



MAPRO INDUSTRIES LIMITED

[CIN: L70101MH1973PLC020670]

Regd. Office: 505, Corporate Corner, 5th Floor, Sunder Nagar, Malad (W), Mumbai – 400 064

Tel No: 91-22-28725764; Email Id: info@maproindustries.com; [website: www.maproindustries.com](http://www.maproindustries.com)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at 505, Corporate Corner, Sunder Nagar, Malad, Mumbai - 400064 on Saturday, the 27th September, 2014 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Umesh Kumar Kanodia (DIN: 00577231), 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 M/s. Rajesh Mohan & Associates, Chartered Accountants (Registration No. 323131E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **Appointment of Mr. Santosh Lama as an Independent 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 pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Santosh Lama (holding DIN 03329375), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto March 31, 2019.

5. **Appointment of Mr. Shambhu Kumar Agarwal as an Independent 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 pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shambhu Kumar Agarwal (holding DIN 03557757), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto March 31, 2019.

6. **To sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of the undertaking of the Company**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors or any Committee of Directors as may be authorized by the Board in this regard (hereinafter referred to as “the Board”) to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company.

RESOLVED FURTHER THAT, in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

7. To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.*

"**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not at any time exceed Rs. 100 Crores over and above the paid up capital of the Company and its free reserves of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

8. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.

*To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:*

"**RESOLVED THAT** pursuant to provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the new set of Articles of Association, as placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution."

**By order of the Board of Directors
of, Mapro Industries Limited**

**Sd/-
Nidhi Rateria
(Company Secretary)
Membership No: A32803**

Place: Kolkata

Date: 13th August, 2014

Registered Office:

505, Corporate Corner, Sunder Nagar, Malad, Mumbai - 400064

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, 25th September, 2014 to Saturday, 27th September, 2014** (both days inclusive) for the purpose of Annual General Meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
6. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. The Notice of the AGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depository Participants.
9. Members may also note that the Notice of the 42nd Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.maproindustries.com for their download.
10. Members desiring any clarification on accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
11. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE848M01019.
12. Members / Proxies are requested to bring attendance-Slip along with their copy of Annual Report to the Meeting.
13. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Clause 35B of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the 42nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for Shareholders voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on 20-September-2014 at 9 am and ends on 22-September-2014 at 6 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 14-August, 2014, 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" tab.
- (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 demat account/folio number in the PAN Field.• In case the Folio 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 Folio 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 number of shares held by you as on the cut off date in the Dividend Bank details field.
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 Mapro Industries Limited.
- (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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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.
 - 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.

In case of members receiving the physical copy

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) 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.

- 14.** The Company has appointed Mr. Manoj Mimani, Practising Company Secretary, (Membership No. ACS. 17083) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- 15.** The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 14, 2014.
- 16.** A copy of this Notice has been placed on the website of the Company and the website of CDSL.
- 17.** The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness 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. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's/ CDSL's website within two (2) days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited.

**By order of the Board of Directors
of, Mapro Industries Limited**

**Sd/-
Nidhi Rateria
(Company Secretary)
Membership No: A32803**

Place: Kolkata
Date: 13th August, 2014
Registered Office:
505, Corporate Corner, Sunder Nagar, Malad, Mumbai – 400064

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

Item No.4

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Santosh Lama being eligible, is proposed to be appointed as an Independent Director for five consecutive years with effect Upto March 31, 2019.

In the opinion of the Board, Mr. Santosh Lama fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Santosh Lama as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Santosh Lama as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Santosh Lama, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No.5

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Shambhu Kumar Agarwal being eligible, is proposed to be appointed as an Independent Director for five consecutive years Upto March 31, 2019.

In the opinion of the Board, Mr. Shambhu Kumar Agarwal fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Shambhu Kumar Agarwal as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Shambhu Kumar Agarwal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Shambhu Kumar Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

ITEM No.6

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose). At the Extra ordinary General Meeting of the Company to be held on 6th September 2014, the consent of the shareholders has been sought to authorize the Board of Directors to borrow any sum or sums of money outstanding at any point of time, not exceeding the sum of ` Rs.50 crores [Rupees Fifty Crores Only]

The proposed borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013, which requires the approval of the shareholders by way of a special resolution.

The resolutions contained in item no. 6 of the accompanying Notice, accordingly, seek members' approval for disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (including a Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with creating charge on Company's properties.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at No.6.

ITEM No.7

The Company makes investments in and gives loans to as and when needed. The Company also provides corporate guarantees on behalf of other Companies to the banks/financial institutions for the financial assistance provided by them.

Taking into consideration, the requirements of additional loans to be given / investments to be made / guarantees to be provided by the Company to meet the financial requirements of its subsidiary companies, it is expected that the limit as specified under section 186 of the Act will not be adequate. The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the limits upto Rs. 100 Crores over and above the limits specified under section 186 of the Act.

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

The Directors recommend the Item No. 7 of the Notice for consent and approval by the shareholders.

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 7 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item No. 8

Your Directors considered that the existing Articles of Association of the Company do not cover latest amendments and it is proposed to amend the existing Article of Association by adopting a new set of Articles of Association in the place of the existing Articles of Association of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The Directors recommend the Item No. 8 of the Notice for consent and approval by the shareholders.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at No.8.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

LISTING REQUIREMENTS

Information on directors seeking appointment/re-appointment at the forthcoming 42nd Annual General Meeting (pursuant to clause 49 of the listing agreement) as on the date of notice

Name of the Director	Mr. Umesh Kumar Kanodia	Mr. Shambhu Kumar Agarwal	Mr. Santosh Lama
Date of Birth	November 18, 1956	December 20, 1985	September 28, 1982
Date of Appointment	20/02/2013	10/05/2013	10/05/2013
Qualifications	B.Com	Chartered Accountant	B.Com
Experience and expertise in specific functional area	31 years of experience in Construction & Developers and Cloth	4 Years of experience in Financial Activities	6 Years of experience in Infra Projects
Number of Shares in the Company	1,90,000 shares	Nil	Nil
Directorships held in other public limited companies in India	SALTEE SPACIO OWNERS' ASSOCIATION LIMITED	Nil	Nil
Membership/ Chairmanship of committees in public limited companies in India	Nil	Nil	Nil

**By order of the Board of Directors
of, Mapro Industries Limited**

**Sd/-
Nidhi Rateria
(Company Secretary)
Membership No: A32803**

Place: Kolkata

Date: 13th August, 2014

Registered Office:

505, Corporate Corner, Sunder Nagar, Malad, Mumbai – 400064

MAPRO INDUSTRIES LIMITED

CIN: L70101MH1973PLC020670

Registered Office: 505, Corporate Corner, 5th Floor, Sunder Nagar, Malad (W), Mumbai – 400 064

Tel No: 91-22-28725764; Email Id: info@maproindustries.com; [website: www.maproindustries.com](http://www.maproindustries.com)

ATTENDANCE SLIP

(Please fill the attendance slip and hand it over at the entrance of the meeting hall)

Regd. Folio No.** DP ID.....

No. of Shares held Client ID

Name(s) and address of the shareholder in full

I/we hereby record my/our presence at the 42nd Annual General meeting of the Company being held on Saturday, September 27, 2014 at the registered office of the Company at 505, Corporate Corner, 5th Floor, Sunder Nagar, Malad (W), Mumbai – 400 064

Please in: MEMBER /PROXY

Signature of Shareholder /Proxy

**Applicable for investor holding shares in physical form

TEAR HERE

MAPRO INDUSTRIES LIMITED

CIN: L70101MH1973PLC020670

Registered Office: 505 Corporate Corner, Sunder Nagar, Malad, Mumbai – 400064

Tel No: 91-22-28725764; Email Id: info@maproindustries.com; [website: www.maproindustries.com](http://www.maproindustries.com)

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder (s)

Registered Address.....

Email Id.....

Folio No. /Client Id..... DP ID.....

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

1. Name:E-mail Id:

Address:

.....Signature:.....

or failing him

1. Name:E-mail Id:

Address:

.....Signature:.....

or failing him

1. Name:E-mail Id:

Address:

.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General meeting of the members of the company, to be held on Saturday, 27th of September, 2014 at the registered office of the Company at 505, Corporate Corner, Sunder Nagar, Malad, Mumbai – 400064 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2014.
2. To appoint a Director in place of Shri Umesh Kumar Kanodia (DIN: 00577231), 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
4. To Appoint Mr. Santosh Lama as an Independent Director
5. To Appoint Mr. Shambhu Kumar Agarwal as an Independent Director.
6. To authorize Board to sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of the undertaking of the Company.
7. To authorize Board to grant loans or provide security or guarantee or make investment upto 100 Crores (Rupees one hundred crores) in excess of the limits specified under section 186 of the Act.
8. To alter the articles of association of the Company

Signed this..... day of..... 2014

Affix
Revenue
Stamp

Signature of shareholder Signature of Proxy holder(s).....

Note: 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.