

NOTICE

NOTICE is hereby given that the **Third Extra Ordinary General Meeting** of the Members of **CMS IT Services Private Limited** will be held at shorter notice on **(Friday)**, the 15th June, 2018 at 04.00 p.m. at the registered office at 2nd Floor, "61 Radius", Plot No. 61, Road no. 13, MIDC, Andheri (East), Mumbai – 400 093, to transact the following business:

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 42, 71 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the Company be and is hereby accorded to the Board to create, offer and/or invite to subscribe, issue and allot, for cash at par, upto 10,00,000 Unsecured Non-Convertible Redeemable debentures of Rs. 100/- each for an aggregate amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crore Only) on a private placement basis, in one or more tranches to such person or persons, whether or not they are Member(s) of the Company, and on such terms and conditions as may be decided by the Board of Directors.

RESOLVED FURTHER that any of the Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/statutory authorities and authorize the officials of the Company for the aforesaid purpose, as deemed fit.”

By Order of the Board of Directors of
CMS IT Services Private Limited



Poonam Jaiswal
Company Secretary

Place: Mumbai
Date : 14th June, 2018

Note:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the businesses set out at Item Nos. 1 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be deposited with the Company before the Commencement of the meeting.
3. Members are requested to promptly notify any change of address to the Registered Office of the Company.
4. The register of Directors Shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 1

Looking into the financing need of Company it is proposed to issue Unsecured Non-Convertible Debentures of Rs 10 Cr.

As per Sec 71 of the Companies Act, 2013 a company may issue debentures w.r.t. Sec 42 of the Companies Act, 2013 and Rule 14(2) (a) of the Companies (Prospectus & Allotment of Securities) Rules, 2014 states that a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the Offers or Invitations. Second Proviso to Rule 14(2)(a) states that in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

Pursuant to Sec 71 and Sec 42 (2) read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014 approval of the members is sought by way of special resolution to issue and allot redeemable, non-convertible debentures aggregating up to Rs. 10 Crores, in such tranches and as per the terms to be decided by the Board.

The Board in its Meeting held on 14th June, 2018 approved the above proposal for placing before the shareholders. The Board accordingly recommends the passing of the proposed Special Resolution by Members of the Company as placed above in item no. 1.

Shareholders of the Company need to approve the same in the EGM of the Company.

The Board recommends the Resolutions at Item Nos. 1 of the accompanying Notice, for the approval of the Members of the Company. The Directors or Key Managerial Persons of the Company or their respective relatives may be deemed to be concerned or interested in the Resolution to the extent of the unsecured NCD that may be subscribed to by them or by the companies / firms in which they are interested.

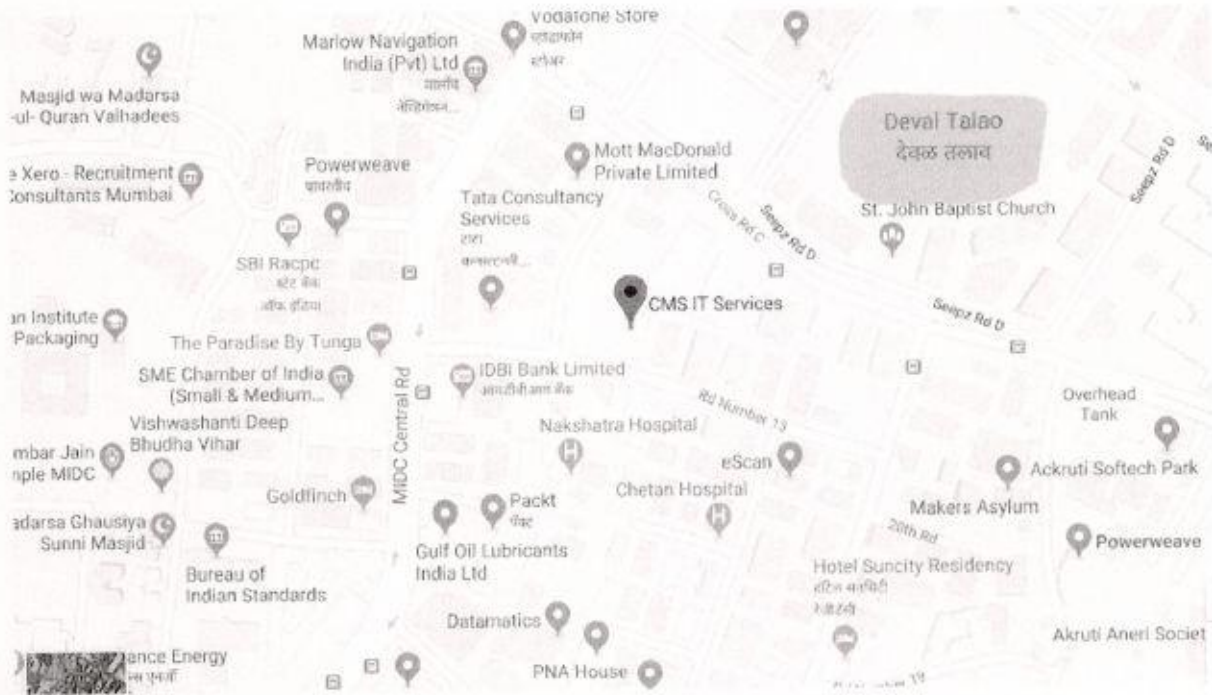
**By Order of the Board of Directors of
CMS IT Services Private Limited**



**Poonam Jaiswal
Company Secretary**

**Place: Mumbai
Date : 14th June, 2018**

Route Map of the venue of EOGM



CMS IT Services Private Limited

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