

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF WALL STREET FINANCE LIMITED WILL BE HELD ON MONDAY THE 29TH DAY OF SEPTEMBER 2014 AT 3.30 P.M. AT KILACHAND CONFERENCE ROOM, 2ND FLOOR, IMC BUILDING, IMC MARG, CHURCHGATE, MUMBAI- 400020, TO TRANSACT THE FOLLOWING BUSINESS(ES):**

### **ORDINARY BUSINESS(ES):**

1. To receive, consider and adopt the Stalone and Consolidated Financial Statement of the Company for the year ended 31st March 2014, including the audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss & Cash Flow statement for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.
2. To consider and appoint a Director in place of Ms. Preeti Malhotra (DIN: 00189958), who retires by rotation at this Annual General Meeting and, being eligible has offered herself for reappointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting and to fix their remuneration and in this regard 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s ASA & Associates LLP, Chartered Accountants, Mumbai, (Registration No.009571N) be and are hereby appointed as Auditors of the Company for a period of three years i.e. from conclusion of this Annual General Meeting to the conclusion of the 30th Annual General Meeting of the Company, subject to annual ratification by shareholders at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

### **SPECIAL BUSINESS(ES):**

4. To appoint Mr. Sudip Bandyopadhyay (DIN: 00007382) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sudip Bandyopadhyay (DIN: 00007382), who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.”

5. To appoint Mr. Subroto Chattopadhyay (DIN: 00087730) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, and Clause 49 of the Listing Agreement 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Subroto Chattopadhyay

## NOTICE (Contd.)

(DIN: 00087730), who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term five years upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.”

6. To appoint Mr. Brij Gopal Daga (DIN: 00004858) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Brij Gopal Daga (DIN: 00004858), who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019”

7. To appoint Mr. Madhukar Sardar (DIN: 03067522) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Madhukar Sardar (DIN: 03067522), who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019.”

8. To adopt new set of regulations in the Articles of Association of the Company in conformity with the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

## NOTICE (Contd.)

9. To approve entering into Related Party Transaction by the Company in conformity with the Companies Act, 2013 for a period of two years and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the consent of the members be and is hereby accorded to enter into an agreement with Spice Digital Limited to provide services for its products for a period of **two years** i.e. from 1st October 2014 to 30th September 2016 and on such other material terms and conditions as set out under item no. 9 of the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** Mr. Arun Ajmera, Chief Executive Officer and / or Mr. Gopal Tiwari, Chief Financial Officer of the Company be and are hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto”.

10. To approve entering into Related Party Transaction by the Company in conformity with the Companies Act, 2013 for a period of three years and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the consent of the members be and is hereby accorded to enter into a lease agreement with S Global Insurance Advisory Limited (a wholly owned subsidiary) to sub-lease its premises bearing no. 201, Onkar Deep Building, Connaught Place, New Delhi for a period of three years i.e. from 1st October 2014 to 30th September 2017 and on such other material terms and conditions as set out under item no. 10 of the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** Mr. Arun Ajmera, Chief Executive Officer of the Company be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto”.

### Registered Office:

Spice Tower, CTS-R10, Phase II,  
Anand Nagar, New Link Road,  
Jogeshwari (West),  
Mumbai - 400 102.  
Date : 30th July 2014

By Order of the Board

**Sudip Bandyopadhyay**  
Chairman  
DIN: 00007382

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### NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HER-SELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**
2. A person can act as a Proxy on behalf of members not exceeding 50 (fifty) and holding in the 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2014 to 29th September 2014 (both days inclusive).
4. The Copy of the Annual Report is being sent by electronic mode to members who have registered their e-mail ids with the Company / Depository Participant(s). To support the "Green Initiative", Members are requested to register / update their e-mail ids with the Company / Depository Participant / RTA which will be used for the purpose of sending the communications in future.

Members whose e-mail id is not registered with the Company, physical copies of this annual report etc., will be sent at their registered address through permitted mode.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, Bigshare Services Private Limited at E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai - 400 072 (Contact details Tel.: 022-4043200, Fax No: 022-28475207 email: investor@bigshareonline.com, evoting@spicemoney.in).

5. Copy of the Annual Report will also be available on the website of the Company [www.wallstreetfinanceltd.com](http://www.wallstreetfinanceltd.com).
6. All unclaimed dividends up to the year 2006-07 have been transferred to the credit of the Investor Education and Protection Fund ('the Fund').

Shareholders are hereby informed that the Company will be obliged to transfer any money lying in the Unpaid Dividend Accounts, for the years thereafter, to the credit of the said Fund, pursuant to Section 123 & 124 of the Companies Act, 2013 ("The Act"). In accordance with provisions of the said Section, no claim shall lie against the Company or the Fund in respect of individual amounts of dividend remaining unclaimed for a period of seven years from the dates they became first due for payment and no payment shall be made in respect of any such claims.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare.
8. The members / proxies should bring the enclosed attendance slip duly filled in, for attending the Annual General Meeting. The copies of the Annual Report will not be distributed at the meeting.
9. Members having any questions on financial statements or on any agenda item proposed in the notice

## NOTICE (Contd.)

of Annual General Meeting are requested to send their queries at least seven days prior to the date of Annual General Meeting at the registered office address of the Company to enable the Company to collect the relevant information.

10. Explanatory statement pursuant to section 102 of the Companies Act, 2013 and information regarding particulars of the Directors to be appointed and the Directors seeking reappointment requiring disclosures in terms of the Listing Agreement are annexed hereto. The directorships held by the Directors considered for the purpose of disclosure does not include the directorships held in foreign companies, private limited companies and companies incorporated under Section 25 of the Companies Act, 1956 or Section 8 of the Companies Act, 2013, as the case may be, but include private limited companies which are considered as public limited companies in terms of Section 2(71) of the Companies Act, 2013. The Committee chairmanships / memberships considered for the purposes of disclosure are those prescribed under Clause 49(I)(C) of the Listing Agreement viz. Audit Committee and Stakeholders' Relationship Committee / Investors' Grievance Committee of the Indian public limited companies.
11. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution / power of attorney authorizing their representative to attend and vote on their behalf at the Meeting.
12. Members who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-divisions, consolidation of shares or any other share related matters and / or change in address or updation thereof to the Company's RTA. Members whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank accounts details to their respective depository participants.
13. Statutory registers and documents referred to in the notice and explanatory statement, are open for inspection at the registered office of the Company on all working days (Monday to Friday) between 11.00 A.M and 3.00 P.M. upto the date of Annual General Meeting and will also be available for inspection at the meeting.
14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

### **Instructions for e-voting**

In compliance with the provisions of Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 and the rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. The e-voting facility is available at the link .

Please read the instructions below before exercising your vote:

### **Steps for e-voting**

#### **Instructions for Voting:**

In case of members receiving e-mail:

- I. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- II. Click on "Shareholders" tab.
- III. Now Enter your User ID

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- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 character DP ID followed by 8 digit 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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| PAN*  | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field.</p> <p>Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: In case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is RA00001234.</p> |
| DOB#  | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |
| Dividend Bank Details#  | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on August 29, 2014 in the Dividend Bank details field.</p>  |

- 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 resolution's contained in this Notice.
- X. Click on the EVSN for Wall Street Finance Limited on which you choose to vote.
- 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.

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- 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XVI. If 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.
- A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - D. The list of accounts 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.
  - E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### **In case of members receiving the physical copy:**

1. Please follow all steps from sl. no. (I) to sl. no. (XVI) above to cast vote.
2. The voting period begins on 6th September 2014 at 11.00 AM and ends on 25th September 2014 at 06.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):**

1. Initial password will be provided by Big share Services Private Limited, Registrar and Share Transfer Agents of the Company: EVEN (E-Voting Event Number), user ID and password.
2. Please follow all steps from sl. no. (II) to sl. no. (XVI) above, to cast vote.

### **Other Instructions**

1. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 29th August 2014.

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2. Mr. Dinesh Deora, Practicing Company Secretary (Membership No. FCS 005683), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Assent / Dissent Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
3. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock 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 favor or against, if any, forthwith to the Chairman of the Company.
4. Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Dinesh Deora, Practicing Company Secretary, (Membership No. FCS 005683), at the Registered Office of the Company not later than 25th September 2014 (6:00 PM).

Members have the option to request for physical copy of the Assent / Dissent Form by sending an email to [evoting@spicemoney.in](mailto:evoting@spicemoney.in) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach the Registered Office of the Company not later than 25th September 2014 (6:00 PM).

Assent / Dissent Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Assent / Dissent Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Assent / Dissent Form shall be treated as invalid.

5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.wallstreetfinanceltd.com](http://www.wallstreetfinanceltd.com) within two days of the passing of the resolutions at the 27th AGM of the Company on 29th September 2014 and communicated to the BSE Limited where the shares of the Company are listed.

### Registered Office:

Spice Tower, CTS-R10, Phase II,  
Anand Nagar, New Link Road,  
Jogeshwari (West),  
Mumbai - 400 102.  
Date : 30th July 2014

By Order of the Board

**Sudip Bandyopadhyay**  
Chairman  
DIN: 00007382

Email : [grievances@spicemoney.in](mailto:grievances@spicemoney.in);  
Web : [www.wallstreetfinanceltd.com](http://www.wallstreetfinanceltd.com);  
CIN : L99999MH1986PLC039660



## NOTICE (Contd.)

### Details of Directors seeking reappointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

|   |  |
|---|--|
| <b>Name of the Director</b>   | <b>Ms. Preeti Malhotra</b>   |
| <b>Age</b>  | 50 years   |
| <b>Date of appointment</b>  | 20th August 2011   |
| <b>Particulars of appointment</b>                                       | Ms. Preeti Malhotra, Director of the Company, retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered herself for reappointment as the Director.  |
| <b>Brief Resume and Nature of expertise in specific functional area</b> | <p>Ms. Preeti Malhotra is the Executive Director of Smart Ventures Limited the holding Company for the global mobility business of Spice Group. She is also on the Board of other Smart Global Group Companies in the Mobility, Healthcare, Financial &amp; Entertainment business segments.</p> <p>She is an accomplished professional in the field of corporate governance and her opinion and advisory has industry wide recognition. She has been the past President of the Institute of Company Secretaries of India (ICSI). She was the first and is the only woman to be elected as President amongst the premier National Professional Bodies in India. She was a member of the Dr. J. J. Irani Expert Committee constituted by the Ministry of Corporate Affairs (MCA), Government of India, to advise the Government on the New Company Law framed.</p> <p>She is a member on various expert panels on Corporate laws, Governance and Regulation and is Member of various Committees of Chambers of Industries in India and is presently also the Chairperson of the National Council of Corporate Governance, CSR &amp; Corporate Affairs of ASSOCHAM.</p> <p>She has received several awards &amp; citations and was awarded the Bharat Nirman Talented Ladies Award in the field of profession and the Vocational Service Excellence Award by Rotary Club of New Delhi. She also received on behalf of ICSI as its Past President "Recognition of Excellence Award" for her Excellency from Smt. Pratibha Devisingh Patil (Ex-President of India) during the Celebration of India Corporate Week 2009 by MCA.</p> |
| <b>Qualification(s)</b>   | Ms. Malhotra is a Fellow Member of the Institute of Company Secretaries of India. She is a Commerce (Hons) Graduate and a Law Graduate from Delhi University.  |

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|  |   |
|--|---|
| <b>Directorships held in other companies as on 31st March 2014</b>         | <ol style="list-style-type: none"> <li>1. S Mobility Ltd.</li> <li>2. Spice Retail Ltd.</li> <li>3. Spice Digital Ltd.</li> <li>4. Smart Ventures Ltd.</li> <li>5. S Mobile Devices Limited</li> <li>6. Plus Paper Foodpac Ltd.</li> <li>7. Bharat IT Services Ltd.</li> <li>8. S Global Insurance Advisory Limited</li> </ol>  |
| <b>Chairmanships/ Memberships of committees held as on 31st March 2014</b> | <ol style="list-style-type: none"> <li>1. Wall Street Finance Ltd.             <ol style="list-style-type: none"> <li>a) Share Transfer cum Shareholders Grievance Committee – Chairperson</li> </ol> </li> <li>2. S Mobility Ltd.             <ol style="list-style-type: none"> <li>a) Shareholders Value Enhancement and Investors Grievance Committee – Member</li> <li>b) Audit Committee – Member</li> </ol> </li> <li>3. Spice Retail Ltd.             <ol style="list-style-type: none"> <li>a) Investors’ Grievance Committee – Chairperson</li> <li>b) Audit Committee – Member</li> </ol> </li> <li>4. Spice Digital Ltd.             <ol style="list-style-type: none"> <li>a) Investors’ Grievance Committee – Chairperson</li> <li>b) Audit Committee – Member</li> </ol> </li> <li>5. Bharat IT Services Ltd.             <ol style="list-style-type: none"> <li>a) Audit Committee – Chairperson</li> </ol> </li> </ol> |
| <b>No. of shares held in the Company as on 31st March 2014</b>             |   |
| <b>a) In own name</b>  | Nil   |
| <b>b) In trust for other person(s) having beneficial interest.</b>         | Nil   |

**Note:**

1. Similar information for Mr. Sudip Bandyopadhyay, Mr. Subroto Chattopadhyay, Mr. Brij Gopal Daga and Mr. Madhukar Sardar is provided as part of the Explanatory Statement, as appended below, under Section 102 of the Companies Act, 2013
2. There is no inter-se relationship among the Directors seeking reappointment.

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### ANNEXURE TO THE NOTICE

#### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

##### Item Nos. 4 to 7

Mr. Sudip Bandyopadhyay, Mr. Subroto Chattopadhyay, Mr. Brij Gopal Daga and Mr. Madhukar Sardar are Independent Director(s) on the Board of the Company.

In terms of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of Companies Act, 2013 and rules made thereunder and Clause 49 of Listing Agreement, the above directors are required to be appointed in the forthcoming Annual General Meeting as Independent Director(s) and shall not be liable to retire by rotation.

Accordingly, it is proposed to appoint these Directors for a term of five years upto the conclusion of the Annual General Meeting of the Company scheduled to be held in the calendar year 2019.

The Company had received notices in writing under Section 160 of the Companies Act, 2013 from a member proposing their candidature for the office of Director along with the prescribed deposit of Rs. 100,000/- for each Director.

The Company has received declarations from Mr. Sudip Bandyopadhyay, Mr. Subroto Chattopadhyay, Mr. Brij Gopal Daga and Mr. Madhukar Sardar that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, each of these directors fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management. Copies of the draft letters for appointment of these Independent Directors would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors to be appointed is given below:

| Name of the Director(s)    | Mr. Sudip Bandyopadhyay  | Mr. Subroto Chattopadhyay  | Mr. Brij Gopal Daga  | Mr. Madhukar Sardar  |
|----------------------------|--|--|--|--|
| Age                        | 50 years   | 56 years   | 71 years   | 73 years   |
| Date of appointment        | 20th August 2011   | 20th August 2011   | 3rd September 2009   | 6th May 2010   |
| Particulars of appointment | Mr. Sudip Bandyopadhyay, Director of the Company, being eligible, has been offered by Member of the Company for his appointment as Independent Director of the Company for a term of five years i.e. upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019. | Mr. Subroto Chattopadhyay, Director of the Company, being eligible, has been offered by Member of the Company for his appointment as Independent Director of the Company for a term of five years i.e. upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019. | Mr. Brij Gopal Daga, Director of the Company, being eligible, has been offered by Member of the Company for his appointment as Independent Director of the Company for a term of five years i.e. upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019. | Mr. Madhukar Sardar, Director of the Company, being eligible, has been offered by Member of the Company for his appointment as Independent Director of the Company for a term of five years i.e. upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019. |

## NOTICE (Contd.)

| Name of the Director(s)  | Mr. Sudip Bandyopadhyay  | Mr. Subroto Chattopadhyay   | Mr. Brij Gopal Daga   | Mr. Madhukar Sardar  |
|--|--|---|---|--|
| <p><b>Brief Resume and Nature of expertise in specific functional area</b></p> | <p>Mr. Sudip Bandyopadhyay is currently the Managing Director and CEO of Destimoney Securities, a full service financial organization, promoted by New Silk Route – an Asia focused growth capital private equity firm with over \$1.4 billion under management. Sudip is also the non-executive Chairman of Wall Street Finance Ltd. and Plus Paper Foodpac Ltd. and non-executive director in other listed and unlisted domestic companies.</p> <p>Sudip is a qualified Chartered Accountant and a Cost Accountant. He has over 26 years of rich and diverse experience in various areas of finance and financial services. He has worked with reputed organizations like Reliance (ADA Group), ITC (affiliate of BAT), ICI and HLL (Unilever).</p> <p>His area of expertise includes equity, commodity and currency markets, wealth management, mutual fund, life insurance, investment banking, money changing, money transfer and distribution of financial products.</p> | <p>Mr. Chattopadhyay is the ex-Chairman of Wall Street Finance Limited. He is currently Chairman of the Peninsula Foundation where he incubates new businesses in FMCG, Insights and Diagnostics and Entertainment.</p> <p>He is the former Chairman of Audit Bureau of Circulation and Indian Music Industry.</p> <p>Mr. Chattopadhyay serves as a Non-Executive Director on the board of companies.</p> <p>His executive career over 33 years includes management positions with Brooke Bond India Limited (Unilever), British American Tobacco Industries (ITC Limited), PepsiCo South Asia where he was Executive Director and RPG Enterprise where he was President CEO and Management Board Member heading the entertainment sector.</p> <p>He taught in ASCI and ISB in Hyderabad and Indian Institute of Management, Bangalore.</p> <p>He is the Chairman of the National Group of Archive Management, appointed by Prasar Bharati for Doordarshan and All India Radio.</p> | <p>Mr. Brij Gopal Daga, a post graduate in commerce has to his credit professional diplomas in Company Secretaryship, Banking, Accountancy and Co-operation of national and international institutions of repute.</p> <p>Mr. Daga started his career with the Reserve Bank of India, where during his tenure of over 25 years he worked in the then Exchange Control Department where for large part of his stint he handled matters of foreign investment in India including the famous exercise of FERA dilution. As Senior Executive at UTI, he guided almost all aspects of Mutual Fund Management through his extensive knowledge and experience in Finance, Investment, Capital and Securities Markets, Regulatory requirements gained by virtue of his active role on the boards of a stock exchange, custodian, Broking Company and the depository besides serving on the boards of leading listed corporates as Institutional Nominee. He headed the Central Depository Services (India) Ltd. during 2001-03. He was a member of several committees including those of Securities &amp; Exchange Board of India.</p> | <p>Mr. Madhukar Sardar has been a Corporate Consultant since his retirement as General Manager of Foreign Exchange Department of Reserve Bank of India and has a wide experience in the fields like External Commercial Borrowings, Forex Reserve Management, Forex Investments in India as well as abroad, Imports, Insurance, and Govt Forex Aid, debt management, Money Transfer Service Scheme (MTSS) etc.</p> |

## NOTICE (Contd.)

| Name of the Director(s)  | Mr. Sudip Bandyopadhyay  | Mr. Subroto Chattopadhyay  | Mr. Brij Gopal Daga   | Mr. Madhukar Sardar  |
|--|--|--|---|--|
| <b>Qualification(s)</b>  | Chartered Accountant and Cost Accountant.  | Bachelor's (Hons.) degree in Economics from St. Xavier College, University of Kolkata and also completed a course in Finance for Senior Management BAT from University of Michigan.  | M.Com, Associate Member of ICSI (London), AIA (London) and CAIIB  | B.A., CAIIB (Part I)   |
| <b>Directorships held in other companies as on 31st March 2014</b>         | <ol style="list-style-type: none"> <li>AGS Transact Technologies Ltd.</li> <li>Plus Paper Foodpac Ltd.</li> <li>S Global Insurance Advisory Ltd.</li> </ol>  | <ol style="list-style-type: none"> <li>S Mobility Ltd.</li> <li>Spice Retail Ltd.</li> <li>S Mobile Devices Ltd.</li> </ol>  | <ol style="list-style-type: none"> <li>Spicebulls Investments Ltd.</li> <li>Motilal Oswal Trustee Co. Ltd.</li> </ol>   | Nil  |
| <b>Chairmanships/ Memberships of committees held as on 31st March 2014</b> | <ol style="list-style-type: none"> <li>Wall Street Finance Ltd.                             <ol style="list-style-type: none"> <li>Audit Committee – Member</li> <li>Share Transfer cum Shareholders Grievance Committee – Member</li> </ol> </li> </ol> | <ol style="list-style-type: none"> <li>S Mobility Ltd.                             <ol style="list-style-type: none"> <li>Audit Committee – Member</li> </ol> </li> <li>Spice Retail Ltd.                             <ol style="list-style-type: none"> <li>Audit Committee – Member</li> </ol> </li> </ol> | <ol style="list-style-type: none"> <li>Motilal Oswal Trustee Co. Ltd.                             <ol style="list-style-type: none"> <li>Audit Committee – Member</li> </ol> </li> <li>Spicebulls Investments Ltd.                             <ol style="list-style-type: none"> <li>Audit Committee – Chairman</li> </ol> </li> <li>Wall Street Finance Ltd.                             <ol style="list-style-type: none"> <li>Audit Committee – Chairman</li> </ol> </li> </ol> | <ol style="list-style-type: none"> <li>Wall Street Finance Ltd.                             <ol style="list-style-type: none"> <li>Audit Committee – Member</li> </ol> </li> </ol> |
| <b>No. of shares held in the Company as on 31st March 2014</b>             |  |  |   |  |
| a) In own name   | Nil  | Nil  | Nil   | Nil  |
| b) In trust for other person(s) having beneficial interest.                | Nil  | Nil  | Nil   | Nil  |

Except the proposed appointee(s), none of the Directors, Key Managerial Personnel or their relatives are in anyway, concerned or interested, financially or otherwise, in the passing of the resolution at item Nos. 4 to 7 of the Notice.

The Board recommends the Ordinary Resolution(s) set out at item Nos. 4 to 7 of the Notice for approval by the shareholders.

## NOTICE (Contd.)

### Item No.8

The existing Articles of Association are based on the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956.

With the coming into force of the Companies Act, 2013, several regulations of the existing Articles of Association of the Company require alteration or deletions in several articles. It is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. The new set of Articles of Association to be substituted in place of the existing Articles of Association are based on Table 'F' of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

Consent of the shareholders is required for adoption of new set of Articles of Association. Board recommends passing of the resolution as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. Your Directors recommend the special resolution set out at item no. 8 for the approval of the members.

### Item No. 9

#### Explanatory statement

The Board of Directors of the Company in their meeting held on 30th July 2014, has approved a proposal of providing the services to Spice Digital Limited (hereinafter referred as 'Spice Digital') for sale of their products through utilization of your Company's agents network pan India. The facilities and support will be provided by our Company to Spice Digital as per the directions, criteria and the guidelines detailed under the agreement terms. The particulars of the transaction pursuant to Para 3 of explanation (1) to rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 as under:-

- a. **Name of Related Party :-** Spice Digital Limited
- b. **Name of the Director or KMP who is Related :-** Ms. Preeti Malhotra
- c. **Nature of Relationship :-** Ms. Preeti Malhotra a Director in Wall Street Finance Limited is also a Director in Spice Digital Limited.
- d. **Monetary Value :-** Commission to be charged from Spice Digital on monthly basis is as below:

| Commission % | Transaction Value (In Rs.)      |
|--------------|---------------------------------|
| 0.1% --      | upto 1 Crore                    |
| 0.2% --      | More than 1 Crore upto 2 Crore, |
| 0.3% --      | More than 2 Crore upto 3 Crore, |
| 0.4% --      | More than 3 Crore.              |

- e. **Nature, Material Terms and Particulars of the Arrangement:-**

The Company is entering into a service agreement with Spice Digital for sale of their products through utilization of your Company's agents network pan India.

Spice Digital shall coordinate with Merchants as identified and recommended by the Company. The Company is under the obligation to ensure that the Merchants are in full compliance with the terms and conditions of definitive agreements entered by them with Spice Digital and discharge their obligations in letter and spirit of the provisions of said agreements.

## NOTICE (Contd.)

f. **Duration of the Contract :-** The agreement shall be for a period of 2 years effective from 1st October 2014 – 30th September 2016.

g. **Any other information relevant or important to make decision on the proposed transaction:-** None

Except, Ms. Preeti Malhotra, in her capacity as Director on Board of both the Companies, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at item No.9. The Board recommends passing of the resolution set forth in item No.9 as Special Resolution.

### Item No.10

The Board of Directors of the company in their meeting held on 30th July 2014, has approved a proposal of sub-leasing out their premises bearing no. 201, Onkar Deep Building, Connaught Place, New Delhi to S Global Insurance Advisory Limited, (a wholly owned subsidiary) for purpose of running and operating their registered office for a period of three years. The particulars of the transaction pursuant to Para 3 of explanation (1) to rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 as under:-

1. **Name of Related Party :** S Global Insurance Advisory Limited
2. **Name of the Director or KMP who is Related:** Ms. Preeti Malhotra, Ms. Divya Modi-Tongya and Mr. Gopal Tiwari.
3. **Nature of Relationship:** S Global Insurance Advisory Limited is a wholly owned subsidiary of Wall Street Finance Limited. Ms. Divya Modi-Tongya and Ms. Preeti Malhotra both are Directors in both the Companies. Mr. Gopal Tiwari is a director in S Global Insurance Advisory Limited and Key Managerial Person in Wall Street Finance Limited.
4. **Monetary Value:** S Global Insurance Advisory Limited shall pay a lease rent of Rs 10,000/- per month to Wall Street Finance Limited and the same shall be liable to increase @ 10% per year.
5. **Nature, Material Terms and Particulars of the Arrangement:-** The companies are entering into a lease deed whereby Wall Street Finance Limited shall sub-lease their premises bearing address no. 201 Onkar Deep Building, Connaught Place, New Delhi to S Global Insurance Advisory Limited (a wholly owned subsidiary) for a period of three years for running & operating their registered office at lease rent of Rs 10,000/- per month which shall be liable to increase @ 10% per year.
6. **Duration of the Contract :-** The agreement shall be for a period of three years effective from 1st October 2014 – 30th September 2017.
7. **Any other information relevant or important to make decision on the proposed transaction:-** None, except Ms. Preeti Malhotra, Ms. Divya Modi-Tongya being Directors on Board of both the Companies and Mr. Gopal Tiwari being the Key Managerial Personnel in Wall Street Finance Limited and Director in S Global Insurance Advisory Limited, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No.10. The Board recommends passing of the resolution set forth in item No.10 as Special Resolution.

#### Registered Office:

Spice Tower, CTS-R10, Phase II,  
Anand Nagar, New Link Road,  
Jogeshwari (West),  
Mumbai - 400 102.  
Date : 30th July 2014

By Order of the Board

**Sudip Bandyopadhyay**  
Chairman  
DIN: 00007382