

RELIABLE VENTURES INDIA LIMITED

Regd Office: "Reliable House", A-6, Koh-e-fiza, Indore Road, Bhopal-462001
Phone: 0755-2539592: Fax 07552540442: CIN: L22354MP1992PLC007295

NOTICE is hereby given that the Twenty Second (22nd) Annual General Meeting of the members of Reliable Ventures India Limited will be held on Wednesday, the 30th day of September, 2015 at 4.30 PM at the registered office of the Company at "Reliable House", A-6, Koh-e-fiza, Indore Road, Bhopal – 462001 , Madhya Pradesh to transact the following business:

Ordinary Business

1. To consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. Shankar Narayanan (DIN 00021561), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and 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 framed there under, as amended from time to time, M/s. Parekh Shah & Lodha, a Mumbai based firm of Chartered Accountants having Registration No.107487W operating from 31-E, BKC Center, Laxmi Industrial Estate, New Link Road, Andheri(West),Mumbai-400053, be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 22nd Annual General Meeting (AGM) till and up to the conclusion of the 27th AGM of the Company subject to ratification of appointment at every AGM, at such remuneration plus service tax and such out-of-pocket, expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business:

4. **To consider and, if though fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules 2014, including any statutory modification or re-enactment thereof for the time being in force , Ms. Sanobar Bano (DIN 07139513) - who was appointed by the Board of Directors under Section 161(1) of the Companies Act 2013 as an Additional Director of the Company with effect from 30th day of March, 2015, and who holds the said office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director- be and is hereby appointment as Director of the Company liable to retire by rotation"

5. To consider and, if thought fit, to pass, with or without modification, following as resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Articles of Association of the Company and such other approvals as may be required and such modifications and conditions, if any, the consent of Members be and is hereby accorded for the re-appointment of Mr. S. Shankar Narayanan (DIN: 00021561) as a Whole-time Director, designated as Executive Director of the Company, for a period of 11 months and 15 days effective from 1st day of January 2015 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting"

"RESOLVED FURTHER that in the event of absence or inadequacy of profit in any financial year during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to compliance of provisions of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof as in force from time to time."

"RESOLVED FURTHER that the Board of Directors/ Nomination and Remuneration Committee of Directors be and is hereby authorized to alter and vary the aforesaid terms as to remuneration (including perquisites) within the ceiling limits in that behalf as laid down in schedule V to the Companies Act, 2013 as in force from time to time."

"RESOLVED FURTHER that for the purpose of giving effect to these resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit."

By order of the Board
For Reliable Ventures India Limited

RAJENDRA MALPANI
EXECUTIVE DIRECTOR

Bhopal: 24th August, 2015

Notes:

1. The relative Statements of material facts pursuant to section 102 of the Companies Act, 2013 concerning the special business proposed to be transacted under Item Nos. 4 and 5 of the Notice is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors are also annexed.

2. 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. 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. 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. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting
3. M/ Sharex Dynamic (India) Pvt. Ltd. having its registered office at Unit NO.1, Luthra Industrial Premises, Andheri, Kurla Road, Safed Pool, Andheri (East) Mumbai- 400072, are the Registrar and Share Transfer Agents of the Company. and undertakes the share registry jobs of the company.
4. The Company has established connectivity with both the Depositories namely CDSL and NSDL Mumbai and the ISIN allotted to; the security of the company is INE419HO1019. . Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar for assistance in this regard
5. The Register of Members and Transfer Books of the Company will be closed from **Thursday the 24th day of Sept 2015 to Wednesday, the 30th day of Sept. 2015**, both days inclusive.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or the Registrar the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members desiring any information relating to Annual Accounts are requested to write to the company at least 10 days before the meeting to enable the company to keep the information ready at the meeting.
9. In terms of Section 134 of the Companies Act, 2013 and Rule 11(a) of the Companies (Accounts) Rules, 2014, financial statements are being sent through electronic mode to such Members whose shareholding is in dematerialized format and whose email Addresses are registered with Depository and / or the Company, unless the members have specifically requested for a hardcopy of the same. For Members who have not registered their email addresses, hard copies of the Annual Reports will be sent to them by permitted mode..
10. In term of Clause 35(B) (ii) of the Listing Agreement in order to enable those shareholders, who do not have access to e-voting facility, to send their assent or dissent in writing on a postal ballot as per the provisions of the Companies (Management and Administration) Rules, 2014 or amendments made Thereto, a Ballot Form is annexed. A member desiring to exercise vote by Ballot shall complete the annexed Ballot Form with assent (for) or dissent (against) and send it to Ms. Neeta H. Desai, Membership No.FCS6232, Practicing Company Secretary, Mumbai, so as to reach the same to them **on or before 29th Sept., 2015**. Any Ballot received thereafter shall be treated as if the reply from the member has not been received. The members who have cast their vote to the meeting by e-voting / physical ballot shall not be entitled to vote again at the Annual General Meeting. Once the vote is cast by a member, he shall not be allowed to alter it subsequently.

11. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the company is pleased to provide members facility to exercise their vote by electronic means (remote-voting) and the business may be transacted through e-voting as per following instructions:

- (i) The voting period begins on **27th September 2015 at 9.30 AM** and ends on **29th September, 2015 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23-09-2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)


- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Company ie.. **Reliable Ventures India Ltd.**, on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 3. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 4. The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.

5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- i. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 28-08-2015 August , 2015.
- ii. Ms. Neeta H. Desai , Practicing Company Secretary (Membership No.FCS6232), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iii. 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 favour or against, if any, forthwith to the Chairman of the Company.
- iv. A Member can opt for only one mode of voting i.e. either through e-voting or by physical ballot/show of hand Member who casts votes by both modes, then voting done through e-voting shall prevail and the other shall be treated as invalid.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tcs.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the General Meeting of the Company and communicated to the BSE Limited where the shares of the Company are listed.

By order of the Board
For Reliable Ventures India Limited.



RAJENDRA MALPANI
EXECUTIVE DIRECTOR

Place: Bhopal.
Date: 24th August, 2015

**STATEMENT PURSUANT TO SECTION 102(1) OF THE
COMPANIES ACT, 2013 ("the Act")**

The following Statement sets out all material facts relating to the Special Business mentioned at item Nos 4 to 5 in the accompanying Notice:

Item No. 4 "Appointment of Ms. Sanober Bano as Director

In term of requirement of Section 149 read with conditions contained under Clause 49 the Listing Agreement (based on the recommendations of the Nomination and Remuneration Committee) the Board of Directors had inducted Ms. Sanober Bano as an Additional Director effective from 30th day of March, 2015, to hold the office as such till the conclusion of the ensuing Annual General Meeting.

Background and qualifications:

Treatment under Clause 49 of the Listing Agreement:

Ms. Sanober Bano is a Non-Executive Director within the requirements of Clause 49 of the Listing Agreement.

Provisions of Cos Act 2013 reg appointment of Additional Director

In term of provisions of Section 161(1) of the Companies Act 2013, read with Article 80 of the Articles of Association of the Company Ms. Sanober Bano holds the office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company.

Approval by nomination and remuneration Committee:

The proposal to appoint Ms. Sanober Bano as an Additional Director was approved by the Nomination and Remuneration Committee in its meeting held on 11th day of March, 2015.

Receipt of Notice under Section 160 of the Companies Act, 2013

The Company has received requisite notice from Mr. Sikandar Hafiz Khan, one of the Shareholders and Managing Director of the Company holding 6.09 per cent of the paid up share capital intimating his intention to propose a resolution at the ensuing Annual General Meeting for appointment of Ms. Sanober Bano as Director to retire by Rotation under Section 160 of the act, accordingly, a proposal to appoint Ms. Bano as Director to retire by rotation is being brought vide Item No 4 of the accompanying notice.

Proposal for approval of members:

In term of notice under Section 160 of the Companies Act 2013, read with rules framed and notifications issued there under, a proposal for appointment of Ms Sanober Bano as a Director to retire by rotation is being placed before the Members for their approval.

Except payment of sitting fee for attending meetings, nothing is paid to Ms Bano during his tenure as Additional Director.

Ms Sanober Bano does not hold any shares of the Company

Ms Sanober Bano being the candidate for appointment as director and Mr. Sikandar Hafiz Khan, the Managing Director being here father may be deemed to be concerned and interested in Item No. 4 contained in the accompanying notice of the Meeting.

Item No. 5: Reappointment of Mr. Shankar Narayanan as Executive Director of the Company.

Members at the Annual General Meeting of the Company held on 24th December, 2014 had re-appointed, Mr. S. Shankar Narayanan, as an Executive Director of the Company for a short period of 4 (four) months only commencing from 1st day of September, 2014. His present term of appointment expired on 31st December, 2014.

2. On the recommendation of the Nomination & Remuneration Committee, subject to approval of the Members in the General Meeting, the Board of Directors of the Company in its meeting held on 2nd day of February 2015, unanimously approved the re-appointment of Mr. Shankar Narayanan, as an Executive Director of the Company for a period of 11 months and 15 days commencing from 1st day of January, 2015 on the same terms and conditions as were applicable to him during his immediately preceding tenure and reproduced hereunder :

1. **Nature of Duties:** Subject to the supervision and control of the Managing Director, the Executive Director shall manage the affairs of the hotel undertaking and exercise such functions and powers as shall from time to time be entrusted to him by the Managing Director.
2. **Period of Agreement:** 11 months and 15 days From 01st January, 2015 to 15th t December, 2015
3. **Remuneration:** Rs. 92,000/- per month, plus perquisites admissible under Section IV of Schedule V to the Companies Act, 2013, over and above the said monthly salary with authority to the Board or Committee of Board, to fix and re-fix and revise the salary within the ceiling prescribed under the said schedule. .
4. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director if the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, incentive remuneration and perquisites & allowances as specified above.
5. **Termination:** The appointment of the Executive Director may be terminated either by the Company or the Executive Director by giving two month notice or payment in lieu thereof on either side.
6. **General conditions:**
 - (i) The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Managing Director & Chairman.
 - (ii) If at any time Mr. Shankar Narayanan ceases to hold the office of Director for any cause whatsoever, he shall also cease to be the Executive Director & Chairman of the Company also.
 - (iii) The Executive Director shall also be allowed payment of sitting fee during his tenure as such.

- (iv) All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.
- (v) Mr. Shankar Narayanan is being appointed as an Executive Director by virtue of his office as Director of the Company and his appointment shall be subject, inter-alia, to the provisions of Section 167 of the Companies Act, 2013.

Other information in term of Schedule V of the Companies Act, 2013, is as under:

I. General Information:

Sl. Nos.	Nature of Industry	Hotel and related services
1.	Date or expected date of commencement of production	Not applicable
2.	In case of new company expected date of commencement of activities as per project approved by financial institution appearing in the prospectus	Not Applicable
3.	Financial performance based on given indicator during the financial year ended 31 st March, 2015 Total Income Expenses Pre tax Profit taxes Net profit EPS (Rupees) PE Ratio (Times) Total Assets	(Rs. In lacs) 1393.02 1291.09 100.93 30.29 70.64 0.64 20.07 3327.16
4.	Foreign investment or collaboration, if any	As at 31 st March, 2015, NRI holding in the company has been 1001750 shares of Rs.10/- (Rupees ten) representing 9.10% of the total issued, subscribed and paid up share capital

II. Information about Appointee:

Background details:

Mr. Shankar Narayanan is B. Sc & CAIIB holding directorship of the Company since August, 1996. and holds 2000 equity shares of the company representing only 0.018 per cent of total paid up share capital of the Company.

Past Remuneration:

For the financial year 2014-15 Mr. Shankar Narayanan was paid an all inclusive total remuneration of Rs.15.10 lacs.

Recognition and Awards:

Mr. Shankar Narayanan is an ex-banker from Bank of India & Middle East, UAE with expertise in financial & project management and industrial relations these factors are the crux of an hotel undertaking which go a long way to the attainment of corporate objective of ;the Company.

Job profile:

Mr. Shankar Narayanan has been largely responsible for project finance and clientele management of the company reporting to the Chairman & Mg. Director of the Company and over the time has introduced state-of-art-technology and modern methods of business analysis, and marketing thereby steering the company to the existing level. .The Board of Directors of the Company feels that his continued association with the company is vital to the further improvement in the Company in term of creativity and services.

Remuneration Proposed:

The remuneration proposed to be paid to Mr. Shankar Naraynan is set out above.

Comparative remuneration profile with respect to industry, size of the company.

Keeping in view the type of industry, size of the company and its undertaking, the responsibilities and capabilities of Mr. Shankar Narayanan the proposed remuneration seems to be very competitive with the remuneration being paid by other identically placed companies to persons holding similar position.

Pecuniary relationship directly or indirectly with the company or relations ship with the managerial personnel, if any:

Other than the above mentioned remunerations and applicable sitting fees , Mr. Shankar Narayanan has no other direct or indirect pecuniary relationship of the Company and its managerial personnel.

III. Other Information and Disclosures:

Reasons for loss or inadequate profits:

Inadequate profits appears to be the result of generally weak demand, excess supply of rooms, low turnover of foreign tourists, mushrooming unlicensed marriage halls making dent in the revenue of the Company, low spending by government and corporate clientele culminating in the decline, inter-alia, in room revenue.

Steps being taken/proposed to be taken for improvements:

Cost cutting, streamlining purchase procedures, reduction in food cost and aggressive market penetration, wooing corporate clients etc are the measure that the company is likely to take to improve its profitability.

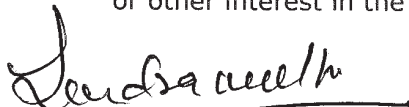
Expected increase in productivity in measurable terms:

It is expected that the aforesaid measure should lead the company to adequate growth in term of turnover and profitability by around 5-10 per cent of results of the financial year 2014-15

IV. Disclosures

No stock option is admissible to any of the Directors and managerial personnel of the Company. Other disclosures such as element of remunerations details of fixed components of salary, service contracts etc. have already been set out hereinabove. The terms and conditions contained under this explanatory statements shall, along with the resolution to be passed by the Member shall constitute the terms of contracts of employment. No other formal service contract is being executed by the company.

The Board of Director of the Company recommends passing of the Special Resolution as set out under Item No. 05 of the accompanying notice Except Mr. Shankar Narayanan, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or otherwise has any financial or other interest in the resolution set out under the aforesaid item of business


RAJENDRA MALPANI
EXECUTIVE DIRECTOR

Bhopal: Aug 24th, 2015

**RELIABLE VENTURES INDIA LIMITED: BHOPAL
ANNEXURE-I**

Details of directors seeking appointment/ reappointment at the Annual General Meeting to be held on 30th day of September, 2015.

Name of the Director	Ms. Sanober Bano	Ms. S. Shankar Narayanan
Date of birth	19-07-1980	05-05-1952
Nationality	Indian	Indian
Date of initial appointment	30-03-2015	10-08-1996
Date of last reappointment	Not applicable	1 st day of January 2015 as an Executive Director
Qualifications	CAMBRIDGE "O LEVEL	B. Sc & CIIB
Expertise in functional area	Undergoing Training in general Management of hotel Undertaking.	Financial management Project financing and industrial relations
Nos of shares held in the Company	Nil	2000 shares only
List of Directorship in other Indian Public Companies	Nil .	Reliable Smartcity Ltd
Position held in other companies in which he is director as at 31-03-2015	Not applicable	Directorship