



## NOTICE

Notice is hereby given that the Thirty Seventh 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- 400 080 on Tuesday, 26<sup>th</sup> September, 2017 at 11.00 a.m. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2017 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.
3. **Ratification of appointment of M/s. M. P. Chitale & Co., Chartered Accountants as the Statutory Auditors**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), appointment of M/s. M. P. Chitale & Co., Chartered Accountants (ICAI Firm Registration No.: 101851W), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such terms and remuneration as may be agreed upon between the Audit Committee/Board of Directors and the Auditors."

By **Order of the Board of Directors**

**Nikhil Malpani**  
Company Secretary  
ACS 20869

Place: Mumbai

Date: August 21, 2017

### IMPORTANT NOTES:

1. **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 & 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 shareholder.

2. 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').
3. 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.

4. A route map providing directions to reach the venue of the 37<sup>th</sup> AGM is provided in the Notice.
5. Pursuant to the Secretarial Standard on General Meetings ('Secretarial Standard - 2'), the details of Director seeking re-appointment at the AGM is enclosed as an Annexure.
6. 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'). Shareholders may please note that all unclaimed dividends declared upto Financial Year 2008-09 have been transferred to IEPF.
7. Members who have not yet encashed their dividend warrants for the Financial Year 2009-10 are requested to contact the Company for issue of Banker's Cheque / Demand Draft in lieu thereof without any delay.
8. Pursuant to the provisions of Section 72 of the Companies Act, 2013, 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.
9. 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.
10. 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.
11. 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 for updation to their respective DP only. The Company or its RTA cannot act on any such request 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.
12. 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.
13. 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.
14. 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.
15. 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 shareholders who are holding shares in physical form are requested to get the same dematerialised.
16. 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.
17. 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.
18. 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.

19. 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

20. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 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 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 **Friday, 22<sup>nd</sup> September, 2017 at 9.00 a.m.** (IST) and ends on **Monday, 25<sup>th</sup> September, 2017 at 5.00 p.m.** (IST). The e-voting module shall be disabled by NSDL for voting thereafter.

The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, 19<sup>th</sup> September, 2017** may cast their vote through e-voting or voting at the AGM.

A person who acquires shares of the Company and / or become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 19<sup>th</sup> September, 2017 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 shareholders voting electronically are as under:**

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)] :
- (i) Open email and open PDF file viz. "Carol remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that this password is an initial password.  
**NOTE:** If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password [the initial password is mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the Company/Depository Participant(s) or mentioned in the Attendance Slip] and verification code as displayed. Click Login.

- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Carol Info Services Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote subsequently or cast the vote again.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM :

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

In case of any queries / grievances relating to e-voting, Members may refer Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, at the designated email ids: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [RajivR@nsdl.co.in](mailto:RajivR@nsdl.co.in) or call on toll free no: 1800-222-990.

If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

**NOTE:** Shareholders who forgot the User Details / Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

In case shareholders are holding shares in demat mode, USER-ID is the combination of DP ID + Client ID.

In case shareholders are holding shares in physical mode, USER-ID is the combination of EVEN No + Folio No.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- 21. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as of the cut-off date.
- 22. The Scrutinizer's decision on the validity of the e-voting and Ballot Paper shall be final and binding.
- 23. The Scrutinizer, after scrutinising the votes cast through e-voting and Ballot Paper, not later than 48 hours from the conclusion of the AGM, make a scrutinizer's report and submit the same to the Chairman or any Director authorised by the Board who shall countersign the same.
- 24. The Results on resolutions shall be declared on or 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.
- 25. 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>

## **ANNEXURE**

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

Profile and other details of Director seeking re-appointment

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

Mr. Stephen D'Souza, aged 59 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.

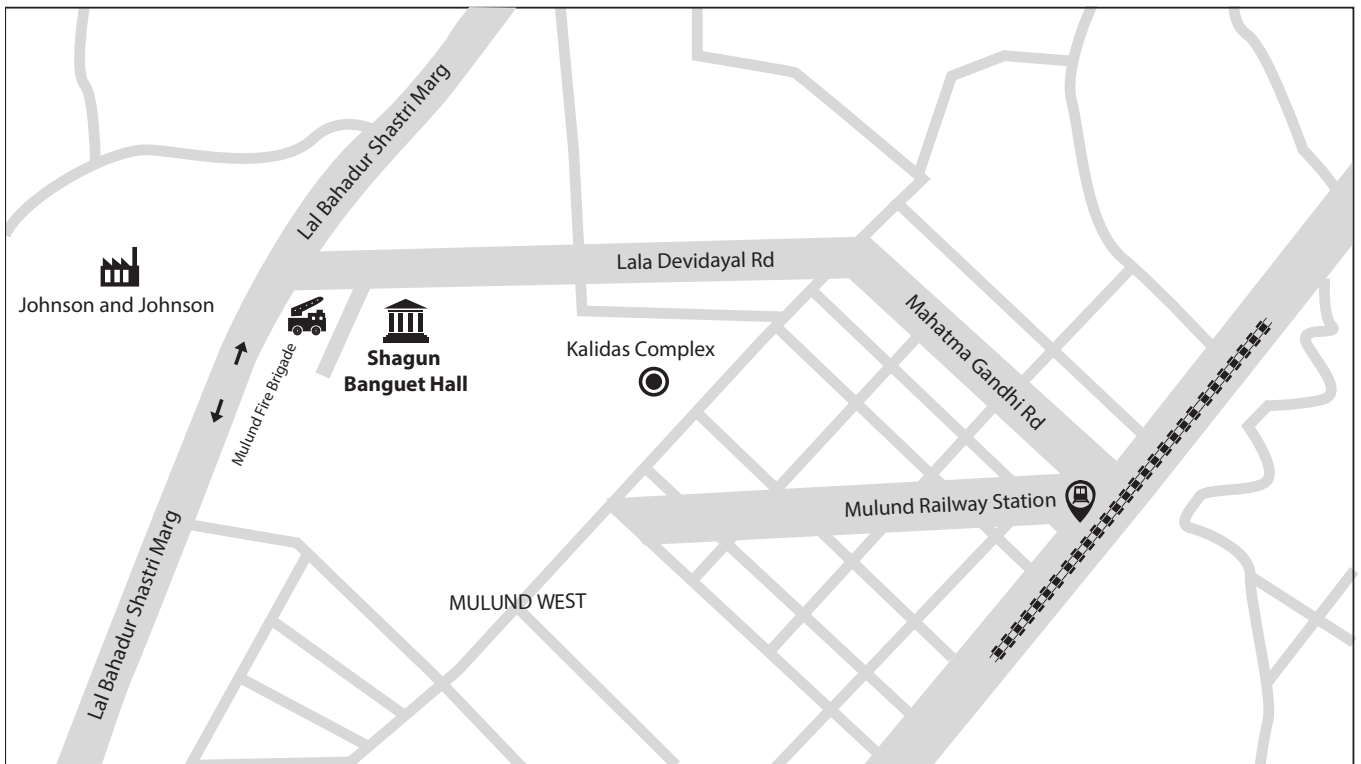
Mr. Stephen D'Souza is the member of Stakeholders Relationship Committee of the Company.

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



## 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 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 : \_\_\_\_\_  
 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 Seventh Annual General Meeting of the Company to be held on Tuesday, 26<sup>th</sup> September, 2017 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.	a) Adoption of Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon; and b) Adoption of Audited Consolidated Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2017 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			
3.	Ratification of appointment of M/s. M. P. Chitale & Co., Chartered Accountants as the Statutory Auditors			

Signed on the \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix  
requisite  
Revenue  
Stamp

**Notes:**

1. **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.**
2. **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.**
3. 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 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 shareholder.

