

Indian Council on Global Relations
Registered Office: Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai - 400018
Telephone No. (022) 24905625
CIN: U93090MH2010NPL201145

NOTICE

Notice is hereby given that the **11th Annual General Meeting** of the Members of **Indian Council on Global Relations** will be held on Tuesday, 28th September, 2021 at 11:00 a.m. at 3rd Floor, Cecil Court, Colaba - 400 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 including the Audited Balance Sheet as at 31st March, 2021, the Statement of Income and Expenditure Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bahram Vakil (DIN: 00283980), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Blaise Fernandes (DIN: 00257160), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Mr. Rajeev Dubey (DIN: 00104817) 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 in accordance with the provisions of section 152 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Rajeev Dubey (DIN: 00104817) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 7th October, 2020 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. Appointment of Mr. Satish Kamat (DIN: 01536698) 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 in accordance with the provisions of section 152 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Satish Kamat (DIN: 01536698) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st December, 2020 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

For and on behalf of the Board

Rajeev Dubey
Director

Registered Office: -
Mahindra Towers, Dr. G M Bhosle Marg,
P. K. Kurne Chowk, Worli, Mumbai 400018
CIN: U93090MH2010NPL201145
Email: baria.feroze@mahindra.com
Ph: 022-24905625

Date: 30th August, 2021
Place: Mumbai

Notes:

- (A) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
- (B) The Notice of the AGM along with the Annual Report 2020-21 is uploaded and available electronically on the Company's website at: www.gatewayhouse.in
- (C) Details of Directors seeking appointment / reappointment at the 11th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 are given as an Annexure to the Notice.
- (D) Explanatory Statement as required under section 102 of the Companies Act 2013 is annexed hereto and forms part of the Notice.
- (C) The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- (D) Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
- (E) Route map for venue of the meeting is enclosed.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

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Details of Director seeking re-appointment at the 11th Annual General Meeting in pursuance of provisions of the Companies Act, 2013.

ITEM NO. 2 & 3

Mr. Bahram Vakil (DIN: 00283980) and Mr. Blaise Fernandes (DIN: 00257160), Directors of the Company are liable to retire by rotation and being eligible, have offered themselves for re-appointment.

The following additional information as required under Secretarial Standard 2 is provided below in respect of Mr. Bahram Vakil and Mr. Blaise Fernandes:

Name	Mr. Bahram Vakil	Mr. Blaise Fernandes
Age	63 years	55 Years
Qualifications	Bachelor of Law from Mumbai University and LLM from Columbia University, New York, USA Advocate, Bar Council of Maharashtra & Goa, Solicitor, India and Member of New York State Bar Association	PGDP in Mass Communication & Media Studies, Marketing
Experience	Bahram N. Vakil, Co-Founder of AZB & Partners is amongst India's foremost restructuring, bankruptcy, infrastructure and project finance attorneys. Considered by leading publications, the most reputed restructuring lawyer in the country,	Blaise Fernandes is the President and CEO of IMI (Indian Music Industry), the apex body that represents the recorded music industry in India. He has headed Warner Bros., as CEO – for 20 years, and has over 33 years of experience in the entertainment industry.

<p>Chambers Global states that, “Bahram Vakil is an instantly recognizable figure who is commended for his being able to ‘get into the details’ of more complex matters. Bahram’s strength lies in his ability to bring the commercial point of view to the table.”</p> <p>As part of his restructuring and bankruptcy experience, Bahram has advised several distressed funds, insolvency professionals, domestic and international banks, including the large stressed accounts referred to insolvency resolution by the RBI.</p> <p>He has served on various high-level government committees on financial reform, foreign direct investment and securities market reform. Amongst these, Bahram was appointed as a key member of the Dr. T K Viswanathan Committee on Bankruptcy Law Reforms, constituted by the Ministry of Finance, Government of India, to draft the Insolvency and Bankruptcy Code, 2016 (“IBC”). Bahram is also a member of the Insolvency Law Amendment Committee, constituted by the Ministry of Corporate Affairs to</p>	<p>Formerly CEO, he currently serves as a Director on the board of Gateway House, a foreign policy think-tank. Blaise also sits on various committees at trade bodies like CII and FICCI.</p>
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recommend amendments to the IBC. He is also the first Indian lawyer to be invited to serve as a member of the International Insolvency Institute (III).

Additionally, Bahram has served on the following committees: (i) Member of the Task Force on the Development of Secondary Market for Corporate Loans set up by the RBI; (ii) the Financial Sector Legislative Reforms Committee - SEBI Advisory Group and (iii) the U.K. Sinha Committee - Working Group on Foreign Investment in India.

Bahram has been recognized for his expertise by an array of international publications. The 2017 RSG India Report recommended Bahram for Infrastructure, Banking, Finance and Project Finance. He has been ranked an 'Eminent Practitioner' (2018 & 2019) and Band 1 (2011 - 2017) for Banking & Finance by Chambers Global; an 'Eminent Practitioner' (2018 & 2019) and Band 1 (2012 - 2017) for Banking & Finance; and recognised for Corporate/M&A (2012 - 2015) by Chambers Asia-Pacific.

Terms & conditions of appointment / re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Non-Executive Director, liable to retire by rotation. Remuneration: N.A.	Non-Executive Director, liable to retire by rotation. Remuneration: N.A.
Date of first appointment on the Board	25/08/2010	08/12/2016
Shareholding in the company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Nil	Nil
The number of Meetings of the Board attended during the year	3 (Out of 4 Board meetings)	4 (Out of 4 Board meetings)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Other Directorships:</u> 1. Peninsula Trustee Limited 2. Axis Capital Limited 3. Voltas Limited 4. Trent Limited 5. Sashakt India Asset Management Limited 6. Bodhi Global Services Private Limited 7. Grameen Capital India Private Limited 8. GE-Hitachi Nuclear Energy India Private Limited 9. Inarco Private Limited 10. Eversource Capital Private Limited 11. Kaleidofin Private Limited 12. Centre for Advancement of Philanthropy 13. Cashpor Micro Credit	<u>Other Directorships:</u> NIL <u>Membership/ Chairmanship of Committees of other Boards:</u> NIL

	<p>14. Cashpor Financial and Technical Services Private Limited</p> <p>15. World Monuments Fund India Association</p> <p>16. Aayushya Foundation</p> <p><u>Membership/ Chairmanship of Committees of other Boards:</u></p> <p>1. Grameen Capital India Private Limited- Member of Audit Committee</p> <p>2. Trent Limited- Member of Audit, NRC and Risk Management Committee</p> <p>3. Axis Capital Limited- Member of Audit, NRC and CSR Committee</p> <p>4. Voltas Limited- Member of Shareholder Relationship and CSR Committee; and Chairman of NRC Committee</p>	
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For and on behalf of the Board

Rajeev Dubey
Director

Registered Office: -
Mahindra Towers, Dr. G M Bhosle Marg,
P. K. Kurne Chowk, Worli, Mumbai 400018
CIN: U93090MH2010NPL201145
Email: baria.feroze@mahindra.com
Ph: -22-24905625
Date: 30th August, 2021
Place: Mumbai

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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ITEM NO. 4 & 5

Mr. Rajeev Dubey (DIN: 00104817) and Mr. Satish Kamat (DIN: 01536698) were appointed as Additional Directors of the Company under Section 161 of the Companies Act, 2013 by the Board of Directors effective from 7th October, 2020 and 1st December, 2020 respectively, and thus holds office till the conclusion of the forthcoming Annual General Meeting of the Company.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013 from a Member signifying intention to propose Mr. Rajeev Dubey and Mr. Satish Kamat as candidates for the office of Directorship of the Company, liable to retire by rotation, at the forthcoming Annual General Meeting.

Mr. Rajeev Dubey and Mr. Satish Kamat have given their consent to act as Directors of the Company and have given requisite declarations pursuant to Section 164 of the Companies Act, 2013 that they are not disqualified to be appointed as Directors of the Company.

The following additional information as required under Secretarial Standard 2 is provided below in respect of Mr. Rajeev Dubey and Mr. Satish Kamat :-

Name	Mr. Rajeev Dubey	Mr. Satish Kamat
Age	67 Years	64
Qualifications	MBA from Yale School of Management, Yale University USA.	B.Com, CA
Experience	Rajeev Dubey currently serves as the Chairman of Mahindra Insurance Brokers Ltd, Mahindra Steel Service Centre Ltd and	Satish Kamat is a Chartered Accountant with over thirty-eight years of corporate experience in finance and general

Mahindra First Choice Wheels Ltd, and is a Director on the Board of Fifth Gear Ventures Ltd.

He was earlier the Group President (HR & Corporate Services) & CEO (After-Market Sector), Member of the Group Executive Board, Mahindra & Mahindra Ltd when he retired from his executive role in the Mahindra Group on reaching the age of superannuation on 1st April, 2020. He was then appointed Principal Advisor to the Group for a year.

Rajeev has had a distinguished academic background. He studied Economics at St. Stephens College, Delhi University, where he was ranked first in the University, and at the Delhi School of Economics, where he received a National Scholarship. He went on to do his MBA from the Yale School of Management, USA as a J N Tata scholar, and was selected as a Distinguished Alumnus of the School. He is a Professional Certified Coach of the International Coaching Federation (ICF) and holds a certificate in "Group Dynamics at the Board Level" from the Tavistock Institute, London.

management functions. His significant employments have been with Glaxo India as its Corporate Treasurer, with Cargill Inc. as a member of its founding and leadership team in India as a Director of Cargill India. He has held senior positions in various businesses of Mahindra Group. He is an independent Director on the board of LIC Mutual Fund Asset Management Limited. He has been associated with Indian Council on Global Relations - Gateway House, from its inception and is a member of its Executive Board. He is currently associated with various non-for-profits institutions.

He joined Mahindra & Mahindra Ltd. in January, 2004 as an Executive Vice President and Member of the Group Management Board, after a career spanning 29 years in the Tata Group, which he joined in 1975 as a member of the TAS, the central managerial cadre of the Tata Group. He spent 21 years with Tata Steel, and the next 7 years as CEO first of Tata Metaliks and then of Rallis India.

In the past 17 years that he has been associated with the Mahindra Group, his key focus areas were Human Capital initiatives of the Group, the After-Market businesses whose CEO's reported to him, Group Communications, Government Relations, CSR and Infrastructure. He served on the Boards of several Group companies including Mahindra Retail and Ssangyong Motors Korea. He was Chairman of the Group CSR Council and the Corporate Governance Cell, Member of the Governing Council of the Mahindra Institute of Quality and of the Advisory Board of Bristlecone USA.

Rajeev is a Member of the Governing Body of the International Labour Organization

(ILO), Geneva and serves on the Board of the International Organization of Employers (IOE), Geneva, where he is also the Chairperson of the Future of Work Policy Group. He is a Member of the National Executive Council of FICCI (Federation of the Indian Chambers of Commerce and Industry), was a Member of the Steering Committee and Chairman of its HR Committee. He also serves as a Core Member of the Council of Global Advisors of the Yale School of Management, USA and is a Past President of the National Human Resource Development Network (NHRDN) and the Employers' Federation of India (EFI).

Since 2008, Rajeev has been an active board member of Magic Bus India, one of India's largest NGO's which currently works on creating skills, competencies and livelihoods for more than 400,000 under-privileged children across the country.

On a personal note, Rajeev was intensely involved in theatre, having acted in TV / Radio plays and semi-professional theatre in Delhi and Kolkata. He was Secretary of the Dramatic Society, St. Stephen's College

	and a founder-member of Theatre Action Group (TAG), one of the erstwhile leading theatre companies in Delhi. He is deeply interested in human potential development, and the socio-cultural & economic evolution of societies. Rajeev practices yoga and reiki regularly, and his interests include past-life experiences and fire-walking. He is an avid lover of books & nature, especially the mountains.	
Terms & conditions of appointment / re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointed as a Non-Executive and Non-Independent Director on the Board of Directors of the Company w.e.f. 7 th October, 2020. He is liable to retire by rotation as per the provisions of the Companies Act, 2013. Remuneration: N.A.	Appointed as a Non-Executive and Non-Independent Director on the Board of Directors of the Company w.e.f. 1 st December, 2020. He is liable to retire by rotation as per the provisions of the Companies Act, 2013. Remuneration: N.A.
Date of first appointment on the Board	23/05/2016	19/04/2010
Shareholding in the company	0	0
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Nil	Nil
The number of Meetings of the Board attended during the year	3 (Out of 4 Board meetings)	4 (Out of 4 Board meetings)

Other Directorships, Membership/ Chairmanship of Committees of other Boards	<u>Other Directorships:</u> 1. Mahindra Insurance Brokers Ltd. 2. Mahindra Steel Service Centre Ltd. 3. Mahindra Intertrade Ltd. 4. Mahindra First Choice Wheels Ltd. 5. Fifth Gear Ventures Ltd. 6. Magic Bus India Foundation <u>Membership/ Chairmanship of Committees of other Boards:</u> 1. Mahindra Steel Service Centre Ltd.- Chairman of Audit and CSR; and Member of NRC Committee 2. Mahindra Intertrade Ltd- Chairman of NRC & Member of Audit Committee 3. Mahindra Insurance Brokers Ltd.- Member of NRC and Chairman of CSR Committee	<u>Other Directorships:</u> 1. LIC Mutual Fund Asset Management Limited <u>Membership/ Chairmanship of Committees of other Boards:</u> NIL
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Mr. Rajeev Dubey was Director of the Company since 23rd May, 2016 and had tendered his resignation as Director of the Company effective 24th August, 2020 due to pre-occupation. Upon several request from the rest of Board members, he considered the proposal to rejoin and consented to be appointed again as Director and subsequently, the Board approved his appointment as Additional Director by way of circular resolution effective 7th October, 2020.

Mr. Satish Kamat was appointed as a Whole-time Director w.e.f. 1st December, 2017 up to 30th November, 2020. He expressed his unwillingness to be re-appointed as Whole-time Director and consented to continue his Directorship as Non-Executive Director of the Company. The Board at its meeting held on 24th August, 2020 noted the cessation of his term as Whole-time Director at the close of business hours of 30th November, 2020 and approved his redesignation/appointment as Additional Director (Non-Executive) of the Company effective from 1st December, 2020.

The Board is of the view that the knowledge and experience of Mr. Rajeev Dubey and Mr. Satish Kamat will be of significant value to the Board and therefore, commends their appointment as Director of the Company to the members as an Ordinary Resolution.

Mr. Rajeev Dubey and Mr. Satish Kamat and their relatives are interested in the respective resolutions as it pertains to their appointment as Director of the Company.

None of the other Directors of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

For and on behalf of the Board

Rajeev Dubey
Director

Registered Office: -
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CIN: U93090MH2010NPL201145

ATTENDANCE SHEET

I.....of.....,
being a member(s) of Indian Council on Global Relations hereby register my presence at
the 11th Annual General Meeting of the Company being held on Tuesday, 28th September,
2021 at 11:00 a.m. at 3rd Floor, Cecil Court, Colaba- 400 001.

Signature (s) -----

Date: -----

Road Map:



Cecil Court, 3rd Floor Mahakavi Bhushan Marg, Next to Regal Cinema, Colaba, Mumbai 400 001.
Tel No. 22023371 / 22023459 • CIN : U93090MH2010NPL201145 • Website : www.gatewayhouse.in.
Regd. Off.: Mahindra Towers, G. M. Bhosale Marg, Worli, Mumbai 400 018