



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 TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Mapro Industries Limited at 505, Corporate Corner, Sunder Nagar, Malad (w), Mumbai - 400064 on Wednesday, April 17, 2019 at 02.00 p.m. to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY CAUSED BY THE RESIGNATION OF STATUTORY AUDITOR:

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(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s L L B & Co., Chartered Accountants,(Firm Registration No.: 117758W), who has given his consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Rajesh Mohan & Associates, Chartered Accountants (Firm Registration No.:323231E);

RESOLVED FURTHER THAT M/s L L B & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office until the conclusion of the ensuing Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company.”

By order of the Board of Directors

Of Mapro Industries Limited

Sd/-

Nidhi Rateria

(Company Secretary)

Membership No: A32803

Place: Kolkata

Date: March 18, 2019

Registered Office:

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

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed resolutions are enclosed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays, between 11 a.m. and 1 p.m. up to the date of the Meeting.
5. This notice ("EGM Notice") will be sent to all the members, whose names appear in the Register of Members as on March 15, 2019. The EGM Notice is also posted on the website of the Company i.e. **www.maproindustries.com**.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
8. Members/Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
9. 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 and therefore Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
10. 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 Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) 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 9.30 a.m on April 14, 2019 and ends at 5.00 p.m on April 16, 2019. 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 April 10, 2019, 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 April 10, 2019.
 - (f) The facility for voting through polling paper shall be made available at the EGM 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 EGM may also attend the EGM 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 April 10, 2019 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 EGM 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
- (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 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:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
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"> 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. 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. 	
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"> 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 (iv). 	

- (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. I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **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 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 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
11. The Board of Directors has appointed M/s. Rateria and Associates, Practising Company Secretary, (Membership No. ACS 36115, CP 20125) to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Scrutinizer shall after conclusion of the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of EGM, prepare a consolidated scrutinizer’s report of the total votes casts in favour or against, if any, and submit it to the chairman or any other person authorized by him in writing, who shall declare the results of the voting.
13. 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.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS
(Pursuant to Section 102 of the Companies Act, 2013, ("ACT"))

ITEM NO. 1:

M/s Rajesh Mohan & Associates, Chartered Accountants vide their letter dated March 07, 2019 have tendered their resignation from the position of Statutory Auditors of the Company due to pre occupation and such resignation resulting into a casual vacancy in the office of the Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

Any casual vacancy caused by resignation in the office of the Statutory Auditor could be filled up by the Company by its Board of Directors of the Company, as per recommendations made by the Audit Committee. The appointment of M/s L L B & Co., Chartered Accountants, (Firm Registration No. 117758W) shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board, and that they shall hold the office till the conclusion of the next Annual General Meeting.

The Board of Directors at its meeting held on March 18, 2019 as per the recommendation of the Audit Committee, and pursuant to the provision of Section 139(8) of the Companies Act, 2013, have appointed M/s. L L B & Co., Chartered Accountants, to hold office as Statutory Auditor of the Company till the conclusion of ensuing Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. Rajesh Mohan & Associates, Chartered Accountants, subject to the approval by the members at this Extraordinary General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Director of the Company.

M/s L L B & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditor of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

None of the Directors and Key Managerial Persons and their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No. 1 of this Notice except to the extent of their Shareholding in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the notice for approval by the members.

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

Place: Kolkata

Date: March 18, 2019

Registered Office:

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

