

**DION GLOBAL SOLUTIONS LIMITED**

Registered Office: D3, P3B, District Centre, Saket, New Delhi - 110017

CIN - L74899DL1994PLC058032

Phone: +91-11-39125000, Fax No. : +91-11-39126117

E-mail: [investorgrievances@dionglobal.com](mailto:investorgrievances@dionglobal.com)/website: [www.dionglobal.com](http://www.dionglobal.com)

**NOTICE**

Notice is hereby given that the **19<sup>th</sup> Annual General Meeting** of Dion Global Solutions Limited ("**the Company**") will be held on Thursday, September 11, 2014 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003, to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2014 including Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon
2. To appoint a Director in place of Mr. Maninder Singh Grewal (DIN: 00648031), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors 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 all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM of the Company to be held in the year 2016 (subject to ratification of their appointment by the Members at AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

**SPECIAL BUSINESS:**

4. **Appointment of Mr. Hemant Dhingra as a Director**

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 152 and all other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hemant Dhingra (DIN: 00043039), who was appointed as an Additional Director of the Company by the Board of Directors on February 6, 2014 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act signifying his intention to propose Mr. Hemant Dhingra as a candidate for the office of a Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

5. **Appointment of Mr. Padam Narain Bahl as an Independent Director**

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, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("**Act**") 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. Padam Narain Bahl (DIN: 01314395), Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions as provided in the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act signifying his intention to propose Mr. Padam Narain Bahl as a candidate for the office of a Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years commencing from September 11, 2014."

6. **Appointment of Mr. Vikram Sahgal as an Independent Director**

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, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("**Act**") 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. Vikram Sahgal (DIN: 00097163), Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6)

of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act signifying his intention to propose Mr. Vikram Sahgal as a candidate for the office of a Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years commencing from September 11, 2014."

**7. Appointment of Mr. Rama Krishna Shetty as an Independent Director**

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, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") 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. Rama Krishna Shetty (DIN: 01521858), Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act signifying his intention to propose Mr. Rama Krishna Shetty as a candidate for the office of a Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years commencing from September 11, 2014."

**8. Increase in Borrowing Powers of the Board of Directors of the Company**

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 the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on December 22, 2008 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the **Board**") which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to borrow any sum or sums of money (including non fund based facilities) from banks, financial institutions and / or other sources from time to time at their discretion in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of INR 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid-up share capital and free reserves of the Company.

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

**9. Creation of Mortgage and / or Charge on Movable and Immovable Properties of the Company**

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 the Ordinary Resolution passed under Section 293(1)(a) of the Companies Act, 1956 by the Members of the Company on September 10, 2011 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and the Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange and other applicable provisions and subject to the approvals, permissions and sanctions as may be necessary from the concerned regulatory authorities and subject to such terms and conditions as may be imposed by them, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the **Board**") which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to offer and create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, of any description, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, over all or any of the movable and / or immovable, tangible and / or intangible, properties and assets of any description, of the Company, both present and future, wheresoever situated, in favour of any Bank(s) / Financial Institution(s), and/or any other Lender(s) or their Agent(s) and/or Trustee(s) acting on behalf of any Lender(s) for the purpose of securing the borrowings of the Company or any fund based or non-fund based facilities including but not limited to term loans or working capital facilities whether in Indian Rupees or in foreign currency (collectively referred as the "Facilities") of the Company or the facilities of its Subsidiary(ies), Affiliates, Joint Ventures, Associate Company(ies) or such other form of enterprises (the "Entities"), from time to time, presently availed and/or to be hereafter availed or for the purpose of securing the Securities (comprising foreign currency convertible bonds, fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued / to be issued by the Company or the Entities, from time to time, together with interest, at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Bank(s), Financial Institution(s) and/or other Lender(s) or their Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other monies payable by the Company to the aforesaid parties or any of them under the Agreement / Agreement(s) entered into and / or to be entered into by the Company or the Entities in respect of the said Facilities/Securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Bank(s), Financial Institution(s), Lender(s) or their Agent(s) and/or Trustee(s) subject to the limits prescribed under Section 180 (1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be deemed necessary, without further referring to the Members of the Company, including finalizing the terms and conditions, methods and modes in respect thereof, finalizing and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this resolution and to settle any question, difficulty or doubt that may arise in regard to creating mortgage(s)/ charge(s) as aforesaid or in respect of any other matter in this regard."

By Order of the Board of Directors  
For Dion Global Solutions Limited

Place : New Delhi  
Date : August 5, 2014

Sd/-  
Tarun Rastogi  
VP - Legal & Company Secretary

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM FOR THE AGM IS ENCLOSED HERewith.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate Members / Societies intending to send their authorized representative to attend the AGM are requested to send a duly certified copy of the Board of Directors / Governing Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Businesses set out in the Notice is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 5, 2014 to Wednesday, September 10, 2014 (both days inclusive).
5. All relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the AGM of the Company.
6. Brief profile of all the Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships / chairmanships of other board committees and shareholding (both own or held by / for other persons on a beneficial basis) in the Company and relationship between directors inter se, as stipulated under Clause 49 of the Listing Agreement entered into with BSE Limited, is annexed to the Notice.
7. Members/ Proxies are requested to bring duly filled in and signed attendance slips enclosed herewith for attending the AGM.
8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Certificate from the Statutory Auditors of the Company certifying that the Dion Global Employee Stock Option Scheme 2011 and Dion Global Employee Stock Option Scheme 2013 of the Company are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the general body, will be available for inspection by the Members at the AGM.
10. 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 at the AGM by any person having the right to attend the AGM.
11. 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 at the AGM by any person having the right to attend the AGM.
12. Members holding shares in physical form are requested to intimate any change in their address or bank mandates to the Company's Registrar and Transfer Agent i.e. M/s Karvy Computershare Private Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandate to their Depository Participants with whom they are maintaining their demat accounts.
13. Equity Shares of the Company are under Compulsory Demat segment. Members are requested to convert their holdings from physical to Demat form. For any queries, Members may write to the Company Secretary or the Company's Registrar and Transfer Agent i.e. M/s Karvy Computershare Private Limited at Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081.
14. Members desirous of seeking any information relating to the annexed Audited Financial Statements of the Company for the year ended March 31, 2014, may write to the Company at 5th Floor, Tower A, Logix Cyber Park, C - 28/29, Sector - 62, Noida - 201309, for the attention of Mr. Tarun Rastogi, VP - Legal & Company Secretary, at least seven days in advance of the AGM so that requisite information can be made available at the AGM.

15. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the required form and send the same to the office of the Company's Registrar and Transfer Agent. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
16. In terms of Clause 32 of the Listing Agreement, Electronic copy of full Annual Report for 2013-14 is being sent to all those Members who have registered their e-mail address(es) for the said purpose unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Annual Report for 2013-14 is being sent in the permitted mode.
17. Electronic copy of the Notice of the 19<sup>th</sup> AGM of the Company inter-alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form, is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Notice of the 19<sup>th</sup> AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. Members may also note that the Notice of the 19<sup>th</sup> AGM and the Annual Report for 2013-14 will also be available on the Company's website, [www.dionglobal.com](http://www.dionglobal.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on all working days except Saturdays. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send request(s) to the Company's investor e-mail id: [investorgrievances@dionglobal.com](mailto:investorgrievances@dionglobal.com).
19. Members who have not registered their e-mail address (es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants, for receiving all the communications from the Company electronically. The e-communication registration form is also available on the website of the Company i.e. [www.dionglobal.com](http://www.dionglobal.com). Members who hold shares in physical form are requested to register their e-mail address(es) by writing to Company's Registrar and Transfer Agent i.e. M/s Karvy Computershare Private Limited, (Unit: Dion Global Solutions Limited), Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad-500081 or through e-mail at [einward.ris@karvy.com](mailto:einward.ris@karvy.com).
20. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, and pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 13, 2013 (date of last Annual General Meeting) on the website of the Company ([www.dionglobal.com](http://www.dionglobal.com)), as also on the Ministry of Corporate Affairs website. Members are requested to note that amounts not claimed within seven years from the date of transfer to the Company's Rights Issue Refund Account, will, as per Section 125 of the Companies Act, 2013 (Section 205C of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund. Members who have not yet encashed their refund orders pertaining to the financial year 2007-08 are requested to make their claims without any delay. It may be noted that the unclaimed refund amount can be claimed by November 5, 2014.
21. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agent, M/s Karvy Computershare Private Limited, for consolidation into a single folio.
22. The Securities and Exchange Board of India 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 details to the Company's Registrar and Transfer Agent, i.e. M/s. Karvy Computershare Private Limited.
23. **Voting through Electronic Means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with the Stock Exchange, the Company is pleased to provide members facility to exercise their right to vote at the 19<sup>th</sup> AGM by electronic means. The Company has agreement with KARVY COMPUTERSHARE PRIVATE LIMITED for facilitating e-voting to enable the shareholders to cast their votes electronically. E-voting is optional.

The instructions for Members for e-voting are as under:

- (i) **A. In case a Member receives an e-mail from Karvy** [for Members whose e-mail IDs are registered with the Company's Registrar and Transfer Agent / Depository Participant(s)]:
- (i) Launch internet browser by typing the following URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. **User ID and Password** mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User - ID	For Members holding shares in Demat Form:- a) For NSDI :-8 Character DP ID followed by 8 Digits Client ID b) For CDSL :-16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the Company
Password	In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is provided in the enclosed Attendance Slip for the AGM.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.



- (iii) After entering these details appropriately, click on "LOGIN".
  - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login and such details may be used for sending future communication(s). You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
  - (v) You need to now Login again with the new credentials.
  - (vi) On successful login with new credentials, the system will prompt you to select the EVENT i.e. Dion Global Solutions Limited.
  - (vii) Now you are ready for e-voting as Cast Vote page opens
  - (viii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
  - (ix) Cast your vote by selecting an appropriate option and click on "Submit".
  - (x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you click OK, the message "Vote cast successfully" will be displayed and thereafter, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - (xi) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - (xii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - (xiii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), who are authorized to vote, to the Scrutinizer at e-mail ID: **dionglobalscrutinizer@gmail.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- B. **In case a Member receives physical copy of the Notice of AGM** [for Members whose e-mail IDs are not registered with the Company / Depository Participant(s)]:
- (i) **User ID and initial password** will be as provided in the enclosed Attendance Slip for the AGM.
  - (ii) Please follow all steps from Sr.No.(i) to (xiii) as mentioned in (A) above, to cast your vote.
- II. Other Instructions
- (i) The e-voting period commences on Friday, September 5, 2014 (9.00 a.m. IST) and ends on Sunday, September 7, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, August 1, 2014, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not be allowed to vote again at the AGM.
  - (ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of **https://evoting.karvy.com** or contact Mr. Varghese PA of Karvy Computer share Pvt Ltd at 040 44655000 or at 18003454001 (toll free).
  - (iii) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being Friday, August 1, 2014.
  - (iv) CS Vineet K. Chaudhary, a Company Secretary in whole-time practice has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - (v) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - (vi) The results on resolutions shall be declared at or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
  - (vii) The results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (**www.dionglobal.com**) and on Karvy's website (**https://evoting.karvy.com**) within two (2) days of passing of the resolutions at the AGM of the Company and communication of the same to the BSE Limited.

By Order of the Board of Directors  
For Dion Global Solutions Limited

Place : New Delhi  
Date : August 5, 2014

Sd/-  
Tarun Rastogi  
VP - Legal & Company Secretary

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 4**

The Board of Directors of the Company (the '**Board**'), on February 6, 2014 had appointed Mr. Hemant Dhingra as an Additional Director (in the category of Non-Executive Non-Independent Director) on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the '**Act**') and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Mr. Hemant Dhingra would hold office up to the date of the ensuing Annual General Meeting of the Company.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. Hemant Dhingra as a Director of the Company.

The Board of Directors, subject to the approval of the Members at the ensuing Annual General Meeting, has also recommended his appointment as a Director liable to retire by rotation.

The Company has received a notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing the candidature of Mr. Hemant Dhingra for the office of a Director of the Company.

Mr. Hemant Dhingra has given a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as a Director.

Mr. Hemant Dhingra is a senior finance professional with multi-functional experience in diverse areas of corporate finance, treasury, legal, capital markets and mergers & acquisitions.

Details of Mr. Hemant Dhingra, as stipulated under Clause 49 of the Listing Agreement, have been given in the annexure attached to the Notice.

Keeping in view his vast experience and knowledge, it will be in interest of the Company that Mr. Hemant Dhingra is appointed as a Director of the Company.

Save and except Mr. Hemant Dhingra, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution as set forth in Item no. 4 of the Notice for the approval of the Members as an Ordinary Resolution.

### **ITEM NOS. 5 to 7**

The Members are aware that in terms of the provisions of erstwhile Companies Act, 1956 and Clause 49 of the Listing Agreement, the Company had appointed Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty as Independent Directors of the Company who are liable to retire by rotation. Mr. Padam Narain Bahl and Mr. Vikram Sahgal have held the office of Independent Directors of the Company for more than 5 (five) years.

In terms of provisions of Sections 149 and 152 of the Companies Act, 2013 ("**Act**"), which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

In view of the above, it is proposed to appoint Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty as Independent Directors of the Company under Section 149 of the Act.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty as Independent Directors to hold office for a term of 5 (Five) consecutive years commencing from September 11, 2014.

The Board of Directors, subject to the approval of the Members at the ensuing Annual General Meeting, has also recommended their appointment as Independent Directors. They are not liable to retire by rotation.

The Company has received notices in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty for the office of Directors of the Company.

Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty have given declarations that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have also given their consents to act as Directors.

The Company has also received declarations from Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty that they meet with the criteria of Independence as provided in Section 149(6) of the Act.

In the opinion of the Board, Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty fulfill the conditions for appointment as Independent Directors as specified in the Act and Rules made thereunder and each of them is independent of the management.

Copy of the draft letters for respective appointments of Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty as Independent Directors setting out the terms and conditions are available for inspection without any fee by Members at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Details of Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty, as stipulated under Clause 49 of the Listing Agreement, have been given in the annexure attached to the Notice.

Mr. Padam Narain Bahl, Mr. Vikram Sahgal and Mr. Rama Krishna Shetty, are concerned or interested in the resolutions set out respectively at Item Nos. 5 to 7 of the accompanying Notice with regard to their respective appointments.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 to 7 of the Notice.

The Board considers that their continued association would be of immense benefit to the Company and it will be desirable to continue to avail their services as Independent Directors and accordingly, recommends the resolutions set forth in Item Nos. 5, 6 and 7 of the Notice for the approval of the Members as Ordinary Resolutions.

#### **ITEM NO. 8**

The Members of the Company at their Annual General Meeting held on December 22, 2008 by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 accorded approval to the Board of Directors of the Company to borrow from time to time all such sum of monies as it may deem requisite for the business of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not exceed the sum of INR 500 Crores (Rupees Five Hundred Crores).

However, the Members are informed that Section 180(1)(c) of the Companies Act, 2013 ("Act") (effective from September 12, 2013) requires that the Board of Directors shall not borrow money in excess of the company's paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

Further, Ministry of Corporate Affairs ("MCA") vide Circular No. 4/2014 issued on March 25, 2014 has clarified that the resolution passed under Section 293 of the Companies Act, 1956, prior to 12.09.2013 with reference to the borrowings (subject to the limits prescribed) and / or creation of security on the assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act i.e. till 11.09.2014.

In view of the above requirements of Section 180 and clarification issued by MCA, it has become necessary for the Members of the Company to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Act to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company.

Approval of the Members is being sought to borrow money upto INR 500 Crores (Rupees Five Hundred Crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the resolution set forth in Item no. 8 of the Notice for the approval of the Members as a Special Resolution.

#### **ITEM NO.9**

The Members of the Company on September 10, 2011 by way of an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 accorded approval to the Board of Directors of the Company to offer and create charges, mortgages and hypothecations of any description, at such time and on such terms as the Board may determine, over all or any of the movable and / or immovable, tangible and / or intangible, properties and assets of any description, of the Company, both present and future, wheresoever situated, in favour of any Bank(s) / Financial Institution(s), and/or any other Lender(s).

However, the Members are informed that in terms of Section 180(1)(a) of the Companies Act, 2013 ("Act") (effective from September 12, 2013), the Company is restricted from selling, leasing or otherwise disposing of its undertaking(s) or any part thereof without the consent of its Members at a General Meeting by way of a Special Resolution.

Further, Ministry of Corporate Affairs ("MCA") vide Circular No. 4/2014 issued on March 25, 2014 has clarified that the resolution passed under Section 293 of the Companies Act, 1956, prior to 12.09.2013 with reference to the borrowings (subject to the limits prescribed) and / or creation of security on the assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act i.e. till 11.09.2014.

In view of the above requirements of Section 180 and clarification issued by MCA, it has become necessary for the Members of the Company to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Act to authorize the Board of Directors to mortgage and/or to create charge on all or any of the movable and/or immovable, tangible and/or intangible, properties and assets of the Company, both present and future, from time to time for an amount not exceeding the limit prescribed under Section 180(1)(c) of the Act.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the resolution set forth in Item no. 9 of the Notice for the approval of the Members as a Special Resolution.

By Order of the Board of Directors  
For Dion Global Solutions Limited

Place : New Delhi  
Date : August 5, 2014

Sd/-  
Tarun Rastogi  
VP - Legal & Company Secretary

**Additional information on Directors recommended for re-appointment / appointment at the Annual General Meeting (In pursuance of Clause 49 IV (G) of the Listing Agreement)**

**Mr. Maninder Singh Grewal**

**Profile**

Mr. Maninder Singh Grewal, aged 63 years, has over 25 years of experience in the information technology sector and has been intimately involved in the growth of the industry. His exposure to computing and information technology started from computer simulation courses at IIT Kharagpur where he graduated with a degree in Mechanical Engineering.

He was associated with Wipro from 1989 as their principal vendor in the North and was instrumental in the migration to electronic trading at the Ludhiana Stock Exchange and multiple implementations of ERP/SAP. His experience in Healthcare IT goes back to 1989 when his team worked on the systems and software developed for 2 large teaching hospitals in North India.

He joined the Religare/Fortis group in 2006 and an early challenge was to deliver a full technology refresh in a highly regulated and compliant environment covering the full scope of IT including global SAP, Messaging and Communications and pharma specific applications.

As Managing Director at Religare Technova, he started the BFSI IT vertical with acquisitions in India and Australia. Religare Technova Ltd is now known as Dion Global Solutions Limited (**Dion**) and with 3 more acquisitions delivers critical IT risk, compliance and operations products to the BFSI industry in over 20 countries. He is currently a Director at Dion.

He is currently the Chairman and Managing Director of HealthFore Technologies Limited (HealthFore) focusing on Healthcare IT. While mHealth leverages mobility, a team is dedicated to developing core state of the art hospital information systems. Dion and HealthFore now have 1000+ employees globally with acquisitions and organic growth aligned to BFSI and HealthCare IT.

His responsibilities include advising the promoter group on Technology and IT strategy and in making IT a key enabler in their growth. He has given many keynotes in Industry forums and is the Chairman for the NASSCOM Regional Council for Noida as also the Chairman of the Board of Dion. He travels widely and is an avid Bridge player.

Mr. Maninder Singh Grewal joined the Board of Directors of the Company on September 19, 2006.

Mr. Maninder Singh Grewal holds 264184 Equity Shares of the Company as on date.

**Directorships held in other Companies as on date (excluding foreign companies)**

- i. HealthFore Technologies Limited (Formerly known as Religare Technologies Limited)
- ii. OliveRays Innovations Limited
- iii. I Prime Services Private Limited

**Memberships / Chairmanships of Committees held in other Companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)**

**HealthFore Technologies Limited**

Member - Audit Committee

Member - Stakeholders Relationship Committee

**Mr. Hemant Dhingra**

**Profile**

Mr. Hemant Dhingra, aged about 45 years, is a senior finance professional with multi-functional experience in diverse areas of corporate finance, treasury, legal, capital markets and mergers & acquisitions. He has working experience of about 25 years with various Corporates.

He holds a Bachelor's Degree in Commerce and a Bachelor's Degree in Law both from Delhi University and is also a Fellow member of The Institute of Cost Accountants of India.

Mr. Hemant Dhingra joined the Board of Directors of the Company on February 6, 2014.

Mr. Hemant Dhingra does not hold any Equity Shares of the Company as on date.

**Directorships held in other Companies as on date (excluding foreign companies)**

- i. Shimal Research Laboratories Limited
- ii. Ranchem Limited
- iii. ANR Securities Private Limited
- iv. Green Biofuels Farms Private Limited
- v. Bindas Realtors Private Limited
- vi. Fortis Global Healthcare Private Limited
- vii. Escorts Heart Centre Limited
- viii. Fortis Hospital Management Limited
- ix. RHC Healthcare Management Services Private Limited



- x. Religare Comtrade Limited (Formerly known as Religare Bullion Limited)
- xi. Fortis Hospotel Limited
- xii. Vistas Artworks Private Limited
- xiii. RWL Healthworld Limited (Formerly known as Religare Wellness Limited)
- xiv. Finserve Shared Services Limited (Formerly known as Religare Corporate Services Limited)
- xv. Medsource Healthcare Private Limited
- xvi. Shimal Healthcare Private Limited
- xvii. Green Grass Estates Private Limited
- xviii. White Feather Estates Private Limited
- xix. A-1 Book Company Private Limited

**Memberships / Chairmanships of Committees held in other Companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)**

- i. **Religare Comtrade Limited**  
Member - Audit Committee
- ii. **RWL Healthworld Limited**  
Member - Audit Committee

**Mr. Padam Narain Bahl**

**Profile**

Mr. Padam Narain Bahl, aged 63 years, holds a Bachelor's degree in Commerce from the Kurukshetra University and a Bachelor's degree in Law from Guru Nanak Dev University, Amritsar. He is a fellow member of the Institute of Chartered Accountants of India. He has also received a Diploma in Information System Audit from SSI, Amritsar. He has been practicing as a Chartered Accountant and an Income Tax Advisor since 1979 and has more than 27 years of work experience. He was the Chairman of the Northern India Regional Council, Institute of Chartered Accountants of India, Amritsar Branch for the year 1998-99. He was also a member of the Income Tax Advisory Committee, Amritsar Chapter during the years 2002-03 and 2003-04.

Mr. Padam Narain Bahl joined the Board of Directors of the Company on July 19, 2007.

Mr. Padam Narain Bahl does not hold any Equity Shares of the Company as on date.

**Directorships held in other Companies as on date (excluding foreign companies)**

- i. Religare Enterprises Limited
- ii. Religare Venture Capital Limited
- iii. Religare Securities Limited
- iv. Religare Commodities Limited
- v. Religare Finvest Limited
- vi. Religare Arts Initiative Limited
- vii. Verne Developers Private Limited
- viii. HealthFore Technologies Limited (Formerly known as Religare Technologies Limited)
- ix. Religare Capital Markets Limited
- x. Religare Comtrade Limited (Formerly known as Religare Bullion Limited)

**Memberships / Chairmanships of Committees held in other Companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)**

- i. **Religare Venture Capital Limited**  
Member - Audit Committee
- ii. **Religare Securities Limited**  
Chairman - Audit Committee
- iii. **Religare Finvest Limited**  
Member - Audit Committee  
Member - Stakeholders Relationship Committee
- iv. **Religare Arts Initiative Limited**  
Member - Audit Committee
- v. **HealthFore Technologies Limited**  
Chairman - Audit Committee
- vi. **Religare Capital Markets Limited**  
Chairman - Audit Committee
- vii. **Religare Enterprises Limited**  
Chairman - Audit Committee

## **Mr. Vikram Sahgal**

### **Profile**

Mr. Vikram Sahgal, aged 60 years, has graduated from Delhi University in Mechanical Engineering and Masters in Business Administration from Faculty of Management Studies (FMS). He has over 35 years of diverse experience in the mechanical engineering industry. He is the Chairman & Managing Director of Micron Instruments Pvt. Ltd., a company engaged in the manufacture of high precision engineering products for defence, aerospace and healthcare. Micron Instruments is one of the pioneer private sector company which has been manufacturing strategic defence products for the past 40 years. Currently, Micron Instruments is also a preferred supplier to several large defence and aerospace companies worldwide. As a member of the Defence Committees of various chambers such as PHDCCI, CII and FICCI, he has been instrumental in influencing various policies to promote the role of the private corporate sector in India in the defence arena. He is on the board of directors of several companies and has been the member of the Managing Committee of PHDCCI, Chairman of Chandigarh Committee and member of Administrator's Advisory Council, Chandigarh.

Mr. Vikram Sahgal joined the Board of Directors of the Company on December 19, 2006.

Mr. Vikram Sahgal does not hold any Equity Shares of the Company as on date.

### **Directorships held in other Companies as on date (excluding foreign companies)**

- i. HealthFore Technologies Limited (Formerly known as Religare Technologies Limited)
- ii. Alliedtronics (India) Limited
- iii. Micron Instruments Private Limited
- iv. Micron Intertech Private Limited
- v. Techmat Micron India Private Limited
- vi. Micron Flora Private Limited
- vii. Seth Enterprises Private Limited
- viii. Deftech Industries Pvt. Ltd.

Mr. Vikram Sahgal is not a member of any Committee in other Companies.

## **Mr. Rama Krishna Shetty**

### **Profile**

Mr. Rama Krishna Shetty, aged 65 years, holds a Bachelor's degree in Engineering from the Basaveshwara Engineering College, Bagalkot and has completed an Executive Development program from the Jamnalal Bajaj Institute of Management, Mumbai in Production Planning Control and Financial Management. He has more than 31 years of work experience and has received the prestigious National Productivity Award in the year 1992. Mr. Shetty was the President of The Indian Hockey Federation and Karnataka State Hockey Association and also Vice-President of Karnataka Olympic Association. At present he is the Chairman of the Indian Hockey Federation and advisor to Karnataka State Hockey Association.

Mr. Rama Krishna Shetty joined the Board of Directors of the Company on October 15, 2010.

Mr. Rama Krishna Shetty does not hold any Equity Shares of the Company as on date.

### **Directorships held in other Companies as on date (excluding foreign companies)**

- i. Religare Enterprises Limited
- ii. HealthforeTechnologies Limited (Formerly Knows as Religare Technologies Limited)
- iii. Fortis Malar Hospitals Limited
- iv. Religare Housing Developoment Finance Corporation Limited
- v. Premier Hockey Development Private Limited

### **Memberships / Chairmanships of Committees held in other Companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)**

- i. **Healthfore Technologies Limited**  
Member - Audit Committee  
Chairman - Stakeholders Relationship Committee
- ii. **Religare Housing Deveopment Finance Corporation Limited**  
Chairman - Audit Committee
- iii. **Fortis Malar Hospitals Limited**  
Member - Audit and Risk Management Committee