Convertible: The Preference Shares are not eligible for conversion into Equity Shares of the Company. • Tenor: The tenor of Preference shares will be Seven (7) years from the date of allotment. • Redemption: The Preference Shares shall be redeemable at par at the end of seven years from the date of allotment. • Early Redemption: The Preference Shares may be redeemed at any time after one year from the date of allotment and before seven years at the option of the Board of Directors of the Company. Priority with respect to payment of dividend or repayment of capital: The Preference Shares shall rank for capital and dividends (including all dividends undeclared upto the commencement of winding-up) and for repayment of capital in a winding-up), pari passu inter se, and in priority to the Equity Shares of the Company, but shall not confer any further right on the holders thereof to participate in the profits or assets of the Company. • Participation in surplus funds: The preference shares shall be non-participating in the surplus funds and profits, on winding up which may remain after the entire capital has been repaid. • Voting rights: The preference shares shall carry voting rights as may be prescribed under the provisions of Section 47(2) of the Companies Act, 2013.

Information as required under Rule 13 of the Companies (Share Capital & Debentures) Rules, 2014:

A. Authorized by Articles of Association:

The preferential issue is authorised by the Articles of Association of the Company.

B. Objects of the issue:

To strengthen the capital base of the Company.

C. Total Number of Preference Shares to be issued and Price at which the allotment is proposed to be made:



21,30,00,000 Preference shares shall be issued to Intelnet Global Services Private Limited at its nominal value of Rs.10/- (Rupees Ten) per equity share.

D. Basis on which the Price has been arrived at along with report of Registered valuer and the Relevant Date:

The Preference shares are to be issued at par.

E. Class and Name of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Intelnet Global Services Private Limited.

F. Intention of the Promoters/Directors/Key Management Persons to subscribe to the offer:

No Director/Key Management Person has any intention to subscribe to the offer in their individual capacity.

G. Proposed time within which the allotment shall be completed:

The allotment shall be completed within a year from the date of this Annual General Meeting of the Company.

H. The change in control, if any, in the Company that would occur consequent to the preferential offer:

No change in the control of the Company is intended or expected from the proposed offer.

I. The number of persons to whom allotment on preferential basis have already been made during this year, in terms of number of securities as well as price:

Nil

J. Justification for allotment proposed to made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

K. The pre issue and post issue shareholding pattern of the Company is as under:

The pre issue and post issue shareholding pattern of Equity shares of the Company is as under:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares	% of shareholding	No. of Shares	% of shareholding
A	Promoter Holding				
1.	Indian:				
	Individual	-	-	-	-
	Bodies Corporate				
	Intelnet Global Services Private Limited	15,851,536	98.17 %	15,851,536	98.17 %
	Sub Total	15,851,536	98.17 %	15,851,536	98.17 %
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	15,851,536	98.17 %	15,851,536	98.17 %
B	Non-Promoter Holding				
1.	Institutional Investors	5	0.00%	5	0.00 %
2.	Non Institutions:				
	Private Corporate Bodies	32,649	0.20 %	32,649	0.20 %
	Directors and Relatives	-	-	-	-
	Indian Public	2,56,766	1.59 %	2,56,766	1.59 %
	Others	-	-	-	-
	Clearing Member	33	0.00 %	33	0.00 %
	Non Resident Indians (NRI)	6,511	0.04 %	6,511	0.04 %
	Sub Total (B)	2,95,964	1.83 %	2,95,964	1.83 %
	Total (A+B)	1,61,47,500	100 %	1,61,47,500	100%

The pre issue and post issue shareholding pattern of Preference shares of the Company is as under:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares	% of shareholding	No. of Shares	% of shareholding
A	Promoter Holding				
1.	Indian:				
	Individual	-	-	-	-

Intelnet Business Services Limited,

Regd. Office: Intelnet Towers, Plot CST No. 1406-A/28, Mindspace , Malad (West), Mumbai -400090 | Branch Office: Hall No 4, Gate No 3, NESCO Compound, Goregaon East, Mumbai -400063 CIN No: U72900MH2005PLC157255, T+91-22-67692700 F+91-22-67692800, Email:contactus@intelenetglobal.com, www.intelenetglobal.com

	Bodies Corporate				
	Intelenet Global Services Private Limited	10,00,00,000	100 %	31,30,00,000	100%
	Sub Total	10,00,00,000	100 %	31,30,00,000	100%
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	10,00,00,000	100 %	31,30,00,000	100%
B	Non-Promoter Holding				
1.	Institutional Investors	-	-	-	
2.	Non Institutions:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (including NRIs)	-	-	-	-
	Sub Total (B)	-	-	-	-
	Total (A+B)	10,00,00,000	100 %	31,30,00,000	100%

In terms of Rule 9 of Companies (Share Capital and Debentures) Rules, 2014, the consent of the shareholders is required in general meeting for issuance of Preference Shares.

The Company proposes to issue The Preference Shares against the amounts outstanding to the Holding Company, Intelenet Global Services Private Limited.

Hence, the Directors recommend the resolution for approval of the Shareholders.

Except Directors and Key Managerial Personnel's of the Company who are/may be Directors/Shareholder in one or more Persons/bodies corporate described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

ITEM No. 9

To redeem the existing preference shares issued during the Financial Year 2009-10,2010-11 and 2011-12 aggregating Rs. 100 Crores, which may fall due for redemption from time to time, the Company proposes to issue 10,00,00,000 8% non-convertible cumulative redeemable preference shares of the face value of Rs. 10/- (Rupees Ten) each aggregating to Rs. 100,00,00,000.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a Company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the Company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation.

Statement of disclosures under Rule 9 (3) of the Companies (Share Capital and Debenture) Rules, 2014 is as under:

Terms and Conditions of Issue
<ul style="list-style-type: none"> • Issue price: The preference share will be issued at face value of Rs 10 per share. • Rate of Dividend: The Preference Shares would carry a fixed cumulative preferred dividend of 8% per annum. • Cumulative: The preference shares will carry cumulative dividend right. • Convertible: The Preference Shares are not eligible for conversion into Equity Shares of the Company. • Tenor: The tenor of Preference shares will be Seven (7) years from the date of allotment. • Redemption: The Preference Shares shall be redeemable at par at the end of seven years from the date of allotment. • Early Redemption: The Preference Shares may be redeemed at any time after one year from the date of allotment and before seven years at the option of the Board of Directors of the Company. • Priority with respect to payment of dividend or repayment of capital: The Preference Shares shall rank for capital and dividends (including all dividends undeclared upto the commencement of winding-up) and for repayment of capital in a winding-up), pari passu inter se, and in priority to the Equity Shares of the Company, but shall not confer any further right on the holders thereof to participate in the profits or assets of the Company. • Participation in surplus funds: The preference shares shall be non-participating in the surplus funds and profits, on winding up which may remain after the entire capital has been repaid. • Voting rights: The preference shares shall carry voting rights as may be prescribed under the provisions of Section 47(2) of the Companies Act, 2013.



Information as required under Rule 13 of the Companies (Share Capital & Debentures) Rules, 2014:

A. Authorized by Articles of Association:

The preferential issue is authorised by the Articles of Association of the Company.

B. Objects of the issue:

To redeem the existing preference shares issued during the Financial Year 2009-10, 2010-11 and 2011-12 aggregating Rs. 100 Crores, which may fall due for redemption from time to time, the Company

C. Total Number of Preference Shares to be issued and Price at which the allotment is proposed to be made:

10,00,00,000 Preference shares shall be issued to Intelenet Global Services Private Limited at its nominal value of Rs.10/- (Rupees Ten) per equity share.

D. Basis on which the Price has been arrived along with Report of the registered valuer at and the Relevant Date:

The Preference shares are to be issued at par.

E. Class and Name of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Intelenet Global Services Private Limited.

F. Intention of the Promoters/Directors/Key Management Persons to subscribe to the offer:

No Director/Key Management Person has any intention to subscribe to the offer in their individual capacity.

G. Proposed time within which the allotment shall be completed:

The allotment shall be completed as per the statutory requirement of Companies Act, 2013.

H. The change in control, if any, in the Company that would occur consequent to the preferential offer:

No change in the control of the Company is intended or expected from the proposed offer.

I. The number of persons to whom allotment on preferential basis have already been made during this year, in terms of number of securities as well as price:

Nil

J. Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

In terms of Rule 9 of Companies (Share Capital and Debentures) Rules, 2014, the consent of the shareholders is required in general meeting for issuance of Preference Shares.

Hence, the Directors recommend the resolution for approval of the Shareholders.

Except Directors and Key Managerial Personnel's of the Company who are/may be Directors/Shareholder in one or more Persons/bodies corporate described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

Registered Office:

Intelenet Towers,
Plot CST No. 1406 - A / 28 Mindspace,
Malad (West), Mumbai-400090

By Order of the Board

Sd/-

Vishal Chhabra
Company Secretary

Place: Mumbai

Date: 10th August 2016

Intelenet Business Services Limited,

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