

RELIABLE VENTURES INDIA LIMITED
Regd. Office: "Reliable House", A-6, Koh-e-fiza
Indore Road, Bhopal- 462 001 (M.P.)

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the EIGHTEENTH ANNUAL GENERAL MEETING of the members of the Reliable Ventures India Limited will be held on Friday, the 30th day of September, 2011 at 4.00 PM at Hotel Noor-Us-Sabah Palace, VIP road, Bhopal, Madhya Pradesh, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2011, Profit & Loss Account for 12 months period ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Chandan Mitra, who retires by rotation and, being eligible, offers himself for re-appointment as such.
3. To appoint Director in place of Mr. Parkash Singh, who retires by rotation and, being eligible, offers himself for re-appointment as such.
4. To appoint MAK & Associates, the retiring Auditors as Auditors of the Company to hold office as such from the conclusion of this meeting till the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remunerations.

SPECIAL BUSINESS:

5. To consider and pass, with or without modifications, the following resolution as special resolution

"RESOLVED THAT - in term of the Resolution adopted by the Board of Directors of the Company in its meeting held on 15th day of November, 2011 and pursuant to Sections 198, 269, 309,310 , 311 and other applicable provisions contained under the Companies Act 1956 read with Part-II, Section II, Clause 1 (B) of Schedule XIII to the said Act , all other applicable provisions of the Act or any statutory modifications or reenactment thereof, Article 96 of the Articles of Association of the Company and subject to such further sanctions and permissions as might be necessary - the reappointment of Mr. Sikandar Hafiz Khan, as Managing Director of the for a period of 3 (Three) years commencing from 1s day of January, 2011, be and is hereby approved on the terms, conditions and payment of remuneration as set out in the attached explanatory statement hereof and that in the event of inadequacy or absence of profits in any financial year / years , the remuneration comprising of salary, allowances, perquisites and benefits as set out in the explanatory statement to the resolution and approved herein be paid to him as minimum remuneration and that the Board of Directors of the Company be and are hereby authorized to review/ enhance the remuneration payable to Mr. Sikandar Hafiz Khan at their own discretion within the limits specified in the said part / section and clause of the said Schedule XIII of the Act"

6. To consider and pass , with or without modifications, the following resolution as special resolution

“RESOLVED THAT in term of the Resolution adopted by the Board of Directors of the Company in its meeting held on 25th day of August, 2011, and pursuant to Sections 198, 269, 309,310 , 311 and other applicable provisions contained under the Companies Act 1956 read with Part-II, Section II, Clause 1 (A) of Schedule XIII to the said Act all other applicable provisions of the Act or any statutory modifications or reenactment thereof, Article 96 of the Articles of Association of the Company and subject to such further sanctions and permissions as might be necessary, the reappointment of Mr. S. Shankar Narayanan, one of the Directors of the Company, as Whole Time Director and designated as Executive Director for a period of 3 years commencing from 1s of Sept., 2011 , be and is hereby approved on the terms, conditions and payment of remuneration as set out in the attached explanatory statement hereof and that in the event of inadequacy or absence of profits in any financial year / years, the remuneration comprising of salary, allowances, perquisites and benefits as set out in the explanatory statement to the resolution and approved herein be paid to him as minimum remuneration and that the Board of Directors of the Company be and are hereby authorized to review/ enhance the remuneration payable to Mr.Shankar Narayanan within the limits specified in the said part / section and clause of the said Schedule of the Act”

7. To consider and pass , with or without modifications, the following resolution as an ordinary resolution

“RESOLVED THAT pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Abdul Tahir , who was appointed as an Additional Director of the Company and who under Section 260 of the Companies Act, holds office only up to the date this Annual General Meeting and, being eligible, offers himself for appointment and in respect of whom the company has received notice in writing from one of the members of the company pursuant to Section 257 of the Companies Act along with requisite amount signifying his/her intention to propose the candidature of Mr. Abdul Tahir for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. To consider and pass , with or without modifications, the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Ranjay K. Dawar , who was appointed as an Additional Director of the Company and who under Section 260 of the Companies Act, holds office only up to the date this Annual General Meeting and, being eligible, offers himself for appointment and in respect of whom the company has received notice in writing from one of the members of the company pursuant to Section 257 of the Companies Act along with requisite amount signifying his/her intention to propose the candidature of Mr. Ranjay K. Dawar for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. To consider and pass , with or without modifications, the following resolution as an ordinary resolution

"RESOLVED THAT pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Rajendra Malpani , who was appointed as an Additional Director of the Company and who under Section 260 of the Companies Act, holds office only up to the date this Annual General Meeting and, being eligible, offers himself for appointment and in respect of whom the company has received notice in writing from one of the members of the company pursuant to Section 257 of the Companies Act along with requisite amount signifying his/her intention to propose the candidature of Mr. Rajendra Malpani for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Orders of the Board



S. SHANKAR NARAYANAN
DIRECTOR

Place: Bhopal
Date : Aug 25,,2011

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY AND THAT IN ORDER TO BE VALID, THE INSTRUMENT OF PROXIES DULY COMPLETED IN ALL RESPECTS MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE MEETING.
2. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting is given in the Annexure to the notice.
3. The Register of members and transfer books of the Company shall remain closed w.e.f. 28th Sept., 2011 to 30th Sept., 2011 both the days inclusive for the purpose of the Annual General Meeting.
4. M/s. Sharex Dynamic (India) Pvt. Limited having its registered office at 17/B, Dena Bank Building, Horniman Circle, 2nd Floor, Fort, Mumbai 400 001 continue to act as Registrar and Share transfer agents of the Company. The said company at its unit NO.1 located at Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), and Mumbai-400072 under takes the share registry job.
5. The Company has established connectivity with both the depositories namely NSDL and CDSL, Mumbai and the ISIN allotted to the security of the Company is INE419H01019. Shareholders who have not yet opened Demat account so far are requested to open the account with the depositories of their choice and surrender the physical certificates of the security for dematerialization.

6. The Company has started maintaining of a functional website that contains basic information about the company and that it can be accessed by interested entities as and when needed. Its address is "Noorussabahpalace.com"
 7. Members / duly appointed proxies should bring the enclosed attendance slip, duly filled in, for attending the meeting
 8. The members are requested to:
 - (a) quote their Folio Number(s)/ Client ID numbers in all correspondence with the Company and
 - (b) notify the Company about changes in their postal addresses, if any.
 9. A copy of the notice is being posted on the aforesaid website of the Company
-

RELIABLE VENTURES INDIA LIMITED: BHOPAL

ANNEXURE TO THE NOTICE OF 18TH ANNUAL GENERAL MEETING.

Name of the Director	MR.CHANDAN MITRA	MR. PARKASH SINGH
Date of Birth	12/12/1954	03/02/1946
Nationality	Indian	Indian
Date of initial Appointment	26/09/2005	31/10/2006
Date of last re-appointment	29/09/2009	29/09/2009
Qualifications	BA(Hon) Economics , MA(History) from DU, D. Phil in Modern History from Oxford University, UK	Master of Commerce and CAIIB
Expertise in Functional Area	Very Sr. Journalist & Media person, Expert in Mgt. & Journalism, Ex-Member of Parliament.	Banking and Mgt. Retired as Chairman & Mg. Director, United Bank of India with 40 years experience.
No of shares held in the Company	--Nil--	--Nil--
List of Directorships in other Indian Public companies	CMYK Printech Ltd.	Not applicable
Position held in other companies in which he is Director as on 31/3/2010	Chairman-cum-Mg. Director of CMYK Printech Ltd., Publisher of "Pioneer" National Daily.	Not applicable

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

ITEM NO. 5

A. The Board of Directors, at their meeting held on 15th day of November, 2010, re-appointed Mr Sikandar Hafiz Khan, as Managing Director of the company for a further period of Three years with effect from 1st January, 2011, subject to the approval of the shareholders in a general meeting.

The material terms and conditions of the re-appointment are as follows:

1. The Managing Director shall, subject to the supervision and control of the Board of Directors, carry out such duties as may be entrusted to him by the Directors and shall exercise such powers as are delegated to him by the Board of Directors.

2. **Period of reappointment:** 3 years from 1st day of January, 2011.

3. Remuneration:

Basic Salary	Rs. 200000.00 per month
House rent Allowance	Rs. 30000.00 per month
Conveyance allowance	Rs. 20000.00 per month

Besides above, he proposed that Mr. Sikandar Hafiz Khan will be eligible to following perquisites which are allowed under the said Schedule and above the ceiling of remuneration contained therein:

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these are signally or collectively put do not exceed the taxable limit prescribed under the Income Tax Act 1961 as amended till date
2. Gratuity at a rate not exceeding the yearly and aggregate ceiling under the Payment of Gratuity Act as is applicable and amended from time to time.
3. Encashment of Leave at the end of the tenure as per rules of the Company
4. Return Holiday passage once in a year by economy class to children from the place of study to India and to members of family from the place of their stay abroad to India if they are not residing in India with Mr. Sikandar Hafiz Khan
5. Leave Travel Concession by way of Return passage for self and family in accordance with the rules applicable to the employees of Company.

Minimum Remuneration:

In the event of any absence or inadequacy of net profits in any financial year, the remuneration as mentioned above shall be the minimum remuneration payable to the Managing Director.

The Managing Director shall be entitled to reimbursement of all actual expenses or charges including travel entertainment Or other out-of-pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.

The terms and conditions of the said appointment may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.

For the purposes of calculating the value of perquisites hereinabove, the same shall be evaluated as per Income Tax Rules, 1962, wherever applicable or at actual cost.

None of the Directors of the company, except Mr. Sikandar Hafiz Khan who along with his family and persons in concert holds 48.32 per cent of the paid up equity share capital of the Company is interested in the proposed resolution as appointee as well as promoter director of the Company.

Information such as brief resume, nature of expertise in specific functional areas and details of Directorship etc. as required to be furnished under clause 49(VI) of the Listing Agreement is provided in the section on Corporate Governance.

Additional information as per Para 1(B) of Section II of Part -II of Schedule XIII of the Companies Act, 1956 read with clause 49 of the listing agreements is as under:

I GENERAL INFORMATION:

1	Name of Industry	Hospitality	
2	Date of expected date commencement of production	Existing Company not engaged in manufacturing activities	
3	In case of new company, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial performance based on given indicators .	Amt. in lacs Rs.	Amt in lacs Rs
		2010-11	2009-10
	Total sales and other income		
	Profit before depreciation and tax	1156.80	1114.00
	Depreciation	339.58	332.32
	Provision for tax	93.98	87.05
	Net profit	74.02	17.57
		171.58	227.70
5	Export Performance	Not applicable	
6	Export performance and net foreign Exchange collaboration	Not Application	
7	Foreign investment of collaboration if any	Not applicable	

III OTHER INFORMATION:

1	Reasons of loss or inadequacy of profits	The Company needs expansion of its room and incidental capacities to harness the available market potential.
2	Steps taken or proposed to be taken for improvement	One professional with expertise in project expansion and finance is being inducted at Board level on whole-time basis with target to plan and execute the of required expansion in due course of time. Besides, measures to further cutting the cost of operation are being explored to improve returns. Internal generation is being used to modernize and strengthen the facility base till required expansion take place.
3	Expected increase in productivity and profits in measurable terms	Efforts are being made to increase return on investment thereby boost EPs and ensure adequate return to stakeholders

Item NO 6:

With view to avail of the expertise of the rotational Directors Mr .S Shankar Narayanan inter-alia, in the segment of project financing and banking on whole-time basis and based on the recommendations of the Remuneration Committee, the Board of Directors of the Company in its meeting held on 25th day of August, 2011, approved appointment of Mr. S. Shankar Narayanan as Whole-time Director designated as Executive Director of the Company and recommended payment of remunerations to him by way of Salary and allowances and perquisites on monthly basis within the ceiling specified under Para (A) Part and Section II of Schedule XIII of the Companies Act, 1956.

The appointee aged around 59 years - a bachelor of Science and CAIIB - is a dynamic and result oriented Indian citizen and ex-banker from Bank of India & Middle East, UAE equipped with proven long standing expertise in the segments of Financial Management, Project financing, Banking and industrial relation and holds directorship in five Companies falling within the Reliable Group of companies namely Reliable Tours & Travels (India) Pvt.Ltd., Reliable Cig. & Tobacco Inds. Pvt. Ltd., Reliable Consumer Products Pvt Ltd., Reliable Multimedia And Enterprises Pvt. Ltd. And Reliable Smartcity Ltd. He along with his wife holds 4000 equity shares of the Company is associated with the Company as rotational Directors since 1996.

The material terms & conditions of the appointment are as follows:

1. Duties and reporting:

The Appointee carry out such duties as may be entrusted to him by the Chairman and the Board at any time and from time to time and shall report to the Chairman and Managing Director of the Company.

2. Period of reappointment: 3 years from 1st day of Sept.,2011

3. Remuneration:

Basic Salary : Rs. 44667.00 Per month
Allowances : Rs. 43167 .00 per month

Perquisites:

1. Fuel for personal vehicle for personal use: On actual basis
2. Salary of driver of his personal vehicle : at par with drivers on the roll of the Company
3. Reimbursement of electricity charges : On actual basis
For his residence
4. Residence telephone and one Cell phone : on Actual Basis

Other benefits such as of LTA, Leave Encashment, Medical Reimbursement, Bonus and other facilities as per rules applicable to the Employees of the Company at any time and from time to time.

The above remuneration shall be admissible as minimum remuneration in the absence or in adequacy of profits and the Board of Directors of the Company shall be competent to approve upward and periodical revision in the remunerations within the limit specified under paragraph (A), Section and Part II of Schedule XIII of the Companies Act, as may remain in force at any time and from time to time

Other disclosures:

In term of requirements of the said Paragraph of the said Schedule, your directors do hereby state, declare and confirm that the Company is a zero debt company, it has not accepted ay deposits from public, has not made any default in repayment in any of its debts, including public deposits or debentures or interest thereon for any period during the preceding financial years and before the date of proposed appointment of and payment of remuneration to Mr. Shankar Narayanan.

Since the appointment and payment of above remuneration to Mr. Shankar Narayanan is subject to the approval of the Members in General Meeting, the Directors recommend the adoption of the resolution contained under item No. 6 of the annexed notice as special resolution.

None of the Directors, except Mr. Shankar Narayanan, is interested or concerned in the resolution

Item No.7, 8 and 9:

Pursuant to Section 260 read with Article 80 of the Articles of Association of the Company Mr. Rajendra Malpani, was inducted as an additional Director of the Company effective from October 20, 2010 to hold office till the conclusion of the ensuing Annual General Meeting.

Similarly, with a with to strengthen the Board and reconstitute the Committees required under Clause 49 of the Listing Agreement as also the provisions of Companies Act, 1956, governing Audit Committee, Mr. Abdul Tahir and Mr. Ranjay K. Dawar were inducted effective from 29th day of July, 2011 as additional Directors of the Company to hold office as such till the conclusion of ensuing Annual General Meeting.

The Company has received one notice each under Section 257 of the Companies Act, 1956, three of the shareholders of the Company namely Mr. P Gopinath, Mr. Rajendra Malpani and Ranjit Baidya, along with requisite payments signifying their respective intention to propose the candidature of Mr. Rajendra Malpani, Mr. Abdul Tahir and Mr. Ranjay K Dawar respectively for appointment as Directors liable to retire by rotation. These notices can be inspected by shareholders during any business hours.

These notices can be inspected by any member (s) at the registered office of the Company seen at the registered office of the company during business hours on any working day up to the date of the holding of the ensuing Annual General Meeting.

In term of Clause 49 of the Listing Agreement, the relevant particulars of these gentlemen are briefed hereunder:

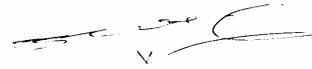
- (i) **Mr. Rajendra Malpani** is a young and dynamic management consultant and possess over 20 years of experience as consultant in the Finance, Account and Taxation Segments He is one of members of the Audit and Remuneration Committees He holds 5007 equity shares of the Company and does not have any other pecuniary relationship with the company, its promoters and its managerial personnel. Except, sitting fee, he is not paid any other remuneration by the Company. He holds directorship in seven private limited companies, namely, Goldshine Construction Pvt. Ltd., Sai Value Homes Private Limited, Sunbeam Vyapaar Private Limited, Radhe Kripa Developers Private Limited, Reliable Dairy and Farm product Private Limited, Reliable Carriers Private Ltd. and Noor-Us-Sabah Housing Projects Private Ltd.
- (ii) The Another Gentleman **Mr. Abdul Tahir** is a young and dynamic MBA belonging to the marketing segment equipped with over 10 years proven experience in the areas of strategic business & marketing planning, development, sales forecasting, management of customer base, and bears the responsibility of monitoring the overall turnover, related and incidental activities of Reliable Group of Companies engaged in divers business activities including hospitality, print media, mfg and marketing of milk and dairy products and is presently busy in developing multi-product special economic zone in Madhya Pradesh and is responsible of organizing, managing, controlling and motivating a team of technical and finance professionals of the said group of Companies. He holds 50000 equity shares in the company. He holds the Chair of Remuneration Committee as also the membership of Audit Committee of the Company. He holds Directorship of six private limited companies, of which five belong to the said group namely, Mandideep Engg. & Packg. Inds. Pvt Ltd., Elegance Infratech Pvt. Limited, Rehbar Holdings and Finance Private Limited, Reliable Multimedia and Enterprises Pvt. Ltd. And Noor-us -Sabah Housing Projects Pvt Ltd, besides having interest as Promoter and Director of a family owned Goldrich Trading Company Private Limited.
- (iii) The Third gentleman, **Mr. Ranjay K. Dawar**, belongs to the Law discipline and has to his credit an experience and expertise for a period exceeding 10 years in the areas of logistic solutions, managing, running tour, and travel and transportation business profitably. He holds the Chairmanship of TAAI of Madhya Pradesh and Chhattisgarh since last 2 years with enough exposure in hospitality segment of business. He is one of the members of Audit and Remuneration Committees of the Company. He does neither hold any financial stake in the company nor any other pecuniary relationship with the Company except that one of the companies under his directorship and management does have business dealing with the Reliable Ventures India Ltd in the ordinary course of business and at prevalent market rates.

In term of requirements of Section 257 of the Companies Act, 1956, your Directors recommend

1. the appointment of the said three gentlemen as Directors liable to retire by rotation and
2. adoption of resolutions contained under item no. , 7, 8 and 9 of the accompanying notice- with or without modifications, as ordinary resolutions

None of the Directors, except the proposed appointees, is interested or concerned in the resolutions contained under item no. 7 to 9 of the accompanying notice...

**By order of the Board
For Reliable Ventures India Ltd**



**S. SHANKAR NARAYANAN
DIRECTOR**

**Bhopal:
Dated : August, 25, 2011**