

## NOTICE

Notice is hereby given that the Thirty Eighth Annual General Meeting ('AGM') of the Members of **CAROL INFO SERVICES LIMITED** will be held at Shagun Banquet Hall, Devidayal Road, L.B.S. Cross Road, Behind Fire Brigade Office, Mulund (West), Mumbai-400080 on Friday, 28<sup>th</sup> September, 2018 at 11.00 a.m. to transact the following businesses:

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Report of Auditors thereon.
- To appoint a Director in place of Mr. Stephen D'Souza (DIN: 00045812), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

- Appointment of Mr. Neeraj Jain as Director (Non-Executive Non-Independent) of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Neeraj Jain (DIN: 08118877), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Act & the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the said resolution."

- To advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by subsidiary company(ies)/associate company(ies)/body corporate(s) in whom any of the Director of the Company is interested upto ₹ 2,000 crore**

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 ('Act') and any other applicable provisions of the Act & Rules made there under read with the Companies (Amendment) Act, 2017 (including any statutory modification(s)

or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, the Articles of Association of the Company and in line with the approval already accorded by the members of the Company under Section 186 of the Act vide resolution dated 19<sup>th</sup> January, 2016, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by subsidiary company(ies)/associate company(ies)/body corporate(s) in whom any of the Director of the Company is interested upto an aggregate amount not exceeding ₹ 2,000 crore (Rupees Two Thousand Crore Only) or in other currency for an equivalent amount.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

- Alteration in Clause V. Authorised Share Capital of the Memorandum of Association**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is ₹ 100,00,00,000 (Rupees One Hundred Crore Only) divided into 9,00,00,000 (Nine Crore) equity shares of ₹ 10 (Rupees Ten Only) each amounting to ₹ 90,00,00,000 and 1,00,00,000 (One Crore) preference shares of ₹ 10 (Rupees Ten Only) each amounting to ₹ 10,00,00,000. The Company may increase or reduce the capital and divide the shares in the capital for the time being into several classes and attach there to respectively such preferential, deferred, qualified; or special rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."

By **Order of the Board of Directors**

**Nikhil Malpani**  
Company Secretary

Place : Mumbai  
Date : August 21, 2018

## IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of item nos. 3, 4 and 5 are annexed hereto and forms part of this Notice.
2. The relevant documents, if any, referred to in the accompanying Notice and Explanatory Statement will be open for inspection by the members at the Registered Office of the Company during working days (except Saturdays, Sundays and Public Holidays) between 2.00 p.m. to 4.00 p.m. The aforesaid documents will be also available for inspection by members at the meeting.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.

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

4. Corporate members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the resolution passed by the Board of Directors authorizing their representatives to attend and vote at the Annual General Meeting ('AGM').
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
6. A route map providing directions to reach the venue of the 38<sup>th</sup> AGM is provided in the Notice.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the AGM held on 30<sup>th</sup> September, 2014 for a period of 5 years i.e. till the conclusion of 39<sup>th</sup> AGM.
8. Pursuant to the Secretarial Standard on General Meetings ('Secretarial Standard-2'), the details of Director retiring by rotation and seeking appointment/re-appointment at the AGM is provided in 'ANNEXURE' to the Notice.
9. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ('IEPF'). Members may please note that all unclaimed dividends declared upto Financial Year 2009-10 have been transferred to IEPF.
10. Pursuant to the provisions of Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016') which came into effect from 7<sup>th</sup> September, 2016 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ('IEPF Amendment Rules, 2017') which came into effect from 28<sup>th</sup> February, 2017 stipulates that if shares on which dividend has not been paid or

claimed for seven consecutive years or more, then such shares are to be transferred to Investor Education and Protection Fund ('IEPF'), a fund constituted under provisions of the Act.

The unclaimed dividend for the Financial Year 2008-09 and 2009-10 have already been transferred to IEPF as required under Section 124(5) of the Act read with IEPF Rules, 2016.

As per the provisions of Section 124(6) of the Act read with the IEPF Rules, 2016, as amended, all shares in respect of which dividend had remained unclaimed for seven consecutive years or more were transferred by the Company to IEPF in December, 2017 within the stipulated time period. The Company had sent individual communication to the concerned members whose shares were liable to be transferred to IEPF along with the Newspaper Publication. The list of concerned members is also available on the Company's website i.e. [www.carolinfoservices.com](http://www.carolinfoservices.com) under Investor Relations section. Please note that no claim shall lie against the Company in respect of unclaimed dividend and shares transferred to IEPF pursuant to the said Rules.

11. Pursuant to the provisions of Section 72 of the Act, members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Transfer Agent ('RTA') of the Company i.e. Link Intime India Private Limited, in the prescribed Form SH-13. Members holding shares in demat form may contact their respective Depository Participant ('DP') for recording of nomination.
12. In case of joint holders attending the meeting, the member whose name appears as first holder in the order of names as per Register of Members/Register of Beneficial Owners of the Company will be entitled to vote.
13. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting, so that the information required by the members can be made available at the AGM.
14. Members holding shares:
  - a. in electronic (demat) form are advised to inform the particulars of their bank account, change of address and E-mail ID to their respective DP only. The Company or its RTA cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars etc., and such instructions are required to be given directly by the members to their DP.
  - b. in physical form are advised to inform the particulars of their bank account, change of address and E-mail ID for updation to RTA.
15. Members, whether holding shares in electronic or physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondences with the Company/RTA.
16. NRI members are requested to:
  - a. change their residential status on return to India permanently.
  - b. furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
17. To protect the environment and disseminate all the communication promptly, members who have not registered their E-mail ID so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.

18. There are various advantages in keeping shares in dematerialised mode like no stamp duty, no/lesser risk of delivery, no loss in transit, prompt transfer etc. Hence, all the members who are holding shares in physical form are requested to get the same dematerialised.
19. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of Folios and send relevant Share Certificates to the Company's RTA for doing the needful.
20. The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit the PAN details to their respective DP. Members holding shares in physical form can submit their PAN details to the Company/RTA.
21. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy of PAN card of the transferee(s) along with the Transfer Deeds and Share Certificate(s) at the time of lodgement of transfer of shares are mandatory.
22. The Company's Registrar and Transfer Agents for correspondence are :  
**Link Intime India Private Limited**  
Unit : Carol Info Services Limited  
C-101, 247 Park, Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai – 400 083  
Tel No. 022 4918 6270; Fax No. 022 4918 6060  
E-mail: carol@linkintime.co.in
23. Pursuant to the provisions of Sections 101, 108 and 136 of the Act read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their E-mail ID either with their DP or the Company. The Notice of the AGM along with Annual Report for the year ended 31<sup>st</sup> March, 2018 is being sent by electronic mode to those members whose E-mail IDs are registered with the Company/Depositories, unless a member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those members who have not registered their E-mail IDs or have requested for the physical copy. The Annual Report for the year ended 31<sup>st</sup> March, 2018 and Notice convening AGM is available on the Company's website [www.carolinfoservices.com](http://www.carolinfoservices.com)

#### 24. Voting through electronic means

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited ('NSDL').

Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124) failing which Ms. Indrabala Javeri, Practicing Company Secretary (ACS No. 2209, CP No. 7245) has been appointed as Scrutinizers to scrutinize the remote e-voting process and voting at the venue of AGM in a fair and transparent manner.

Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a member to vote using remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided.

Facility of voting through Ballot Paper shall be made available at the AGM. Members attending the AGM, who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again at the AGM.

The e-voting period begins on **Monday, 24<sup>th</sup> September, 2018 at 9.00 a.m.** (IST) and ends on **Thursday, 27<sup>th</sup> September, 2018 at 5.00 p.m.** (IST). The e-voting module shall be disabled by NSDL for voting thereafter.

The members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 21<sup>st</sup> September, 2018** may cast their vote through e-voting or voting at the AGM.

A person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2018 may obtain the Login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

**The process/manner for availing e-voting facility and the instructions for members voting electronically are as under:**

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

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

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

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

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

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Details on Step 2 are given below:**

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

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of

the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bhattivirendra1945@yahoo.co.in](mailto:bhattivirendra1945@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries/grievances relating to e-voting, you may refer Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Mr. Amit Vishal, Senior Manager, NSDL, at the designated email ids: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
25. The voting rights of members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as of the cut-off date.
26. The Scrutinizer's decision on the validity of the e-voting and Ballot Paper shall be final and binding.
27. The Scrutinizer, after scrutinising the votes cast through e-voting and Ballot Paper, not later than 3 (three) days from the conclusion of the AGM, make a scrutinizer's report and submit the same to the Chairman or any person authorised by him who shall countersign the same.
28. The results on resolutions shall be declared after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.
29. The results declared along with Scrutinizer's Report shall be placed on the website of the Company [www.carolinfoservices.com](http://www.carolinfoservices.com) and on the website of NSDL <https://www.evoting.nsdl.com>

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#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 3**

The Board of Directors, as recommended by the Nomination and Remuneration Committee, appointed Mr. Neeraj Jain (DIN: 08118877) as an Additional Director (Non-Executive Non-Independent) with effect from 25<sup>th</sup> April, 2018 pursuant to Section 161 of the Act read with the Company's Articles of Association.

Mr. Neeraj Jain, aged 41 years, is a Chartered Accountant by profession and has more than 15 years of experience in various fields viz. finance, accountancy, taxation, internal financial control, insurance and costing.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Neeraj Jain for the office of Non-Executive Director of the Company, copy of which is available on the website of the Company. He shall be liable to retire by rotation.

As on the date of Notice, Mr. Neeraj Jain holds directorship on the board of Merind Limited.



Mr. Jain is entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof. He is not related to any Director and Key Managerial Personnel of the Company.

As on the date of Notice, Mr. Neeraj Jain is the Chairman of the Stakeholders Relationship Committee and Member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company. As on the date of Notice, he holds memberships of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of Merind Limited.

As on the date of Notice, Mr. Neeraj Jain does not hold by himself or for any other person on beneficial basis, any equity share in the Company.

The Board has decided to seek approval of the members at the ensuing AGM of the Company for his appointment as Director (Non-Executive Non-Independent) of the Company.

In view of this, the Board of Directors recommends resolution as set out in item no. 3 for approval of the members of the Company by way of an Ordinary Resolution.

Save and except Mr. Neeraj Jain and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

This Statement may be regarded as disclosures under Secretarial Standard – 2.

#### **Item no. 4**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the members of the Company on 19<sup>th</sup> January, 2016, through Postal Ballot, accorded approval to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) upto an aggregate amount not exceeding ₹ 2,000 Crore (Rupees Two Thousand Crore Only).

However, vide Companies (Amendment) Act, 2017, Section 185 of the Act has been amended and the same was notified by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the members of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Company's subsidiary(ies)/associate companies explore various options to raise funds through loan/issuance of debentures/bonds etc. which may also be backed by corporate guarantee of the Company. The proceeds raised by the subsidiary(ies)/associate companies of the Company would be utilized for their principal business activities i.e. pharmaceuticals, healthcare and for general corporate purposes including without limitation to repay/prepay their existing term loans.

In view of the above; and in line with the approval of the members accorded under Section 186 of the Act & as an abundant caution, the Board at its meeting held on 21<sup>st</sup> August, 2018 decided to seek approval of the members pursuant to the amended provisions of Section 185 of the Act to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by any subsidiaries/associates/body corporates in whom any of the Director of the Company is interested upto an aggregate amount not exceeding ₹ 2,000 crore or in other currency for an equivalent amount. This will

also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans/debentures/bonds etc. by the said subsidiaries/associates/body corporates, as and when it is raised.

In view of this, the Board of Directors recommends resolution as set out in item no. 4 for approval of the members of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### **Item no. 5**

The Board of Directors at its meeting held on 21<sup>st</sup> August, 2018 proposed to alter Clause V. Authorised Share Capital of the Memorandum of Association of the Company by dividing Authorised Share Capital of the Company of ₹ 100 Crore into 9 Crore equity shares of ₹ 10 each and 1 Crore preference shares of ₹ 10 each.

As per the provisions of Section 13 read with Section 61 of the Companies Act, 2013, a Company may alter the share capital clause of its Memorandum of Association with the consent of its members.

In view of this, the Board of Directors recommends resolution as set out in item no. 5 for approval of the members of the Company by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board of Directors**

**Nikhil Malpani**  
Company Secretary

Place : Mumbai  
Date : August 21, 2018

## **ANNEXURE**

### **INFORMATION PURSUANT TO SECRETARIAL STANDARD – 2**

Profile and other details of Director retiring by rotation and seeking re-appointment

#### **Mr. Stephen D'Souza**

Mr. Stephen D'Souza (DIN: 00045812), aged 60 years, is a graduate in Commerce by qualification. He has over 35 years of rich and varied experience in the fields of Accounts and Finance.

Mr. D'Souza was appointed as a Non-Executive Non-Independent Director of the Company w.e.f. 23<sup>rd</sup> December, 2011. During the year under review, six board meetings were held, all of which were attended by him. He also holds directorship in Sharanya Chemicals and Pharmaceuticals Private Limited.

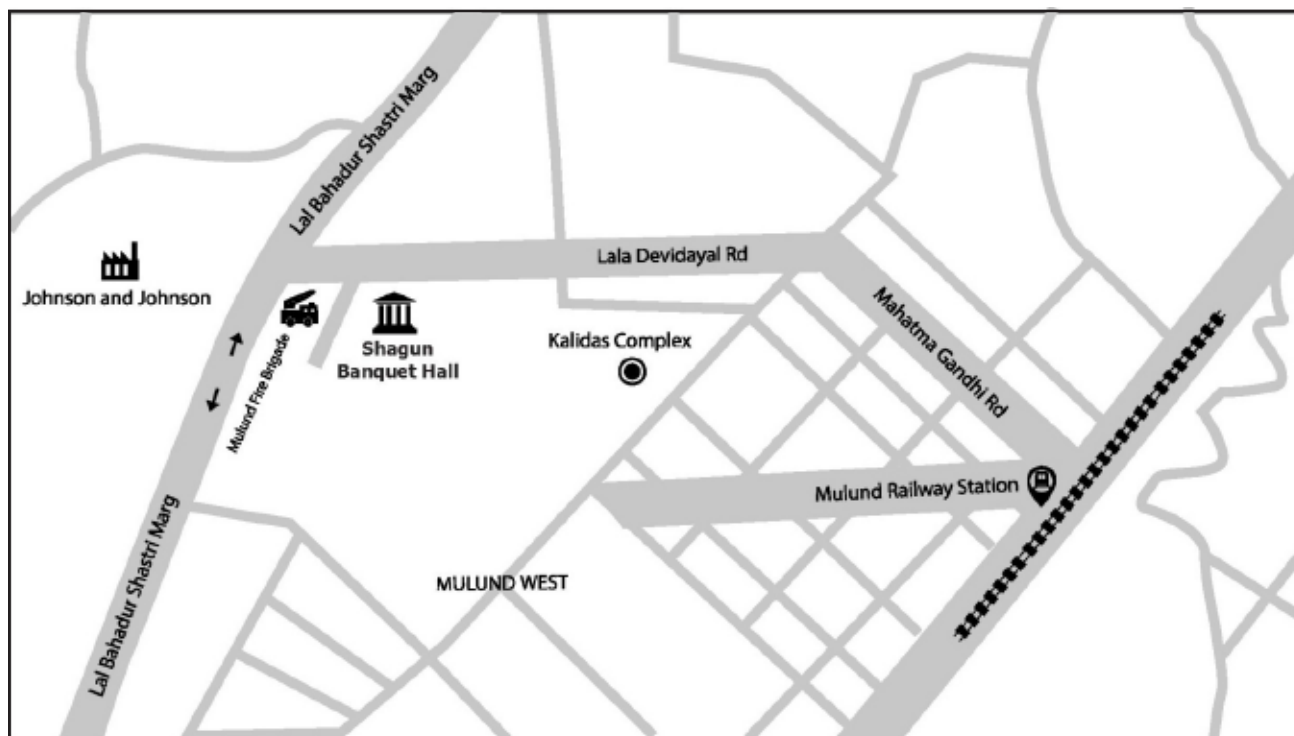
Mr. Stephen D'Souza is the member of Stakeholders Relationship Committee of the Company.

Mr. D'Souza is entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof.

He is not related to any Director and Key Managerial Personnel of the Company.

As on the date of Notice, Mr. D'Souza holds 250 equity shares as a joint holder along with his relatives in the Company.

## ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



### **VENUE**

SHAGUN BANQUET HALL, DEVIDAYAL ROAD, L.B.S CROSS ROAD,  
BEHIND FIRE BRIGADE OFFICE, MULUND (WEST), MUMBAI – 400 080



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## 38<sup>TH</sup> ANNUAL GENERAL MEETING PROXY FORM

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

Name of the Member(s)	:	_____
Registered address	:	_____
E-mail Id	:	_____
Folio No/ Client Id	:	_____
DP ID	:	_____

I/We being the Member(s) of \_\_\_\_\_ shares of above named Company, hereby appoint:

- Name: \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her
- Name: \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her
- Name: \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Thirty Eighth Annual General Meeting of the Company to be held on Friday, 28<sup>th</sup> September, 2018 at 11.00 a.m. at Shagun Banquet Hall, Devidayal Road, L.B.S Cross Road, Behind Fire Brigade Office, Mulund (West), Mumbai – 400 080, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions			
Ordinary Business		For	Against
1.	Consider and Adopt		
	a) Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon		
	b) Audited Consolidated Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2018 and the Report of Auditors thereon		
2.	To appoint a Director in place of Mr. Stephen D'Souza (DIN: 00045812), who retires by rotation and being eligible, offers himself for re-appointment		
Special Business			
3.	Appointment of Mr. Neeraj Jain (DIN: 08118877) as Director (Non-Executive Non-Independent) of the Company		
4.	To advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by subsidiary company(ies)/ associate company(ies) / body corporate(s) in whom any of the Director of the Company is interested upto ₹ 2,000 crore		
5.	Alteration in Clause V. Authorised Share Capital of the Memorandum of Association		

Signed on the \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder \_\_\_\_\_

Signature of proxy holder \_\_\_\_\_

Affix  
a revenue  
stamp

### Notes:

- The Proxy Form 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.
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint proxy/proxies to attend and vote instead of himself and such proxy/proxies need not be a member of the Company.
- Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in 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 for any other person or shareholder.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped / inadequately stamped or forms in which the stamps are not cancelled shall be treated as invalid.

