

## Notice of Annual General Meeting

NOTICE is hereby given that the Seventeenth Annual General Meeting of members of Societe Generale Global Solution Centre Private Limited will be held on Monday, the August 28, 2017 at 10.00 A.M. IST at the Registered Office of the Company at Voyager Building, 10<sup>th</sup> Floor, Ascendas ITPB SEZ, International Tech Park, Whitefield Road, Bangalore 560 066, to transact the following business:

### Ordinary Business

1. To receive, consider, approve and adopt the financial statements of the Company for the year ended March 31, 2017 including the audited Balance Sheet as at March 31, 2017, 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 declare a dividend of Rs. 110/- per equity share for the year ended March 31, 2017.
3. To appoint a director in place of Ms. Francoise Mercadal Delasalles, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a director in place of Mr. Pierre-Paul Benoit, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Alain Benoist, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a director in place of Mr. Carlos Goncalves, who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint a director in place of Mr. Bruno Prigent, who retires by rotation and being eligible, offers himself for re-appointment.
8. To appoint a director in place of Mr. Xavier Lofficial, who retires by rotation and being eligible, offers himself for re-appointment.
9. To appoint a director in place of Mr. Christophe Leblanc, who retires by rotation and being eligible, offers himself for re-appointment.
10. To appoint a director in place of Mr. Pascal Auge, who retires by rotation and being eligible, offers himself for re-appointment.
11. To appoint a director in place of Ms. Veronique Sani, who retires by rotation and being eligible, offers herself for re-appointment.

12. To appoint a director in place of Mr. Sunil Shah, who retires by rotation and being eligible, offers himself for re-appointment.
13. To appoint a director in place of Mr. Pavel Cejka, who retires by rotation and being eligible, offers himself for re-appointment.
14. To ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Statutory auditors of the Company and fix their remuneration and pass the following resolution as an ordinary resolution thereof:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and pursuant to the resolution passed by the Members at the Annual General Meeting held on September 29, 2015, the appointment of M/s. Deloitte Haskins & Sells LLP (Registration Number: 117366W/W-100018), Chartered Accountants, Bangalore as the auditors of the Company to hold the office till the conclusion of Twentieth Annual General Meeting be and are hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration of the Auditors in consultation with them.”

### **Special Business**

#### **15. Appointment of Mr. Pierre Yves Demoures as Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**“RESOLVED THAT** pursuant to provision of Section 161 the Companies Act, 2013 and as per the Articles of Association of the Company, Mr. Pierre Yves Demoures (DIN – 06560795) who was appointed as an Additional Director by the Board of Directors effective from December 19, 2016 and who holds office up to the date of Annual General Meeting be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to file necessary Forms with Registrar of Companies in this regard.”

#### **By the order of the Board**

for **Societe Generale Global Solution Centre Pvt. Ltd.**

**Sd/-**

**Murugan Madurai**

Company Secretary

Date: June 29, 2017

Place: Bangalore

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend or vote on a poll instead of himself/ herself and such proxy need not be a member of the company.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item No. 15**

The Board of Directors of the Company at their meeting held on December 19, 2016 appointed Mr. Pierre Yves Demoures as an additional director of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. The Company has received from aforesaid director, the consent in writing to act as directors in Form DIR 2 and intimation in Form DIR 8 stating that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Pierre Yves Demoures as Director of the Company pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder.

No Director, Key Managerial Personnel or their relatives, other than the Mr. Pierre Yves Demoures is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 15 for the approval of the members.

**ATTENDANCE SLIP****Seventeenth Annual General Meeting – August 28, 2017**

Registered Folio no. :

Number of shares held:

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the Seventeenth Annual General Meeting of the Company at 10th Floor, Voyager Building, International Tech Park, Whitefield Road, Bangalore 560066 India on Monday, August 28, 2017, at 10:00 a.m. IST.

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Name of the member / proxy  
(In BLOCK letters)

.....

Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

**PROXY FORM**

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

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No.: \_\_\_\_\_

I being the Member(s) of \_\_\_\_\_ equity shares of Rs. 10 each of Societe Generale Global Solution Private Limited, hereby appoint:

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventeenth Annual General Meeting of the Company, to be held on Monday, August 28, 2017 at 10.00 a.m. at 10th Floor, Voyager Building, International Tech Park, Whitefield Road, Bangalore 560066 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

1. Adoption of the Financial statement for the year ending March 31, 2017 together with the reports of the Board of Directors and auditors thereon.
2. Declaration of Dividend
3. Re-appointment of rotational directors
4. Appointment of Statutory Auditors
5. Appointment of Mr. Pierre Yves Demoures as a Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Member(s): \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company.

## Societe Generale GSC Private Limited Registered Office, Route Map

