

## NOTICE

**NOTICE** is hereby given that the Twentieth Annual General Meeting of the Members of Edenred (India) Private Limited will be held on Friday, the 29<sup>th</sup> September, 2017 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, 2017, 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 2017-2018, 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 19<sup>th</sup> May, 2017 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."

#### 4. APPOINTMENT OF MR. PAUL RAGHAVENDRAN SATYANARAYANAN, 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. Paul Raghavendran Satyanarayanan, having Directors Identification Number (DIN) 07883598 who was appointed by the Board as an Additional Director with effect from 27<sup>th</sup> July, 2017 be and is hereby appointed as Director of the Company AND THAT he would act as Professional 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."

**5. APPROVAL FOR APPOINTMENT AND REMUNERATION OF MR. PAUL RAGHAVENDRAN SATYANARAYANAN AS WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

"**RESOLVED THAT** pursuant to Sections 2(94), 196 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules made thereunder read with Article 89(2) of the Articles of Association of the Company the approval of the Members be and is hereby granted for appointment of Mr. Paul Raghavendran Satyanarayanan, Director (DIN - 07883598), as Whole-Time Director, for a period of 5 years with effect from 27.07.2017 who was appointed by the Board on 27<sup>th</sup> July, 2017, as Whole Time Director, in view of his employment with the Company as Head - Human Resources & Admin, as stated in the Explanatory Statement attached with the Notice calling Annual General Meeting of the members of the Company and based on his consent in Form DIR-2, Form DIR-8, declaration under Section 164 and 196 of the Companies Act, 2013 dated 18<sup>th</sup> July, 2017 respectively, as received from him, on the same terms and conditions (including payment of remuneration) as mentioned in the existing Letter of Appointment issued to him by the Company.

**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

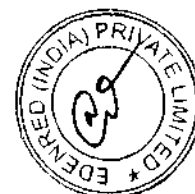


Nishad Jail  
Company Secretary  
ACS Membership No. A-20951  
Address: 201, Damle Apartments,  
Brahmanwadi, Kurla (West),  
Mumbai - 400 070

Place: Thane  
Date: 28.07.2017

**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. PROXY FORM IS ATTACHED HERewith THIS NOTICE.

- (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 19<sup>th</sup> May, 2017 had appointed Mr. Philippe Relland, having Directors Identification Number (DIN) 02915652 as an Additional Director of the Company with effect from 19<sup>th</sup> May, 2017.

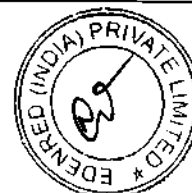
Further, in terms of Section 161 (1) of the Companies Act, 2013, the Board of Directors of your Company recommends the resolution, for his appointment as set out in the proposed resolution in item 3 of the Notice to be approved, as an Ordinary Resolution, as the Board considers that his appointment as 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 pursuant to Point 1.2.5 of the Secretarial Standards – 2 and Section 102 of the Companies Act, 2013:

• **Details of Mr. Philippe Relland**

<b>Particulars</b>	<b>Details</b>
Age	44 Years (Completed)
Qualification	Post Graduate diploma in International contracts
Experience	More than 20 years
Terms and conditions of appointment	Nil
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on the Board of the Company	29.04.2010
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related
Number of Meetings of the Board attended during the year	Nil
Other Directorships	Accentiv' Shanghai Edenred Singapore Pte. Ltd. Edenred South Africa Edenred CZ s.r.o. Edenred Maroc Edenred Slovakia Barclay Vouchers C., Ltd Edenred Paiement Edenred Portugal Edenred Commuter Benefit Solutions llc Edenred North America Inc. Edenred Odeme Hizmetleri Anonim Sirketi Beijing Surfgold Technology Ltd



- the nature of the concern or interest (financial or otherwise) of directors, manager and of every other key managerial personnel and relatives of the said persons – **Nil except Mr. Philippe Relland related to his appointment as Director of the Company.**
- 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**
- 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**
- any document, contract, agreement, the Memorandum of Association or Articles of Association is referred to any business to be transacted at the meeting, specification of time and place for inspection of such document – **No documents are referred in the above item of business, hence no details have been mentioned.**

**ITEM NO. 4:**

**APPOINTMENT OF MR. PAUL RAGHAVENDRAN SATYANARAYANAN, AS DIRECTOR OF THE COMPANY:**

The Board of Directors of the Company, at their meeting held on 27<sup>th</sup> July, 2017 had appointed Mr. Paul Raghavendran Satyanarayanan, having Directors Identification Number (DIN) 07883598 as an Additional Director of the Company with effect from 27<sup>th</sup> July, 2017.

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 4 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. Paul Raghavendran Satyanarayanan does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Following are the additional disclosures pursuant to Point 1.2.5 of the Secretarial Standards – 2 and Section 102 of the Companies Act, 2013;

• **Details of Mr. Paul Raghavendran Satyanarayanan**

Particulars	Details
Age	43 Years (Completed)
Qualification	MASTERS OF HUMAN RESOURCE MANAGEMENT
Experience	More than 20 years
Terms and conditions of appointment	Nil



Particulars	Details
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on the Board of the Company	27.07.2017
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related
Number of Meetings of the Board attended during the year	1
Other Directorships	Sri Ganesh Hospitality Services Private Limited

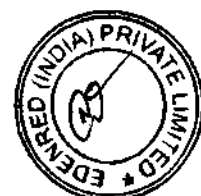
- the nature of the concern or interest (financial or otherwise) of directors, manager and of every other key managerial personnel and relatives of the said persons – **Nil except Mr. Paul Raghavendran Satyanarayanan related to his appointment as Director of the Company.**
- any other information and 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**
- 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**
- any document, contract, agreement, the Memorandum of Association or Articles of Association is referred to any business to be transacted at the meeting, specification of time and place for inspection of such document – **No documents are referred in the above item of business, hence no details have been mentioned.**

**ITEM NO. 5:**

**APPROVAL FOR APPOINTMENT AND REMUNERATION OF MR. PAUL RAGHAVENDRAN SATYANARAYANAN, AS WHOLE TIME DIRECTOR OF THE COMPANY:**

The Board of Directors of the Company, at their meeting held on 27<sup>th</sup> July, 2017 had appointed, Mr. Paul Raghavendran Satyanarayanan, having Director Identification Number (DIN) 07883598 as an Additional Director of the Company with effect from 27<sup>th</sup> July, 2017.

In terms of appointment of Mr. Paul Raghavendran Satyanarayanan, currently designated as Head – Human Resources & Admin of the Company and engaged in full time employment with the Company, as an Additional Director of the Company, he was to be treated as Whole-Time Director of the Company. Accordingly, the Board of Directors at their meeting held on 27<sup>th</sup> July, 2017 had appointed him as Whole Time Director of the Company under Section 196 (3) & Part I of Schedule V of the Act to that effect, for a period of 5 years with effect from 27.07.2017 on such remuneration subject to approval of the shareholders of



the Company in the general meeting as required under Article 89(2) of the Articles of Association of the Company.

Mr. Paul Raghavendran Satyanarayanan has long association with the Company since 2013 and in view of his experience and his association with the Company as Head – Human Resources & Admin; he would be an asset to the Company. Further, in view of growing business activities and keeping in mind future growth of the Company, the Board considers his appointment as Whole-time Director of the Company is appropriate and in the best interest of the Company. The said appointment would be in compliance with all the relevant provisions of Companies Act, 2013 and the Rules made thereunder. The Company would also not be required to seek any approval from any Regulators in this regard. Hence, any consent / NOC is not required to be obtained by the Company in this regard.

The Board of Directors of your Company recommend the resolution for appointment of Mr. Paul Raghavendran Satyanarayanan, as Whole-time Director, as set out at item no. 5 of the Notice, as an Ordinary Resolution.

Following are the additional disclosures pursuant to Point 1.2.5 of the Secretarial Standards – 2 and Section 102 of the Companies Act, 2013:

(i) **Details of Mr. Paul Raghavendran Satyanarayanan**

Particulars	Details
Age	43 Years (Completed)
Qualification	MASTERS OF HUMAN RESOURCE MANAGEMENT
Experience	More than 20 years
Terms and conditions of appointment	<i>On same terms and conditions (including payment of remuneration) as mentioned in the existing Letter of Appointment issued to him by the Company.</i>
Remuneration sought to be paid	<i>As mentioned in the existing Letter of Appointment issued to him by the Company.</i>
Remuneration last drawn	Not Applicable
Date of first appointment on the Board of the Company	27.07.2017
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related
Number of Meetings of the Board attended during the year	1
Other Directorships	Sri Ganesh Hospitality Services Private Limited

(ii) the nature of the concern or interest (financial or otherwise) of directors, manager and of every other key managerial personnel and relatives of the said persons – **Nil except Mr. Paul Raghavendran Satyanarayanan related to his appointment as Whole-time Director of the Company.**



- (iii) 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**
- (iv) 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**
- (v) any document, contract, agreement, the Memorandum of Association or Articles of Association is referred to any business to be transacted at the meeting, specification of time and place for inspection of such document – **The consent letter in DIR-2, Declaration in Form-DIR-8 and under Section 164 & 196 of the Act from Mr. Paul Raghavendran Satyanarayanan to act as Whole-time Director, Articles of Association of the Company are available for inspection at the Registered Office of the Company during normal business hours (9am to 5pm) on any working day upto the date of the Annual General Meeting.**

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



A handwritten signature in black ink, appearing to read "Nishad Jali".

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

Place: Thane  
Date: 28.07.2017





**Form No. MGT-11  
Proxy form**

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

**EDENRED (INDIA) PRIVATE LIMITED**

CIN: U74999MH1996PTC100899

Registered office: 2<sup>nd</sup> Floor, Radhakrishna House, Majiwade Village Road, Majiwade, Thane  
(West) – 400601

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:

1. Name :	2. Name :	3. Name :
Address :	Address:	Address:
E-mail Id :	E-mail Id :	E-mail Id:
Signature :	Signature:	Signature:
or failing him	or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the Company, to be held on 29<sup>th</sup> day of September, 2017 At 11 a.m. at 2<sup>nd</sup> Floor, Radhakrishna House, Majiwade Village Road, Majiwade, Thane (West) - 400601 and at any adjournment thereof, in respect of such resolutions as are indicated below:

**Resolutions:**

- To consider and approve Financial Statements for the year ended 31<sup>st</sup> March, 2017, and the report of the Auditors and Directors, thereon.
- To consider and ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company.
- To consider appointment of Mr. Philippe Relland as Director of the Company.
- To consider appointment of Mr. Paul Raghavendran Satyanarayanan as Director of the Company.
- To consider appointment and payment of remuneration of Mr. Paul Raghavendran Satyanarayanan as Whole-time Director of the Company.

Signed this..... day of..... 20....

**AFFIX REVENUE  
STAMP**\_\_\_\_\_  
Signature of shareholder\_\_\_\_\_  
Signature of Proxy holder(s)

**Note: This form of proxy 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.**

