



**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

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 43rd 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 26th September, 2015 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, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of 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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) to appoint M/s. Rajesh Mohan & Associates, Chartered Accountants (Registration No. 323131E), Chartered Accountant, who is not disqualified under section 141 of the Companies Act, 2013 and has been re-appointed as Statutory Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and to fix their remuneration plus service tax and reimbursement of out of pocket and travelling expenses etc, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

**4. Appointment of Mrs. Sarita Kumari Gupta (DIN- 01307748) as an Independent Director**

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

**“RESOLVED THAT** Mrs. Sarita Kumari Gupta, who was appointed as an Additional Director with effect from August 14, 2015 on the Board of the company in terms of Section 161 of the Companies Act, 2013 and as per Articles of Association of the Company and who holds office upto the date of this Annual general Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies act, 2013 proposing her candidature for the office of Independent Director, be and is hereby appointed as a director of the company to hold office for five consecutive years upto March 31, 2020 with effect from the date of this meeting and shall not be liable to retire by rotation.”

**5. Appointment of Mr. Umesh Kumar Kanodia as the Managing Director of the Company**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution;

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the appointment and remuneration of Mr. Umesh Kumar Kanodia (DIN 00577231) as the Managing Director of the Company for a period of five years with effect from August 01, 2015 to July 31, 2020 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors ( hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Umesh Kumar Kanodia, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

**“RESOLVED FURTHER THAT** notwithstanding anything herein, where in any financial year during the tenure of the

MD, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the explanatory statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013;

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

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

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

Place: Kolkata

Date: 14th August, 2015

**NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from **Monday, 21st September, 2015 to Saturday, 26th September, 2015** (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. 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.
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 43rd Annual General Meeting and the Annual Report for 2014-15 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 Clause 35B of the listing agreement, 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 e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
  - (b) The remote e-voting period commences at 9.00 a.m on Wednesday, 23rd September, 2015 and ends at 5.00 p.m on Friday, 25th September, 2015. 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 Saturday, 19th September, 2015, 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 Saturday, 19th September, 2015.
  - (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 Saturday, 19th September, 2015 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:
    - (1) In case of members receiving e-mail:
      - (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
        - 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.
    - (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	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 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

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

### **ITEM No.4**

Mrs. Sarita Kumari Gupta was appointed as an Additional Non- Executive Independent woman director w.e.f August 14, 2015 in accordance with the provision of Section 161 of the Companies Act, 2013 and as per Articles of Association of the Company. Pursuant to Section 161 of the companies Act, 2013 the above director holds office upto the date of ensuing Annual General Meeting. In this regard the company has received request in writing from a member of the company proposing Mrs Sarita Kumari Gupta candidature for appointment as Independent Director of the company in accordance with the provisions of section 160 and all other applicable provisions of Companies Act, 2013. The Board feels the presence of Mrs. Sarita Kumari Gupta on the Board is desirable and would be beneficial to the Company and hence recommended

resolution 4 for adoption.

Your Directors recommend Resolution at Item No.4 as a Ordinary Resolution for approval of the members. Apart from Mrs. Sarita Gupta, who would be interested in her appointment, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, deemed to be concerned or interested in this item of business

#### **ITEM No. 5**

Considering the growth achieved by the Company and to compliance with the provision of section 203 of the Companies Act, 2013 the Board of Directors of the Company at its Meeting held on August 14, 2015 has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved appointment and remuneration of Mr. Umesh Kumar Kanodia, as the Managing Director under the Companies Act, 2013 to be designated as Managing Director for a term of 5 years w.e.f. August 14, 2015 to July 31, 2020 (both days inclusive). The Managing Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013. The other terms of remuneration payable to Mr. Umesh Kumar Kanodia, Managing Director are set out below:

1. Salary (including perquisites) Rs. 300,000/- (Rupees Three lacs only) per annum with annual or mid-term increments as approved by the Board/Committee of the Board within a limit so that the total remuneration is within 5% (five) per cent of the net profits of the Company.

Annual performance incentive as may be decided by the Board/Committee of the Board, subject to a ceiling of one hundred (100) per cent of salary

Other key conditions:

- a. The Company shall provide Mr. Umesh Kumar Kanodia reimbursement of medical expenses for himself and his family as per the Company's policy.
- b. Leave as per the Company's policy, subject to maximum thirty (30) days leave each year with encashment of un-availed leave at the end of his tenure.
- c. He will not be entitled to sitting fees for meetings of the Board/Committees of the Board attended by him.
- d. The salary will be subject to all applicable provisions of the Income Tax Act, 1961.
- e. The tenure will be subject to termination by six months' notice in writing on either side.

Pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the appointment and remuneration payable to the Managing Director is now being placed before the members in the 43rd Annual General Meeting for their approval by way of a Special Resolution.

Your Directors recommend Resolution at Item No.5 as a Special Resolution for approval of the members. Apart from Mr. Umesh Kumar Kanodia, MD who would be interested in his appointment and remuneration, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, deemed to be concerned or interested in this item of business.

## LISTING REQUIREMENTS

Information on directors seeking appointment/re-appointment at the forthcoming 43rd Annual General Meeting (pursuant to clause 49 of the listing agreement) as on the date of notice

Name of the Director	Mr. Atul Kumar Sultania	Mr. Umesh Kumar Kanodia
Date of Birth	January 01, 1974	November 18, 1956
Date of Appointment	28/02/2013	20/02/2013
Qualifications	B.Com	B.Com
Experience and expertise in specific functional area	10 Years of experience in Infra Projects	31 years of experience in Construction & Developers and Cloth
Number of Shares in the Company	1,90,000 shares	1,90,000 shares
Directorships held in other public Limited companies in India	Positive Electronics Limited	Saltee Spacio Owners' Association limited
Membership/ Chairmanship of committees in public limited companies in India	Nil	Nil

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

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

Place: Kolkata  
Date: 14th August, 2015  
Registered Office:  
505, Corporate Corner, Sunder Nagar,  
Malad, Mumbai – 400064

**Proxy Form**  
**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**

**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 43rd Annual General meeting of the Company being held on Saturday, September 26, 2015 at 11.30 a.m 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, 5th Floor, Sunder Nagar, Malad (W), Mumbai – 400 064

**Tel No: 91-22-28725764; Email Id: info@maproindustries.com; website: www.maproindustries.com**

**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 43rd Annual General meeting of the members of the company, to be held on Saturday, 26th of September, 2015 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, 2015, 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
4. To Appoint Mrs. Sarita Kumari Gupta as an Independent Director of the company.
5. To appoint Mr. Umesh Kumar Kanodia as a Managing Director

Signed this..... day of..... 2015

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.**

