



Edenred

**NOTICE**

**NOTICE** is hereby given that the Nineteenth Annual General Meeting of the Members of Edenred (India) Private Limited will be held on Friday, the 30<sup>th</sup> September, 2016 at the Registered Office of the Company at 2<sup>nd</sup> Floor, Radhakrishna House, Majiwade Village Road, Majiwade, Thane (West) - 400601, at 11.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and approve Financial Statements for the year ended 31<sup>st</sup> March, 2016, and the report of the Auditors and Directors, thereon.
2. To consider and ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having Firm Registration Number 117366W/ W- 100018, the existing Auditors of the Company, for the financial year 2016-2017, based on the written consent received from them for their appointment and their Eligibility Certificate, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and to determine their remuneration pursuant to Section 142 of the Companies Act, 2013 accordingly.

**SPECIAL BUSINESS:**

3. **APPOINTMENT OF MR. PHILIPPE RELAND, AS DIRECTOR:**

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

*“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Philippe Relland, having Directors Identification Number (DIN) 02915652 who was appointed by the Board as an Additional Director with effect from 6<sup>th</sup> April, 2016 be and is hereby appointed as Director of the Company AND THAT he would act as Professional Non-Executive Director of the Company until otherwise resolved.*

*RESOLVED FURTHER THAT any one of the Director or the Company Secretary of the Company be and are hereby severally authorised to digitally sign and file eForm-DIR 12 along with relevant attachments or such other e-Forms as may be required to be filed with the Registrar of Companies, Maharashtra, and also to do such other acts, deeds and things as may be necessary for giving full effect to this resolution.”*

On Behalf of the Board of Directors  
For Edenred (India) Private Limited



Nishad Jail  
Company Secretary  
ACS Membership No. A-20951  
Address: 201, Damle Apartments,  
Brahmanwadi, Kurla (West),  
Mumbai – 400 070

Place: Thane  
Date: 26.08.2016



# Edenred

**NOTES:**

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND THE PROXY (IES) NEED NOT BE A MEMBER.
- (b) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
- (c) An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
- (d) Notice of Annual General Meeting of the Company is also posted on the website of the Company.



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3:**

**APPOINTMENT OF MR. PHILIPPE RELAND, AS DIRECTOR OF THE COMPANY:**

The Board of Directors of the Company, at their meeting held on 6<sup>th</sup> April, 2016 had appointed Mr. Philippe Relland, having Directors Identification Number (DIN) 02915652 as an Additional Director of the Company with effect from 6<sup>th</sup> April, 2016.

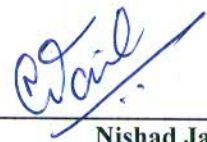
Further, in terms of Section 161 (1) of the Companies Act, 2013, the Board of Directors of your Company recommends the resolution, for his appointment as set out in the proposed resolution in item 3 of the Notice to be approved, as an Ordinary Resolution, as the Board considers that his appointment as a Director of the Company is appropriate and in the best interest of the Company.

Mr. Philippe Relland does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Following are the additional disclosures under section 102 of the Companies Act, 2013:

- (i) To specify the nature of the concern or interest financial or otherwise of every director and the manager and of every other key managerial personnel and relatives of the said persons - **NIL**
- (ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon- **NIL**
- (iii) Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter, director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company- **NOT APPLICABLE**
- (iv) Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document – **NIL**

**On Behalf of the Board of Directors  
For Edenred (India) Private Limited**



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