



# Carol Info Services Limited

Registered Office : Wockhardt Towers, Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051 • Phone : 91-22-2653 4444 • Fax : 91-22-2652 3905  
Website : www.carolinfoservices.com • CIN : U74999MH1979PLC021942  
Email id : investorrelations@carolinfoservices.com

## NOTICE

Notice is hereby given that the Thirty Sixth 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, 27<sup>th</sup> September, 2016 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, 2016 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, 2016 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Shahnawaz Khan (DIN: 03053420), 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, with or without modification(s), 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."

### SPECIAL BUSINESS

4. **Approval to deliver document through a particular mode as may be sought by the member**

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

**"RESOLVED THAT** pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as the 'Act'), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode prescribed under the Act and desired by Member(s), from time to time.

**RESOLVED FURTHER THAT** upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and/ or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode.

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

**By Order of the Board of Directors**

**Nikhil Malpani**

Company Secretary

ACS 20869

Place : Mumbai

Date : 25<sup>th</sup> August, 2016

## IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 4 is annexed hereto and forms part of this Notice.
2. The relevant documents 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. and also at the Annual General 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/HERSELF 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, 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.

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 36<sup>th</sup> AGM is provided in the Notice.
7. Pursuant to the Secretarial Standard on General Meetings ('SS-2'), the details of Director seeking re-appointment at the AGM is enclosed as an Annexure.
8. 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 2007-08 have been transferred to IEPF and no claims shall lie against the Company or the said Fund in respect of the said amount.
9. Members who have not yet encashed their dividend warrants for the Financial Year 2008-09 and 2009-10 are requested to contact the Company for issue of Banker's Cheque/Demand draft for the same.
10. 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.
11. 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 of the Company will be entitled to vote.
12. 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.
13. 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 to RTA.
14. 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.

15. 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.
16. 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 the DP/RTA for receiving all the communications including Annual Reports, Notices etc.
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 lodgment 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-13, Pannalal Silk Mills Compound,  
Bhandup (West), Mumbai – 400 078;  
Tel No . 022 25946970-78; Fax No. 022 25946969;  
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 Central Depository Services (India) Limited ('CDSL') .

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.

Mr. Virendra Bhatt, Practising Company Secretary (ACS No. 1157, CP No. 124), has been appointed as Scrutinizer to scrutinize the remote e-voting process and voting at the venue of AGM in 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.

The result shall be declared on or after the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.carolinfoservices.com](http://www.carolinfoservices.com) and on the website of CDSL.

The voting period begins on **Friday, 23<sup>rd</sup> September, 2016 at 9.00 a.m.** (IST) and ends on **Monday, 26<sup>th</sup> September, 2016 at 5.00 p.m.** (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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:**

- (i) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on Shareholders.
- (iii) 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.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>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 (iii).</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the “EVSN” for **Carol Info Services Limited**.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries/grievances relating to e-voting, Members may refer Frequently Asked Questions ('FAQs') for members and e-voting manual for members available at the Help section of website [www.evotingindia.com](http://www.evotingindia.com) or contact Mr. Rakesh Dalvi, Deputy Manager, CDSL, at the designated email Id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at toll free no. 18002005533.

21. The voting rights of a shareholder shall be in proportion to his share in the paid-up Equity Share Capital of the Company.

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

**ITEM NO. 4**

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, proviso to sub-section (2) of Section 20 of the Act states that a Member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company at its Annual General Meeting ('AGM').

Further, public companies having a networth of more than ₹ One crore and Turnover of more than ₹ Ten crore may send the financial statements:

- by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- where shareholding is held otherwise than by Demat form, to such Members who have positively consented in writing for receiving by electronic mode; and
- by despatch of physical copies through any recognised mode of delivery as specified under Section 20 of the Act, in all other cases.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 4 of the Notice relating to serving the documents including financial statements to the Members of the Company in a requested mode.

In view of this, the Board of Directors recommends the resolution as set out in Item No. 4 of the Notice for approval by the Members of the Company by way of a Special Resolution.

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

**By Order of the Board of Directors**

**Nikhil Malpani**  
Company Secretary  
ACS 20869

Place : Mumbai

Date : 25<sup>th</sup> August, 2016

**INFORMATION PURSUANT TO SECRETARIAL STANDARD - 2**

Profile and other details of Director seeking re-appointment

**Mr. Shahnawaz Khan**

Mr. Shahnawaz Khan, aged 55 years, is a post graduate in Commerce and Cost and Works Accountant by qualification. He has over 30 years of rich and varied experience in the field of Cost Accounting.

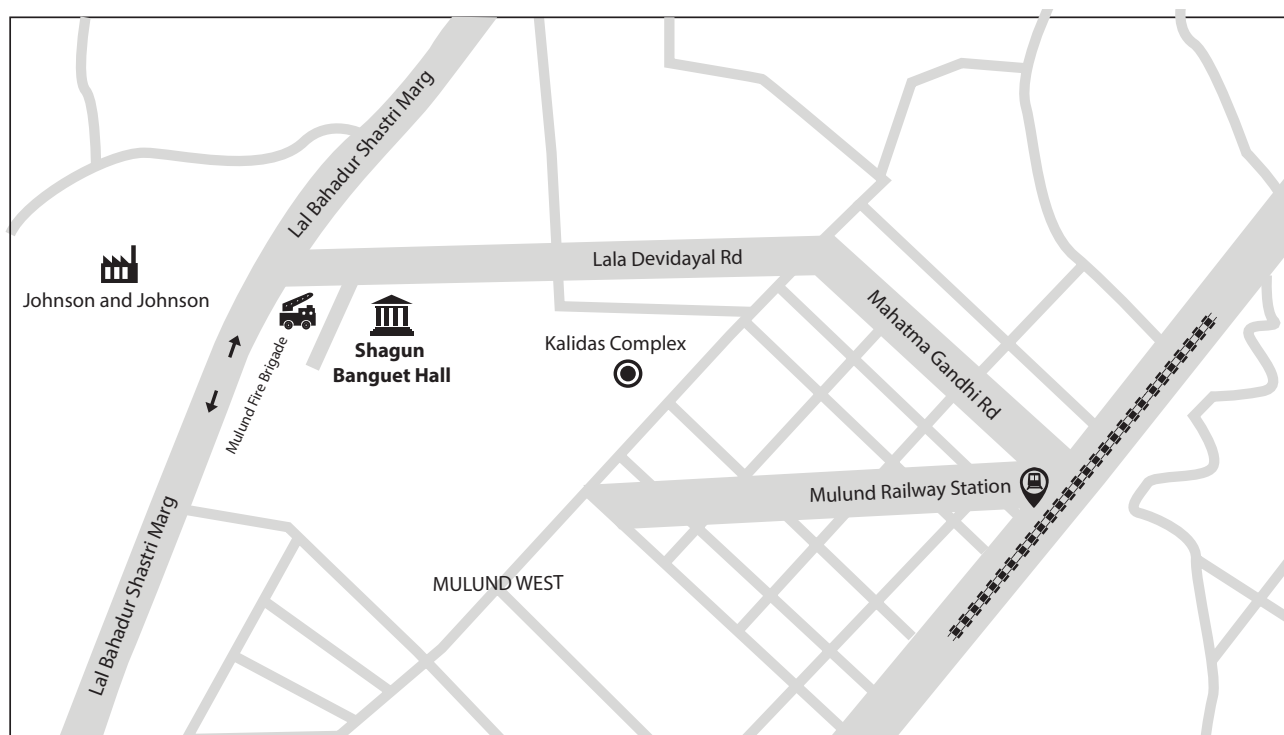
Mr. Khan was appointed as a Director of the Company w.e.f. 7<sup>th</sup> December, 2010. During the year under review, six board meetings were held, all of which were attended by him. He also holds directorship in other Companies viz. Banneret Trading Private Limited, Wockhardt Infrastructure Development Limited, Merind Limited and Wockhardt Holdings Limited.

Mr. Khan is the Chairman of Stakeholders Relationship Committee and Member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee & Audit Committee in the Company. Further, he is also Chairman/Member in Committees of the following Companies:

Sr. No.	Name of the Company	Name of the Committees
1.	Banneret Trading Private Limited	<ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination and Remuneration Committee (Chairman)</li> </ul>
2.	Wockhardt Infrastructure Development Limited	<ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee (Member)</li> </ul>
3.	Merind Limited	<ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee (Chairman)</li> <li>• Stakeholders Relationship Committee (Chairman)</li> </ul>

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

As on the date of Notice, Mr. Khan does not hold any equity share 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



# Carol Info Services Limited

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## 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 :	_____ _____
Email ID :	_____
Folio No./Client ID :	_____
DP ID :	_____

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

- Name : \_\_\_\_\_ Address : \_\_\_\_\_  
\_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him/her
- Name : \_\_\_\_\_ Address : \_\_\_\_\_  
\_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him/her
- Name : \_\_\_\_\_ Address : \_\_\_\_\_  
\_\_\_\_\_  
Email Id : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Sixth Annual General Meeting of the Company, to be held on Tuesday, 27<sup>th</sup> September, 2016 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. Adoption of : a. the Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2016 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, 2016 and the Report of Auditors thereon		
2. Re-appointment of Mr. Shahnawaz Khan (DIN: 03053420) as a Director who retires by rotation		
3. Ratification of appointment of M/s. M. P. Chitale & Co., Chartered Accountants (Firm Registration No. 101851W) as the Statutory Auditors of the Company		
Special Business		
4. Approval to deliver document through a particular mode as may be sought by the member		

Signed on the \_\_\_\_\_ day of \_\_\_\_\_ 2016

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

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

Affix  
required  
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.
- For Resolutions, Explanatory Statement under Section 102 of the Companies Act, 2013 and Notes, please refer Notice of 36<sup>th</sup> Annual General Meeting of the Company.



