



HAL OFFSHORE LIMITED

4B, 32 Corporate Avenue, Near Paper Box Industries, Off Mahakali Caves Road, Andheri (E).
Mumbai 400093 Tel : +91 22 4236 9200 Fax : +91 22 6675 0390/4236 9235 Email: info@haloffshore.com

Date: 1st September, 2015

Dear Members/Directors/Auditor,

You are cordially invited to attend the Annual General Meeting (the "AGM") of the Members of the Company "M/s HAL Offshore Limited" (the Company) to be held on 25th day of September, 2015 at 12.00 P.M. at 1010, 10th Floor, Vijaya Building, Barakhamba Road, New Delhi-110 001.

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

By Order of Board

Sheetal Bansal

Company Secretary

A-38208

Encl. Notice of AGM

Proxy Form

Attendance Slip

Route Map

CIN : U24298DL1996PLC083879

Corporate Office : 1010, 10th Floor, Vijaya Building, 17, Barakhambha Road, New Delhi - 110 001

Tel.: 011-43585000 Fax: 011-43585015

Registered Office: Superior House, 25 Bazar Lane, Bengali Market, New Delhi-110 001. Tel.: 23731230 / 33

Visit us at www.haloffshore.in



HAL OFFSHORE LIMITED

4B, 32 Corporate Avenue, Near Paper Box Industries, Off Mahakali Caves Road, Andheri (E).
Mumbai 400093 Tel : +91 22 4236 9200 Fax : +91 22 6675 0390/4236 9235 Email.:info@haloffshore.com

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of M/s. HAL OFFSHORE LIMITED will be held on 25th day of September, 2015 at 1010, 10th Floor, Vijaya Building, Barakhamba Road, New Delhi – 110 001 12:00 P.M to transact the following business.

ORDINARY BUSINESS.

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015, the Consolidated Financial Statements for the financial year and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Prince Goyal (DIN: 00954215), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and, in this connection, to consider and if deemed fit, to pass with or without modifications, 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. Kamal & Company, Chartered Accountants (FRN 001033N), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company."

SPECIAL BUSINESS

4. Appointment of Mr. Shiam Sunder Singhal as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shiam Sunder Singhal (DIN:00280906), who was appointed as an Additional Independent Director on 21st March, 2015 pursuant to the provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has

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received a notice in writing under section 160 of the Companies Act, 2013 from one of the Members proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office is not liable to retire by rotation for a term of five years with effect from 21st March, 2015 to 20th March, 2020.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign, execute and file and/or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives to give effect to this Resolution."

5. Appointment of Ms. Divya Mehrotra as Woman Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Divya Mehrotra (DIN:00006494), who was appointed as a Additional Independent Director on 21st March, 2015 pursuant to the provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from one of the Members proposing her candidature for the office of Director, be and is hereby appointed as an Woman Independent Director of the Company, whose office is not liable to retire by rotation for a term of five years with effect from 21st March, 2015 to 20th March, 2020.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign, execute and file and/or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives to give effect to this Resolution."

6. Appointment of Mr. Vineet Saran Agrawal, as Whole-Time Director of the Company

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

"RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary 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 subject to approval of Central Government, wherever required, Mr. Vineet Saran Agrawal (DIN: 06993827) who has been appointed as Additional Director on 30th October, 2014, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and recommended to be appointed as Whole-Time Director at the Board Meeting held on 14th January, 2015 pursuant to Section 196,

197 and 203 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from one of the Members proposing his candidature for the office of Whole-Time Director, be and is hereby appointed as Whole-Time Director of the Company whose office is not liable to retire by rotation as per the applicable provision of Companies Act, 2013 for a period of Five years from 14.01.2015 to 13.01.2020 on the following terms and conditions:

- (a) Salary & other allowances: Rs 1.75,000 per month, he shall be entitled for reimbursement of all actual expenses for the business of the Company.
- (b) He shall be entitled to sitting fees for Rs. 5000/- for attending the Board Meeting of the Company.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign, execute and file and/or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives to give effect to this Resolution."

7. Appointment of Mr. Naveen Mohta, as Whole-Time Director of the Company

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

"RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary 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 subject to approval of Central Government wherever required, Mr. Naveen Mohta (DIN:07027180) who has been appointed as an Additional Director on 30th October, 2014, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and recommended to be appointed as Whole-Time Director at the Board Meeting held on 14th January, 2015 pursuant to Section 196, 197 and 203 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from one of the Members proposing his candidature for the office of Whole-Time Director, be and is hereby appointed as Whole-Time Director of the Company whose office is not liable to retire by rotation as per the applicable provision of Companies Act, 2013 for a period of Five years from 14.01.2015 to 13.01.2020 on the following terms and conditions:

- (a) Salary & other allowances: Rs 2, 30,000 per month, he shall be entitled for reimbursement of all actual expenses for the business of the Company.
- (b) He shall be entitled to sitting fees for Rs. 5000/- for attending the Board Meeting of the Company.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign, execute and file and/or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives to give effect to this Resolution."

8. Appointment of Mr. Kamal Narayan Rathie as Whole -Time Director of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary 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 subject to approval of Central Government wherever required, Mr. Kamal Narayan Rathie (DIN: 06994787), who has been appointed as an Additional Director of the Company on 30th October 2014 and recommended to be appointed as Whole-Time Director at the Board Meeting held on 24th June, 2015 pursuant to Section 196, 197 and 203 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from one of the Members proposing his candidature for the office of Director, be and is hereby appointed as Whole Time Director of the Company and designated as Key Managerial Personnel (KMP) of the Company whose office is not liable to retire by rotation as per the applicable provision of Companies Act, 2013 for the term of five years with from 24.06.2015 to 23.06.2020 on the following terms and conditions:

- (a) Salary & other allowances: Rs 3, 00,000 per month, he shall be entitled for reimbursement of all actual expenses for the business of the Company.
- (b) He shall be entitled to sitting fees for Rs. 5000/- for attending the Board Meeting of the Company.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorized to do all such acts, deeds and things, and to sign, execute and file and/or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives to give effect to this Resolution."

HAL Offshore Limited
25, Bazar Lane, Bengali Market
New Delhi-110001


Sheetal Bansal
Company Secretary
ACS: 38208

Date: 1st September, 2015

NOTES.

- A. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- B. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED AT THE END OF THE ANNUAL REPORT.
- C. The Annual Report for the year ended 31st March, 2015 containing inter-alia, the Directors' Report, Auditors' Report and the Audited Financial Statements are enclosed.
- D. Members/Proxies attending the meeting are requested to bring their copy of AGM Notice to the Meeting and attendance slip duly signed so as to avoid inconvenience.
- E. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- F. Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least Seven Days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- G. Address Change intimation: Members are requested to intimate change in their address, if any, immediately to the company.
- H. The Registers of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, the register of contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013 will remain available for inspection at Annual General Meeting.
- I. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter of the venue.

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New Delhi-110001


Sheetal Bansal
Company Secretary

ACS. 38208

Date: 1st September, 2015

EXPLANATORY STATEMENT

Item No. 4.

As per the provision of Section 149 of the Companies Act, 2013 which has come into force w.e.f. 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation.

Keeping in view the above legal requirements, the Board of Directors have proposed Mr. **Shiam Sunder Singhal** (DIN: 00280906), be appointed as Independent Director of the Company for a period of 5 years. He has been appointed as an Additional Independent Director of the Company with effect from 21st March, 2015.

Mr. Shiam Sunder Singhal has given declaration to the Board that he meets with the Criteria of Independence as provided under Section 149(6) of the Act, is eligible for appointment as an Independent Director. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, Member of the Company signifying his candidature as an Independent Director of the Company. A copy of draft letter of appointment for Independent Director, setting out terms and conditions for appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.haloffshore.in/about-us/board-of-directors

None of the Directors, Key Managerial Personnel and their relatives except Mr. Shiam Sunder Singhal, are interested or concerned in the proposed Resolution except the appointed Director.

The Board of Directors accordingly, recommends the Ordinary Resolution(s) as set out in item no. 4 of the accompanying notice for approval of Members.

Item No. 5.

The Board of Directors of the Company have proposed Ms. **Divya Mehrotra** (DIN: 00006494) be appointed as Independent Director of the Company for a period of 5 years. She has been appointed as an Additional Independent Director of the Company with effect from 21st March, 2015, also fulfilling the requirement of Woman Director of the Company in accordance with the Section 149 of the Companies Act, 2013.

The Company has received a declaration of Independence from Ms. Divya Mehrotra that she meets with the Criteria of Independence as provided under section 149 (6) of the Act, is eligible for appointment as Independent Director of the Company. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, Member of the Company signifying his candidature as an Independent Director of the Company. A copy of draft letter of appointment for Independent Director, setting out terms and conditions for appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.haloffshore.in/about-us/board-of-directors

None of the Directors or Key Managerial Personnel and their relative, except Ms. Divya Mehrotra, are concerned or interested (financially or otherwise) in this resolution.

The Board of Directors accordingly, recommends the ordinary resolution(s) as set out at item no. 5 for the approval of Members.

Item No. 6:

Mr. Vineet Saran Agrawal (DIN: 06993827), has as an Additional Director of the Company stepped into the Board of the Company with effect from 30th October, 2014.

In accordance with the provisions of Section 196 read with Schedule V of the Companies Act, 2013, the appointment of Whole-Time Director and terms and conditions of such appointment and remuneration payable as approved by the Board of Directors shall be subject to approval by resolution passed at the General Meeting of the Company.

Mr. Vineet Saran Agrawal would hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Whole-Time Director of the Company. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, Member of the Company signifying his candidature as Whole-Time Director of the Company.

Mr. Vineet Saran Agrawal (DIN: 06993827), Whole Time Director of the Company is appointed for a term of 5 years from 14.01.2015 to 13.01.2020. The material provisions of the agreement to be entered into with Mr. Vineet Saran Agrawal are as under:-

A. Salary :- Minimum Rs. 1,75,000/- per month

As required by the Companies Act, 2013, approval of the members is being sought, for the appointment and remuneration of Mr. Vineet Saran Agrawal as Whole Time Director.

Mr. Vineet Saran Agrawal does not hold any shares in the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Vineet Saran Agrawal himself are concerned or interested (financially or otherwise) in this resolution.

The Board of Directors accordingly, recommends the ordinary resolution(s) as set out at item no. 4 for the approval of Members.

Item No. 7:

Mr. Naveen Mohta (DIN: 07027180) has as an Additional Director of the Company stepped into the Board of the Company with effect from 30th October, 2014.

In accordance with the provisions of Section 196 read with Schedule V of the Companies Act, 2013, the appointment of Whole-Time Director and terms and conditions of such appointment and remuneration payable as approved by the Board of Directors shall be subject to approval by resolution passed at the General Meeting of the Company.

Mr. Naveen Mohta would hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Whole-Time Director of the Company. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, Member of the Company signifying his candidature as Whole-Time Director of the Company.

Mr. Naveen Mohta (DIN: 07027180), Whole Time Director of the Company is reappointed for a term of 5 years from 14.01.2015 to 13.01.2020. The material provisions of the agreement to be entered into with Mr. Naveen Mohta are as under:-

- A. Salary :- Minimum Rs. 2,30,000/- per month

Mr. Naveen Mohta does not hold any shares in the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Vineet Saran Agrawal himself are concerned or interested (financially or otherwise) in this resolution.

The Board of Directors accordingly, recommends the ordinary resolution(s) as set out at item no. 4 for the approval of Members.

Item No. 8

Mr. Kamal Narayan Rathi (DIN: 06994787), has as an Additional Director of the Company stepped into the Board of the Company with effect from 30th October, 2014.

In accordance with the provisions of Section 196 read with Schedule V of the Companies Act, 2013, the appointment of Whole-Time Director and terms and conditions of such appointment and remuneration payable as approved by the Board of Directors shall be subject to approval by resolution passed at the General Meeting of the Company.

Mr. Kamal Narayan Rathi (DIN: 06994787), would hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Whole-Time Director of the Company. The Company has received notice under section 160 of the Companies Act, 2013 from Mr. Sanjeev Agrawal, Member of the Company signifying his candidature as Whole-Time Director of the Company.

Mr. Kamal Narayan Rathi (Whole Time Director of the Company is reappointed for a term of 5 years from 24.06.2015 to 23.06.2020. The material provisions of the agreement to be entered into with Mr. Kamal Narayan Rathi are as under:-

- A. Salary :- Minimum Rs. 3,00,000/- per month

None of the Directors or Key Managerial Personnel and their relative, except Mr. Kamal Narayan Rathi are concerned or interested (financially or otherwise) in this resolution.

The Board of Directors accordingly, recommends the ordinary resolution(s) as set out at item no. 8 for the approval of Members.

HAL Offshore Limited

25, Bazar Lane, Bengali Market

New Delhi-110001


Sheetal Bansal
Company Secretary

ACS: 38208

Date: 1st September, 2015

PROFILE OF DIRECTORS/KMP'S SEEKING APPOINTMENT/REAPPOINTMENT/RESIGNED DURING THE YEAR

MR. VINEET SARAN AGRAWAL (DIN: 06993827) Mr. Vineet Saran Agrawal, 41' completed B. Tech in Chemical Engineering from MNIT Jaipur in 1996 in Honours. Total work experience of 19 years, out of which 4 years is in chemical manufacturing plants and 15 years in Oil and Gas EPC industry.

Directorship in any other Company

Aarey Organic Industries Private Limited

MR. NAVEEN MOHTA (DIN: 07027180) Mr. Naveen Mohta, 42' is the Chartered Accountant since '98 and Cost and Works Accountant since '97. He has over 17 years of work experience which includes 15 years with company. Before joining HAL, He was working with India Gypsum Limited, a joint venture between C K Birla group and BPB Plc UK, a world leader in plasterboards, from August 1998 till May 30th 2000. Interacted with various government bodies such as SIPCOT, TNGST department, Excise, Pollution control boards etc for getting various approvals and registrations for the greenfield project in Chennai, besides looking after the accounts and finance function. Joined HAL on June 1st 2000 as Manager (Commercial) and since then has been involved in all the activities of company including ship chartering, buying new ship day-to-day management of ships, business development, bidding for tenders involving marine spread besides looking after finance and account function at operations office in Mumbai.

Directorship in any other Company: NIL

MR. SHIAM SUNDER SINGHAL (DIN: 00280906) Mr. Shiam Sunder Singhal, 79' has done B.com, LLB, MBA (Gold Medalist) all from Delhi University. He has 57 years of experience, 9 years with Government Bodies, 48 years with Usha International Limited.

Directorship in other Companies as on 31st March, 2015.

SFS Infinite Limited

Singhman Cine Ad Private Limited

Singhal Printers & Packers Private Limited

Global Juris Limited

RPL Capital Finance Limited

Membership(s)/Chairmanship(s) of the Committees of other Companies.

RPL Capital Finance Limited.- Audit Committee - Chairman

Nomination & Remuneration Committee- Chairman

MS. DIVYA MEHROTRA (DIN: 00006494) Ms. Divya Mehrotra, 42' has done B. Com from Delhi University. She did graduation in Hospital Management from Apollo Hospital, Hyderabad. She had an exposure of working as Executive- Merchant Banking and customer relation Dept. in a NBFC. She is the General Manager in CA Firm Mehrotra & Mehrotra and also working as a volunteer in Satya Sai Baba Organization.

Directorship in other Companies

1. Relikan corporate advisors private limited
2. Pragatimoulders ltd
3. Linopensione private limited
4. Vinu promoters private limited
5. Maxim infracon private limited
6. Superior Industrial Enterprises Limited
7. Moon Beverages Limited

Chairmanship/Membership in other Committees

Superior Industrial Enterprises Limited.

Audit Committee- Member

Nomination and Remuneration Committee- Member

Stakeholder Relationship Committee - Member

MR. KAMAL NARAYAN RATHI (DIN: 06994787) A brief profile of the Mr. Kamal Narayan Rathi to be appointed as Whole Time Director is given below.

Qualifications: 1. B.E. (Mechanical). Passed with 1st Class in 1973 from The University of Jodhpur. 2. M.O.T Class 1 Marine Chief Engineer, issued by Directorate General of Shipping, Govt. of India in 1983.

Experience. Mr. Kamal Narain Rathi have a total of 42 years of professional experience, comprising shore industrials, sea sailing career on Tankers, general Cargo and Container ships with SCI and foreign companies. Teaching on Merchant Navy Training Ship T S Rajendra, entrepreneurship and all aspects of Shipmanagement. Served as Superintendent, GM, Country Manager and Owner's Rep for Hongkong, USA and Singapore based shipping companies. Mr. Rathi has been appointed as an Additional Director w.e.f. 27th February, 2015 in M/s Arrey Organic Industries Pvt. Ltd.

MR. VIJAY KUMAR GUPTA (DIN:00022885) Mr. Vijay Kumar Gupta, 67' is a Chartered Accountant and have experience of more than 40 years in Direct Taxes and Company Law. Mr. Vijay Kumar Gupta is the Chairperson of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

Directorship in other Companies as on 31st March, 2015

1. MMB Sales India Private Limited
2. Synapse Communications Private Limited
3. OneGlobe Travels India Private Limited
4. Superior Investment (India) Limited
5. Modi Edutech Private Limited
6. MGlobe International Private Limited
7. Vinura Beverages Private Limited
8. Superior Industrial Enterprises Limited
9. UNIGLOBE Mod Travels Private Limited

Mr. Vijay Kumar Gupta is the holding Membership/ Chairmanship of the Committees of the following Companies:

Superior Industrial Enterprises Limited

Audit Committee- Chairman

Nomination and Remuneration Committee- Chairman

Stakeholder Relationship Committee- Chairman

Risk Management Committee- Chairman

Directors' Interest

The extent of shares held by them in the Company as given in the table below:

Name of the Director	No. of Shares	%
Mr. Vijay Kumar Gupta	NIL	NIL
Mr. Kamal Narayan Rath	NIL	NIL
Mr. Naveen Mohta	NIL	NIL
Mr. Vineet Saran Agrawal	NIL	NIL
Ms. Divya Mehrotra	NIL	NIL
Mr. Shiam Sunder Singhal	NIL	NIL
Mr. Prince Goyal	NIL	NIL

HAL Offshore Limited

25, Bazar Lane, Bengali Market

New Delhi-110001

Date: 1st September, 2015



Sheetal Bansal

Company Secretary

ACS: 38208

**HAL Offshore Ltd**

Regd. Address: 25, Bazar Lane, Bengali Market, New Delhi – 110 001 CIN: U24298DL1996PLC083879

Contact: 23731230/33 Email: info@haloffshore.com

Proxy form

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name of the Member(s)		
Registered Address :		
E-mail Id	Folio No.	DP ID

1.Name :	E-mail Id:
Address:	
Signature , or failing him	
2.Name :	E-mail Id:
Address:	
Signature , or failing him	
3.Name :	E-mail Id:
Address:	
Signature , or failing him	
1.Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the 25th day of September, 2015 at 12.00 p.m. at 1010, 10th Floor, Vijaya Building, Barakhamba Road, New Delhi- 110 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)
	ORDINARY BUSINESS
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 st March, 2015, the Consolidated Financial Statements for the financial year and the Reports of the Board of Directors and the Auditors thereon.
2.	Re-appointment of M/s. Kamal & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration
3.	Appointment of Mr. Prince Goyal as Director retire by rotation
	SPECIAL BUSINESS
4.	Appointment of Mr. Shiam Sunder Singhal as Independent Director of the Company
5.	Appointment of Ms. Divya Mehrotra as Woman Independent Director of the Company
6.	Appointment of Mr. Vineet Saran Agrawal, as Whole-Time Director of the Company
7.	Appointment of Mr. Naveen Mohta, as Whole-Time Director of the Company
8.	Appointment of Mr. Kamal Narayan Rathi, as Whole-Time Director of the Company

Signed this ____ day of _____ 20__

Signature of Shareholder**Signature of Proxy holder(s)**

Note: 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. 2) The proxy need not be a member of the company.

HAL Offshore Limited

(CIN: U24298DL1996PLC083879)

Registered Office: 25 Bazar Lane, Bengali Market, New Delhi- 110001

Website: www.haloffshore.com; Tel: 011-23731233, 23731230, Email: info@haloffshore.com

ATTENDANCE SLIP

I/ We hereby record my presence at the Annual General Meeting on Friday, September 25th, 2015 at 1010, 10th Floor, Vijaya Building, Barakhamba Road, New Delhi-110001

Name of the Shareholders or Proxy (In Block Letters)

No. of Shares held

Regd. Folio No./DPID-CLID

Signature of the Shareholder/Proxy

Note:

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.

