Notice of Annual General Meeting

NOTICE is hereby given that the TWENTY-FOURTH ANNUAL GENERAL MEETING of the Members of Mindteck (India) Limited will be held on Tuesday, August 11, 2015 at 12:00 Noon in Hotel Woodlands, "Mini Hall" No-5, Rajaram Mohan Roy Road, Bengaluru-560 025, to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2015, together with the Board's Report and Auditor's Report thereon.

2. To declare dividend of Re.1 per Equity Share for the financial year ended March 31, 2015.

3. To appoint a Director in place of Mr. Meenaz Dhanani, who retires by rotation and being eligible, offers himself for re-appointment.

4. To ratify the appointment of Statutory Auditor to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and pass the following resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 141 and all other applicable provisions of the Companies Act, 2013 and Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force. M/s. B S R & Company, Chartered Accountants (Firm Registration No.128032W), appointed as Statutory Auditor of the Company for a period of three years by the shareholders at their 23rd Annual General Meeting held on August 14, 2014, in respect of whom the Company has received the eligibility letter in writing, be and hereby ratified by the Company to hold the office of Statutory Auditor from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors."

As Special Business:

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** Ms. Prochie Sanat Mukherji (DIN 07158863), appointed as an Additional Director under Article 114(a) of Articles of Association of the Company and Section 152, 161(1) of the Companies Act, 2013 by the Board on April 28, 2015 and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, from a member signifying his intention to propose Ms. Prochie Sanat Mukherji (DIN 07158863), as a candidate for the office of Independent Director of the Company.

   RESOLVED FURTHER THAT Ms. Prochie Sanat Mukherji (DIN 07158863), an existing Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, who is eligible for appointment, be and is hereby appointed as an Independent Director for the term of five years from April 28, 2015 up to April 27, 2020."

   RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and are hereby severally authorized to take such steps, actions and do things, deeds, matters, including the filing of necessary forms with Ministry of Corporate Affairs and intimation to Bombay Stock Exchange, as may be required or are necessary, so as to give proper effect to this Resolution."

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

   "**RESOLVED THAT** in supersession of earlier resolution approved by the members of the Company at their meeting held on August 14, 2014 and pursuant to the provisions of Sections 197 of the Companies Act, 2013, Schedule-V and other applicable provisions, if any including any statutory amendments, modifications or re-enactment thereof for the time being in force, the consent of the company be and is hereby accorded for payment of profit-related commission not exceeding 1.5% of profit to Mr. Yusuf Lanewala (DIN 01770426), Chairman and Managing Director in addition to his existing remuneration commencing from the financial year 2014-15 and grant such number of ESOPs as may be approved by the Nomination & Remuneration Committee from time to time as per Company's ESOP Schemes.

   "**RESOLVED FURTHER THAT** the Board of Directors and Nomination & Remuneration Committee thereof be and are hereby authorized to fix the actual profit related commission to Mr. Yusuf Lanewala (DIN 01770426), Chairman and Managing Director from time to time, commencing from the Financial Year 2014-15, so as not to exceed the maximum statutory limits specified in Section 197(1) of Companies Act, 2013 and grant such number of ESOPs as per Company's ESOP Schemes, including any statutory modifications or re-enactment thereof as the case may be.

   "**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company, be and are hereby severally authorized to take such steps, actions and do things, deeds, matters including the filing of necessary forms with Ministry of Corporate Affairs as may be required or are necessary so as to give proper effect to this Resolution."

Registered Office:	**BY ORDER OF THE BOARD**
Prestige Atlanta	**for Mindteck (India) Limited**
No.10, Industrial Layout	
7th Main, 80 Feet Road	
3rd Block, Koramangala	**Shivarama Adiga S.**
Bengaluru-560 034, India	Vice President,
Date: May 29, 2015	Legal and Company Secretary

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company at its Registered Office not less than 48 hours before the commencement of the meeting.

2. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business is annexed hereto.

3. Corporate members intending to depute their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting, as well as for exercising e-voting.

4. A blank Attendance Slip is annexed to this Annual Report. Members/proxies are requested to fill in their particulars on the attendance slip, affix their signature in the appropriate place and hand it to Company's officials/Registrars at the entrance of the meeting venue.

5. Pursuant to Section 91 of Companies Act, 2013 the Register of Members and Share Transfer Register shall remain closed from August 05, 2015 to August 11, 2015 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.

6. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on August 04, 2015.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

8. The Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the registered office of the Company.

9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their updated e-mail IDs, Bank details, Electronic Clearing Services (ECS) or (NECS) compliant bank account numbers, mandates, nominations, power of attorney, change of address, change of name, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records that will help the Company and its RTAs to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to their RTA, Universal Capital Securities Private Limited (formerly Mondkar Computers Pvt. Ltd.) at 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400093. Contact No. 022-28207203-05, Fax No. 022 -28207207. Attached please find a format to update your Electronic Clearing Services (ECS) and e_Mail IDs in the last page of this Annual Report.

10. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDING TO DEMATERIALIZED FORM TO ELIMINATE RISKS ASSOCIATED WITH THE PHYSICAL SHARES AND FOR EASE IN PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THEIR RTA, M/s. UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED (FORMERLY MONDKAR COMPUTERS PVT. LTD.), IN THIS REGARD.

11. Members intending to seek explanation/clarification/copy of any document at the meeting about the information contained in the Annual Report are requested to inform the Company at least a week in advance of their intention to do so, in order to make relevant information available, if the Chairman permits such information to be furnished.

12. Pursuant to provisions of Section 205A(5) and 205C of the Companies Act, 1956, the amount of dividend which remains unpaid/unclaimed for a period of seven years until the FY 2006-07 has been transferred to the **"Investor Education and Protection Fund"** (IEPF) constituted by the Central Government. During the FY 2014-15 the company has transferred a sum of Rs. 83,070 as Unclaimed Dividend to the IEPF for the FY 2006-07.

13. Members who have not yet encashed their dividends for the previous years, and wish to claim any outstanding dividends are requested to write to the Company's Registrars. Members' attention is particularly drawn to the **"Corporate Governance Report"** of the Annual Report in respect of Unclaimed Dividends.

14. As per Circular No. MRD/Dop/Cir-5/2009 dated May 20, 2009 issued by the Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer of shares in physical form. Therefore, the transferee(s) are required to furnish a copy of their PAN to the Company's Registrars.

15. As per Section 101 and 136 read with applicable rules of the Companies Act, 2013 in addition to the Ministry of Corporate Affairs (vide Circular nos.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Accordingly the complete set of the Annual Report along with the AGM notice has been sent by e-mail to members who have provided their e-mail addresses. Members are requested to support this initiative in full measure and contribute towards a greener environment by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the RTA. Those members for whom the e-mail copies of Annual Report were sent may write to the Company Secretary for a physical copy if needed. Members requiring any information or copies of financials of Subsidiary may write to the Company Secretary or inspect the same on the website of the Company under the Investors Section.

16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Clause 35B of the Listing Agreement, Members are provided with the facility to cast their vote electronically through the

e-voting services provided by NSDL on all resolutions set forth in this Notice. The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

   i. Open the e-mail and also open PDF file named "MINDTECK e-voting.pdf" with your Client ID or Folio No. as the password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

   ii. Open the internet browser and type the following **URL: https://www.evoting.nsdl.com/**

   iii. Click on Shareholder–Login.

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

   v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

   vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take the utmost care to keep your password confidential.

   vii. Once the e-voting home page opens, click on e-voting: Active Voting Cycles.

   viii. Select "EVEN" (E-Voting Event Number) of Mindteck (India) Limited. Now you are ready for 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 the vote on the Resolution is cast, the Member shall not be allowed to change it subsequently.

   xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 **mindteck.scrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**

   xiii. In case of any queries, you may refer to Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual-Shareholders, available at the downloads section of www.evoting.nsdl.com or call on Toll Free Number-1800 222 990.

B. In case a Member receives a physical copy of the Notice of AGM (for Members whose e-mail addresses are not registered with the Company/Depositories):

   i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.

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

C. Other Instructions:

   i. The e-voting period commences on Saturday, August 08, 2015 (9.00 a.m.) and ends on Monday, August 10, 2015 (5.00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on August 04, 2015 (Cut-off date), may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

   ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on August 04, 2015 (Cut-off date).

   iii. Those investors who became shareholders of the company after dispatch of the AGM Notice and holding shares as of August 04, 2015 (Cut-off Date) may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **shivarama.adiga @mindteck.com.** However, if you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

   iv. Mr. Gopalakrishnaraj H H., Practicing Company Secretary (Membership No. FCS 5654), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members, who do not have access to the e-voting process) in a fair and transparent manner.

   v. The Scrutinizer shall, within a period not exceeding three days from the conclusion of the Annual General Meeting, unblock all the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

   vi. Members who do not have access to the e-voting facility may send a duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company-Mr. Gopalakrishnaraj H H., Practicing Company Secretary, (Membership No. FCS 5654) at the Registered Office of the Company not later than Monday, August 10, 2015 (5.00 p.m.).

   vii. Members have the option to request a physical copy of the Ballot Form by sending an e-mail to **investors@mindteck.com** or **shivarama.adiga @mindteck.com** by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Monday, August 10, 2015 (5.00 p.m.).

   viii. Any Ballot Form received after this date shall be treated as invalid.

   ix. A Member may opt for only one mode of voting– either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

x. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website (**www.mindteck.com**) and on the website of NSDL (**www.evoting.nsdl.com**) within three days of the passing of the resolutions at the Twenty-Fourth AGM of the Company on August 11, 2015 and communicated to the Bombay Stock Exchange Limited, where the shares of the Company are listed.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 5: Appointment of Ms. Prochie Sanat Mukherji as an Independent Director.

Ms. Prochie Sanat Mukherji (DIN 07158863) was appointed as an Additional Independent Director of the Company with effect from April 28, 2015, pursuant to 161 of the Companies Act, 2013, read with Article 114(a) of the Articles of Association of the Company and subject to the approval of shareholders in the ensuing AGM.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Prochie Sanat Mukherji will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000 proposing the candidature of Ms. Prochie Sanat Mukherji for the office of Independent Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, which came in to effect from April 01, 2014 and October 01, 2014 respectively, every listed company shall have at least one Woman Director on the Board.

Ms. Prochie Sanat Mukherji, an Independent Director of the Company, has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. In the opinion of the Board, the Director fulfills the conditions specified in the Companies Act, 2013 and Rules framed there under along with Clause 49 of the Listing Agreement for appointment as an Independent Director and she is Independent of the management.

The Company has received from Ms. Prochie Sanat Mukherji a consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under sub section (2) of 164 of the Companies Act, 2013.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of the Director is placed before the Shareholders for approval.

The terms and conditions of appointment of the Director shall be open for inspection by the Shareholders at the Registered Office of the Company during normal hours on any working day, excluding Saturday and Sunday.

None of the Directors, Key Managerial Personnel or their relatives, except Ms. Prochie Sanat Mukherji and her relatives, are in any way concerned or interested in the resolution set out at item No. 5 of the notice.

Item No. 6: Payment of Profit related Commission to Mr. Yusuf Lanewala, Chairman and Managing Director.

The members of the Company have approved the appointment and payment of remuneration to Mr. Yusuf Lanewala, Chairman and Managing Director by Special Resolution at 23rd Annual General Meeting held on August 14, 2014 under Companies Act, 2013 for a period of three years w.e.f. April 01, 2014. In addition to the existing remuneration, the Board has recommended to pay the profit-related commission to Mr. Yusuf Lanewala, Chairman and Managing Director of the Company in terms of Section 197 and others applicable provisions of Companies Act, 2013. Accordingly the payment of profit-related commission not exceeding 1.5% of profit to Mr. Yusuf Lanewala, Chairman and Managing Director be paid commencing from the Financial Year 2014-15 and grant such number of ESOPs under Company's ESOP Schemes. This profit-related commission shall be paid in accordance with the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors within the maximum statutory limits specified under the Companies Act, 2013 including any statutory modifications or re-enactment thereof.

None of the Directors and Key Managerial Personnel or their relatives, except Mr. Yusuf Lanewala and his relatives, are in any way concerned or interested in the resolution set out at item No. 6 of the notice.

Registered Office:
Prestige Atlanta
No.10, Industrial Layout
7th Main, 80 Feet Road
3rd Block, Koramangala
Bengaluru-560 034, India
Date: May 29, 2015

BY ORDER OF THE BOARD
for Mindteck (India) Limited

Shivarama Adiga S.
Vice President,
Legal and Company Secretary

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING APPOINTMENT AND RE- APPOINTMENT OF DIRECTOR

Name of the Director	Mr. Meenaz Dhanani	Ms. Prochie Sanat Mukherji
Date of Appointment/Last Re-appointment	October 04, 2013	April 28, 2015
Brief Resume and nature of expertise in specific functional areas	Mr. Dhanani is a 30-plus year New York investment banking veteran with experience and deep knowledge spanning international credit, trade and project finance, corporate finance, real estate investment, private equity and venture capital investment. Prior to joining the senior management team at Mindteck, Mr. Dhanani ran the investment advisory subsidiary of Bahrain-based TAIB Bank where he was directly responsible for managing the firm's US real estate portfolio and technology services companies. Mr. Dhanani, a B.A. graduate of Bernard M. Baruch College who majored in Finance and Investment Analysis, has held NASD Series 63 and 7 licenses and has numerous certifications in various disciplines related to investment banking and asset management.	Ms. Mukherji is a seasoned business professional with over 42 years of experience in the fields of Industrial Relations, Labour and Consumer Laws, and Human Resources. She has held senior positions at both Indian and multinational companies in diverse industries, including consumer products, white goods, financial services, pharmaceuticals and light engineering. Hindustan Lever, Glaxo, ICICI and the Tata Group are among the companies she has served. Presently, she serves as Senior Vice President and Chief of Staff to the Chairman and Managing Director of Mahindra Group, and also serves as the Convener of the Group Executive Board. She has deep interest in the areas of corporate history, education, core values and social responsibility. Ms. Mukherji holds BA (Hons.) and LL.B. degrees from the University of Bombay where she topped the University in 2nd and 3rd LL.B. She also holds a Master's degree in Law (LLM) from Yale Law School in the US.
List of other Indian Companies in which Directorship is held	NIL	NIL
Chairman/Member of the Committee(s) of Board of Directors of the Company	NIL	NIL
Chairman/Member of the Committee(s) of Board of Directors of other companies in which he is a Director a) Audit Committee b) Share Transfer and Investor Grievance Committee c) Remuneration Committee	NIL	NIL
Shareholding/ Stock Options in the Company	NIL	NIL
Relationship with other Directors of the Company	NIL	NIL