



**MAPRO INDUSTRIES LIMITED**  
| CIN: L70101MH1973PLC020670 |

Regd. Office: 505, Corporate Corner, 5<sup>th</sup> Floor, Sunder Nagar, Malad (W), Mumbai – 400 064  
Tel No: 91-22-28725764; Email Id: [info@maproindustries.com](mailto:info@maproindustries.com); [website: www.maproindustries.com](http://www.maproindustries.com)

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### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 45th 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 (w), Mumbai - 400064 on Monday, the 25th September, 2017 at 11:30 a.m. to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Atul Kumar Sultania (DIN: 00632710), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To re-appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), M/s. Rajesh Mohan & Associates, Chartered Accountants (Registration No. 323131E), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a term of 5 (Five) years from the conclusion of this Annual General Meeting till the conclusion of the 50<sup>th</sup> Annual General Meeting (subject to ratification by members at every subsequent Annual General Meeting), at such remuneration as may be decided by the Board of Directors of the Company from time to time.”

**By order of the Board of Directors  
Of Mapro Industries Limited  
Sd/-  
Nidhi Rateria  
(Company Secretary)  
Membership No: A32803**

**Place:** Kolkata

**Date:** 25<sup>th</sup> August, 2017

**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 **Wednesday, 20<sup>th</sup> September, 2017 to Monday, 25<sup>th</sup> September, 2017** (both days inclusive) for the purpose of Annual General Meeting.
2. The Explanatory Statement pursuant to Section 102(1) 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 ANNUAL GENERAL 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, shall be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy does not have the right to speak at the meeting and can vote only on a poll.

5. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.
6. 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 11.00 am) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
7. Details of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Listing Agreements with the Stock Exchanges, are given in the Annexure to the Notice.
8. The Notice of the Annual General Meeting is sent to all the shareholders by courier, whose names appear in the Register of Members as on Friday, August 25, 2017.
9. Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.maproindustries.com](http://www.maproindustries.com) for their download.
10. 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.
11. Members / Proxies are requested to bring attendance-Slip along with their copy of Annual Report to the Meeting.
12. Any member desirous of getting any information on the accounts of the company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
13. Voting through electronic means:
  - (a) 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through voting Services provided by Central Depository Services (India) Limited (CDSL).
  - (b) The remote e-voting period commences at 9.00 a.m on Friday, 22<sup>nd</sup> September, 2017 and ends at 5.00 p.m on Sunday, 24<sup>th</sup> September, 2017. The remote e-voting module shall be disabled by CDSL for voting thereafter.**
  - (c) During the remote e-voting period, members of the company, holding shares either in physical form or dematerialized form, as on the cut off i.e Monday, 18<sup>th</sup> September, 2017, may cast their vote electronically.
  - (d) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
  - (e) Voting rights of the members shall be in proportion to their respective shareholding as on the cut-off date i.e Monday, 18<sup>th</sup> September, 2017.
  - (f) The facility for voting through polling paper shall be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through polling paper.
  - (g) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - (h) Any person who acquires shares of the company and becomes a member of the company after the dispatch of this Notice and holds shares as on the cut-off date i.e Monday, 18<sup>th</sup> September, 2017 should follow the instructions of E-voting as mentioned below for FIRST TIME USER. In case of any queries, the shareholder may also contact the Registrar and Transfer Agent viz. M/s. Purva Sharegistry (India) Private Limited.

- (i) The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (j) The procedure and instructions for the voting through electronic means is as follows:
- (i) The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) IF YOU ARE A FIRST TIME USER FOLLOW THE STEPS GIVEN BELOW:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	<b>For NSDL:</b> 8 Character DP ID followed by 8 Digits Client ID <b>For CDSL:</b> 16 digits beneficiary ID	Folio Number registered with the Company
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>	
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.	
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"> <li>Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>	

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **Mapro Industries Limited**.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(k) Note for Non-Individual Shareholders & Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
14. The Board of Directors has appointed Ms. Shalini Jain, Practising Company Secretary, (Membership No. ACS. 50348) to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of AGM, prepare a consolidated scrutinizer’s report for votes cast at the meeting and through remote e-voting and submit it to the chairman or any other person authorized by him.
15. The results so declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website viz **www.maproindustries.com** and on the website of CDSL. The results shall also be forwarded to Exchange where the shares of the company are listed.

**By order of the Board of Directors  
of, Mapro Industries Limited  
Sd/-  
Nidhi Rateria  
(Company Secretary)  
Membership No: A32803**

**Place:** Kolkata

**Date:** 25<sup>th</sup> August, 2017

**Registered Office:**

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

## LISTING REQUIREMENTS

### Details of the Directors Seeking Appointment / Re-Appointment in Forthcoming Annual General Meeting (In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Atul Kumar Sultania
DIN No	00632710
Date of Birth	January 26, 1974
Date of Appointment	28/02/2013/
Qualifications	SSE
Experience and expertise in specific functional area	10 years of experience in Construction & Real Estate
Relationship with Director	Not related to any Director
Number of Shares in the Company	1,90,000 shares
Directorships held in other public limited companies in India	Nil
Membership/Chairmanship of committees in public limited companies in India	Nil

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

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

**Place:** Kolkata

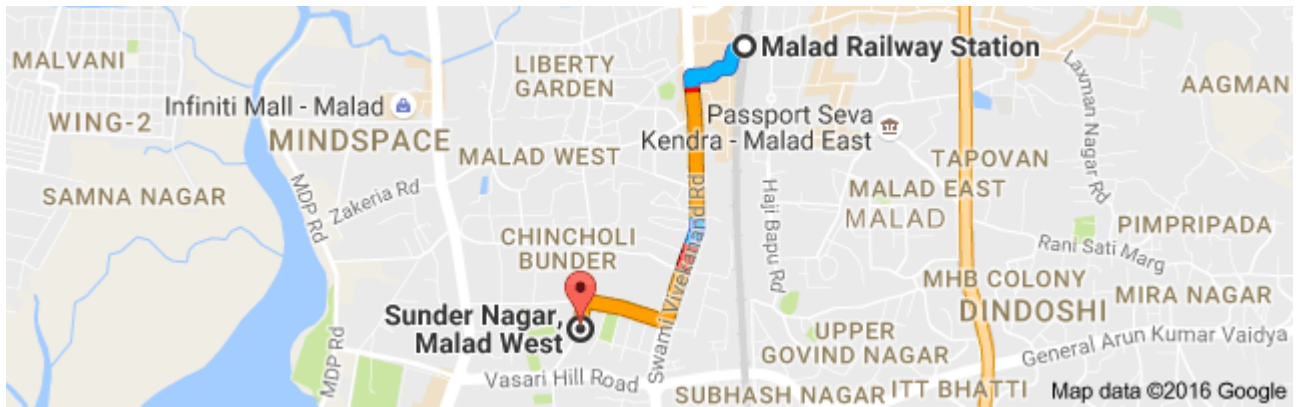
**Date:** 25th August, 2017

**Registered Office:**

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

## ROAD MAP TO THE AGM VENUE

**Venue:** 505, Corporate Corner, Sunder Nagar, Malad (w), Mumbai – 400064



Landmark:

Distance from Malad Railway Station: upto 2 km

**MAPRO INDUSTRIES LIMITED**

CIN: L70101MH1973PLC020670

Registered Office: 505, Corporate Corner, 5<sup>th</sup> Floor, Sunder Nagar, Malad (W), Mumbai – 400 064  
Tel No: 91-22-28725764; Email Id: [info@maproindustries.com](mailto: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 45th Annual General meeting of the Company being held on Monday, September 25, 2017 at 11.30 a.m at the registered office of the Company at 505, Corporate Corner, 5<sup>th</sup> 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

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**Form MGT-11**

**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 45<sup>th</sup> Annual General meeting of the members of the company, to be held on Monday, 25<sup>th</sup> of September, 2017 at 11.30 a.m 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 Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Atul Kumar Sultania (DIN: 00632710), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment .
3. To re-appoint Auditors and fix their remuneration.

Signed this..... day of..... 2017

Affix  
Revenue  
Stamp

Signature of shareholder .....

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

**ote: 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.**