



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: maproindustries.com](http://website:maproindustries.com)

NOTICE

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the shareholders of **MAPRO INDUSTRIES LIMITED** will be held on SATURDAY, SEPTEMBER 06, 2014 at 3 P.M. at the Registered Office of the Company at **505, Corporate Corner, 5th Floor, Sunder Nagar, Malad (W), Mumbai – 400 064** to transact the following business:

SPECIAL BUSINESS:

1. Increase in the Authorized Share Capital and amendment to the Memorandum of Association:

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

“Resolved that pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, the authorized capital of the company be and is hereby increased from Rs. 8,00,00,000 (Rupees Eight Crores Only) divided into 77,50,000 (Seventy Seven Lacs Fifty Thousand Only) equity shares of Rs.10/- each and 25,000 (Twenty Five Thousand Only) Preference Shares of Rs.100/- each to Rs. 9,00,00,000 (Rupees Nine Crores only) divided into 87,50,000 (Eighty Seven Lacs Fifty Thousand) equity shares of Rs.10/- each and 25,000 (Twenty Five Thousand) Preference Shares of Rs.100/- each by the creation of 10,00,000 equity shares of Rs.10/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

Clause V:

V. The Authorised Share Capital of the Company is Rs. 9,00,00,000 (Rupees Nine Crores Only) divided into 87,50,000 (Eighty Seven Lacs Fifty Thousand Only) equity shares of Rs.10/- each and 25,000 (Twenty Five Thousand Only) Preference Shares of Rs.100/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

2. Alteration in 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 section 14 and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded for alteration of existing Article 3(a) of the Articles of Association of the company by the following:

Article 3(a):

The Authorised Share Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crores Only) divided into 87,50,000 (Eighty Seven Lacs Fifty Thousand) equity shares of Rs.10/- each and 25,000 (Twenty Five Thousand) Preference Shares of Rs.100/- each.

The Minimum Paid up Share Capital of the company shall be Rs. 5,00,000/- (Five Lac Only)

“RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds or things as may be necessary or expedient to give effect to the aforesaid resolution.”

3. Issue of Equity Shares on Preferential Basis:

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 23,42,62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as “SEBI (ICDR) Regulations”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis to Non- Promoters upto 19,10,550(Nineteen Lacs Ten thousand Five hundred and Fifty only) equity shares of face value of Rs.10/- each at a price, being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the relevant date, as stipulated in the Regulation 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for determination of the Issue Price of equity shares, shall be thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;

RESOLVED FURTHER THAT the aforesaid equity shares shall rank pari passu in all respects with the existing equity shares of the Company including Dividend;

RESOLVED FURTHER THAT the equity shares allotted on preferential basis shall be locked in for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting equity shares of the Company as aforesaid, the Board be and is hereby authorized to list the equity shares on all the Stock Exchanges where the shares of the Company are listed or to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of the equity shares of the Company, as it may, in its absolute discretion, deem fit and proper.

4. Borrowing Powers 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 supersession of the Ordinary Resolution adopted at the 41th Annual General Meeting held on 16th September, 2014 and pursuant to Section 180(1)(c) and any other applicable provisions 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), the consent of the Company be and is hereby accorded to the Board of Directors to borrow

moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of 50 Crores (Rupees Fifty crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

"RESOLVED FURTHER THAT that the Board of Directors of the of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

5. Consent for making of any investment:

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

"RESOLVED THAT pursuant to the provisions of section 186 of the Companies act 2013 (as amended or re-enacted from time to time) read with rule no 11 & 13 the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to the approval of shareholders in general meeting and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent be and is hereby accorded to acquire by way of subscription , purchase or otherwise , the securities of any other body corporate in for an amount(s) exceeding 60% of paid-up capital , free reserves and securities premium account or 100% of free reserves and securities premium account but not exceeding Rs. 50 crores (Fifty crores) on such terms and conditions as may be decided by the Board from time to time;

RESOLVED FURTHER THAT that the Board of Directors of the of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

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

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

Place: Kolkata

Date: 09th August, 2014

NOTES:

1. The Explanatory Statement and reasons for the proposed resolutions stated hereinabove; pursuant to section 102 of the Companies Act, 2013("the Act") read with Companies (Incorporation) Rules, 2014 , Companies (Share Capital and Debentures) Rules, 2014 and Companies (Meetings of Board and its Powers) Rules, 2014 in respect of Special Business are appended hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. 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.

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 10 a.m. and 6 p.m. up to the date of the Meeting.
5. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website www.maproindustries.com for their download.
6. Members / Proxies are requested to bring attendance slip duly filled in for attending the Meeting.
7. The Notice of the EGM 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. 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
10. 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 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):

The instructions for Shareholders voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on 30-August-2014 at 9 am and ends on 01-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 08-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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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.

- (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.co.in> 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The Company has appointed Mr. Manoj Mimani, Practicing Company Secretaries, (Membership No. ACS. 17083) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
12. 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 08, 2014.
13. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
14. 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 EGM 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: 09th August, 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from Rs.8 crore to Rs.9crore and for that purpose the Memorandum and Articles of Association of the Company are proposed to be suitably altered.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorized Share Capital and for the alteration of capital clause of the Memorandum and Articles of Association of the Company.

The Board of Directors accordingly recommends the resolutions for the approval of the Members.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the resolutions set out at No.1 & 2.

ITEM NO. 3

Disclosures as required under Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended for Preferential Issue are furnished hereunder:

A. OBJECTS OF THE ISSUE:

In order to meet with its increasing long term working capital requirements, Invest in other companies, expansion of current business activities including Joint-Venture etc. and general corporate purposes, it is proposed to raise funds by issue of Equity Shares on preferential basis. The Board of Directors of the Company, at its meeting held on 09th August, 2014 has decided to issue and allot upto 19,10,550 equity shares of face value of Rs.10/- each at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of the SEBI (ICDR) Regulations as amended.

B. PROPOSAL OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONNEL TO SUBSCRIBE TO THE OFFER:

None of the Promoter/Director / Persons in Promoter/ Promoter Group / Key Management Persons are subscribing to the offer.

C. NO CHANGE IN CONTROL:

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment.

D. SHAREHOLDING PATTERN BEFORE AND AFTER THE PROPOSED PREFERENTIAL ISSUE :

Category	Pre-Issue Equity Holdings		Allotment of equity shares		Post-Issue Equity Holdings *	
	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding	No. of Shares	% of Share Holding
1) Promoter Holdings						
a. Indian Promoters	2565430	38.20	0	0.00	2565430	29.74
b. Foreign Promoters	0	0.00	0	0.00	0	0.00
Sub-total	2565430	38.20	0	0	2565430	29.74
2) Non-Promoters Holding						
a. Resident Indians (Individuals,HUF)	3660153	54.51	1890550	98.95	5550703	64.35
b. Bodies Corporate	489417	7.29	10000	0.52	499417	5.79
c. NRI/FI/FII/NRR	0	0.00	0	0.00	0	0.00
d. Others(Trust)	0	0.00	10000	0.52	10000	0.12
Sub-Total	4149570	61.80	1910550	100	6060120	70.26
Total	6715000	100	1910550	100	8625550	100

* On assumption that entire 19, 10,550 equity shares may be allotted

E. LOCK-IN PERIOD:

The equity shares allotted on preferential basis shall be locked in, for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations.

The entire pre preferential holding of the allottees, if any shall be locked in from the Relevant Date upto a period of six months from the date of trading approval granted by the Stock Exchanges.

F. TRANSFERRABILITY PERIOD:

The equity shares allotted on preferential basis shall be non transferrable from the date of allotment till trading approval is granted by all the recognized stock as prescribed in Regulation 79(2) of SEBI (ICDR) Regulations.

G. PROPOSED TIME WITHIN WHICH ALLOTMENT SHALL BE COMPLETED:

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Shares, within 15 (Fifteen) days from the date of passing of this Special Resolution by the Shareholders or order/permission by any regulatory authority including SEBI/Stock Exchanges or the Central Government, etc, the period of fifteen days shall be counted from the date of order on such application or the date of approval or permission, as the case may be in dematerialized form.

H. CERTIFICATE FROM AUDITORS:

The Statutory Auditors' Certificate, as mandated under Regulation 73(2) of the SEBI (ICDR) Regulations, certifying that the proposed preferential issue is being made in accordance with the requirement of SEBI (ICDR) Regulations and shall be laid before the shareholders at the Extra-Ordinary General Meeting.

I. IDENTITY OF NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL; “PROPOSED ALLOTTEE” AND THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THE ALLOTTEES:

The proposed allottees of 19,10,550 equity shares issued pursuant to the Special Resolution at Item No. 1 of the Notice and the percentage of the expanded capital to be held by them after the proposed allotment of the said equity shares to them are as under:

Sr. No	Identity of Proposed allottees	Identity of Natural Persons Who are the Ultimate Beneficial Owners	Pre-Holding		No. of equity shares proposed to be issued	Post Holding(*)	
			Shares	%		Shares	%
CATEGORY-NON-PROMOTERS							
1	A P JAIN FAMILY TRUST	KHUSHI JAIN	0	0.00	10,000	10,000	0.52%
2	ABHAS SULTANIA	ABHAS SULTANIA	0	0.00	5,000	5,000	0.26%
3	ADARSH KUMAR AGARWAL	ADARSH KUMAR AGARWAL	0	0.00	10,000	10,000	0.52%
4	ADITI BUDHIA	ADITI BUDHIA	0	0.00	7,500	7,500	0.39%
5	AJAY AGARWAL	AJAY AGARWAL	0	0.00	10,000	10,000	0.52%
6	AMAN JAIN	AMAN JAIN	0	0.00	5,000	5,000	0.26%
7	AMIT JAGTAP	AMIT JAGTAP	0	0.00	8,000	8,000	0.42%
8	AMIT KUMAR AGARWAL	AMIT KUMAR AGARWAL	0	0.00	7,500	7,500	0.39%
9	ANANT KUMAR AGARWAL	ANANT KUMAR AGARWAL	0	0.00	5,000	5,000	0.26%
10	ANIL ARORA	ANIL ARORA	0	0.00	5,025	5,025	0.26%
11	ANIL KISHOREPURIA	ANIL KISHOREPURIA	0	0.00	10,000	10,000	0.52%
12	ANJALI BHUWALKA	ANJALI BHUWALKA	0	0.00	7,500	7,500	0.39%
13	ANJU AGARWAL	ANJU AGARWAL	0	0.00	10,000	10,000	0.52%
14	ANUJ KUMAR AGARWAL	ANUJ KUMAR AGARWAL	0	0.00	10,000	10,000	0.52%
15	ANUP KUMAR CHHAWCHHARIA	ANUP KUMAR CHHAWCHHARIA	0	0.00	7,500	7,500	0.39%
16	ANUPAMA BAHETY	ANUPAMA BAHETY	0	0.00	10,000	10,000	0.52%
17	ARJUN RAI JAIN	ARJUN RAI JAIN	0	0.00	21,375	21,375	1.12%
18	ARUNA R JAIN	ARUNA R JAIN	0	0.00	30,000	30,000	1.57%
19	ARUSHREE ASHISH DESHMUKH	ARUSHREE ASHISH DESHMUKH	0	0.00	7,500	7,500	0.39%
20	ARVIND PRECHAND JAIN	ARVIND PRECHAND JAIN	0	0.00	10,000	10,000	0.52%
21	ASGERALIE PORBUNDERWALA	ASGERALIE PORBUNDERWALA	0	0.00	4,500	4,500	0.24%
22	ASHA MITTAL	ASHA MITTAL	0	0.00	7,500	7,500	0.39%
23	ASHISH AGARWAL	ASHISH AGARWAL	0	0.00	5,000	5,000	0.26%
24	ASHISH DESHMUKH	ASHISH DESHMUKH	0	0.00	7,500	7,500	0.39%
25	ASHOK KUMAR JAISWAL	ASHOK KUMAR JAISWAL	0	0.00	10,000	10,000	0.52%
26	BABASAHEB ANNA GHADAGE	BABASAHEB ANNA GHADAGE	0	0.00	5,000	5,000	0.26%
27	BHADJA TEJAS D.	BHADJA TEJAS D.	0	0.00	10,000	10,000	0.52%
28	BHUPESH KRUSHNADAS KORADIA HUF	BHUPESH KRUSHNADAS KORADIA HUF	0	0.00	10,000	10,000	0.52%

29	BIJAY KUMAR BHOSALE	BIJAY KUMAR BHOSALE	0	0.00	5,000	5,000	0.26%
30	BIMAL KUAMR BAJORIA	BIMAL KUAMR BAJORIA	0	0.00	5,000	5,000	0.26%
31	BRIJNRDRA KUMAR AGARWAL	BRIJNRDRA KUMAR AGARWAL	0	0.00	10,000	10,000	0.52%
32	CHANDA DEVI LOHIA	CHANDA DEVI LOHIA	0	0.00	7,875	7,875	0.41%
33	CHANDRA MOHAN BAHETY	CHANDRA MOHAN BAHETY	0	0.00	10,000	10,000	0.52%
34	CHANDRA PRAKASH BANTHIA	CHANDRA PRAKASH BANTHIA	0	0.00	10,000	10,000	0.52%
35	DEEPAK JAIN	DEEPAK JAIN	0	0.00	10,000	10,000	0.52%
36	DHAVAL DILIPBHAI MEGHPARA	DHAVAL DILIPBHAI MEGHPARA	0	0.00	10,000	10,000	0.52%
37	DILIPBHAI MOHANLAL MEGHPARA	DILIPBHAI MOHANLAL MEGHPARA	0	0.00	10,000	10,000	0.52%
38	DILLIP KUMAR KHATAI	DILLIP KUMAR KHATAI	0	0.00	10,000	10,000	0.52%
39	DINESH CHANDRA BANTHIA	DINESH CHANDRA BANTHIA	0	0.00	10,000	10,000	0.52%
40	DISHA DHAVAL MEGHPARA	DISHA DHAVAL MEGHPARA	0	0.00	10,000	10,000	0.52%
41	DIVYA BANSAL	DIVYA BANSAL	0	0.00	5,000	5,000	0.26%
42	DOLLY JAIN	DOLLY JAIN	0	0.00	10,000	10,000	0.52%
43	FESTINO COMMERCE PVT. LTD	MAYANK JAIN	0	0.00	10,000	10,000	0.52%
44	GARGI SARAOGI	GARGI SARAOGI	0	0.00	10,000	10,000	0.52%
45	GARIMA AGARWAL	GARIMA AGARWAL	0	0.00	7,875	7,875	0.41%
46	GAUTAM KUMAR JAIN	GAUTAM KUMAR JAIN	0	0.00	10,000	10,000	0.52%
47	GEETA DEVI BHUTRA	GEETA DEVI BHUTRA	0	0.00	4,500	4,500	0.24%
48	GIRDHARI LAL GOENKA	GIRDHARI LAL GOENKA	0	0.00	10,000	10,000	0.52%
49	GOMTI BAI BHUTRA	GOMTI BAI BHUTRA	0	0.00	4,500	4,500	0.24%
50	HAKIM SALEHBHAI PORBUNDERWALA	HAKIM SALEHBHAI PORBUNDERWALA	0	0.00	4,500	4,500	0.24%
51	HARBIR SINGH (HUF)	HARBIR SINGH (HUF)	0	0.00	33,750	33,750	1.77%
52	HARI RAM GUPTA HUF	HARI RAM GUPTA HUF	0	0.00	10,000	10,000	0.52%
53	HARINDER BASHISTA	HARINDER BASHISTA	0	0.00	33,750	33,750	1.77%
54	HARSH KUMAR AGARWAL	HARSH KUMAR AGARWAL	0	0.00	10,000	10,000	0.52%
55	JAFFER IDRIS PORBANDERWALA	JAFFER IDRIS PORBANDERWALA	0	0.00	4,500	4,500	0.24%
56	JAGDISH CHIMANLAL MODY	JAGDISH CHIMANLAL MODY	0	0.00	5,625	5,625	0.29%
57	JAIDEEP AGGARWAL HUF	JAIDEEP AGGARWAL HUF	0	0.00	33,750	33,750	1.77%
58	JATIN LOHIA	JATIN LOHIA	0	0.00	7,875	7,875	0.41%
59	JUKTI BHUTRA	JUKTI BHUTRA	0	0.00	4,500	4,500	0.24%
60	K. RAMLAL JAIN	K. RAMLAL JAIN	0	0.00	30,000	30,000	1.57%
61	K. RAMLAL JAIN HUF	K. RAMLAL JAIN HUF	0	0.00	30,000	30,000	1.57%

62	KALAWATI KISHOR CHANDRA AJMERA.	KALAWATI KISHOR CHANDRA AJMERA.	0	0.00	5,625	5,625	0.29%
63	KAMAL KR BHUWALKA	KAMAL KR BHUWALKA	0	0.00	8,250	8,250	0.43%
64	KANCHAN SARAOGI	KANCHAN SARAOGI	0	0.00	7,500	7,500	0.39%
65	KANTA BHUWALKA	KANTA BHUWALKA	0	0.00	7,500	7,500	0.39%
66	KAPIL MITTAL	KAPIL MITTAL	0	0.00	7,500	7,500	0.39%
67	KAPIL MITTAL HUF	KAPIL MITTAL HUF	0	0.00	7,500	7,500	0.39%
68	KAVITA AGARWAL	KAVITA AGARWAL	0	0.00	7,500	7,500	0.39%
69	KAVITA BHUWALKA	KAVITA BHUWALKA	0	0.00	7,500	7,500	0.39%
70	KAVITA YADUPATI SINGHANIA	KAVITA YADUPATI SINGHANIA	0	0.00	7,500	7,500	0.39%
71	KIRAN AGARWAL	KIRAN AGARWAL	0	0.00	10,000	10,000	0.52%
72	KISHAN KR BHUWALKA	KISHAN KR BHUWALKA	0	0.00	9,000	9,000	0.47%
73	KUUNAL JAIN	KUUNAL JAIN	0	0.00	10,000	10,000	0.52%
74	LAJJA BHUTRA	LAJJA BHUTRA	0	0.00	4,500	4,500	0.24%
75	LALIT GUPTA HUF	LALIT GUPTA HUF	0	0.00	11,250	11,250	0.59%
76	LILABEN P SANGHVI	LILABEN P SANGHVI	0	0.00	4,500	4,500	0.24%
77	MADHU BAHETY	MADHU BAHETY	0	0.00	10,000	10,000	0.52%
78	MADHUSUDAN UDAYPRAKASH MEHADIA	MADHUSUDAN UDAYPRAKASH MEHADIA	0	0.00	7,500	7,500	0.39%
79	MAHESH KUMAR PERIWAL	MAHESH KUMAR PERIWAL	0	0.00	10,000	10,000	0.52%
80	MAHESH PERIWAL	MAHESH PERIWAL	0	0.00	10,000	10,000	0.52%
81	MAHESH PERIWAL	MAHESH PERIWAL	0	0.00	10,000	10,000	0.52%
82	MANISH KUMAR MISHRA	MANISH KUMAR MISHRA	0	0.00	7,875	7,875	0.41%
83	MANJU BUDHIA	MANJU BUDHIA	0	0.00	7,500	7,500	0.39%
84	MANJU DEVI BHUTRA	MANJU DEVI BHUTRA	0	0.00	4,500	4,500	0.24%
85	MANJUL AGARWAL	MANJUL AGARWAL	0	0.00	7,875	7,875	0.41%
86	MANOJ CHANDRA JAIN	MANOJ CHANDRA JAIN	0	0.00	7,875	7,875	0.41%
87	MEGHPARA DILIPBHAI MOHANBHAI HUF	MEGHPARA DILIPBHAI MOHANBHAI HUF	0	0.00	10,000	10,000	0.52%
88	NAGENDRA KUMAR PARIDA	NAGENDRA KUMAR PARIDA	0	0.00	10,000	10,000	0.52%
89	NARESH BOLYA	NARESH BOLYA	0	0.00	50,000	50,000	2.62%
90	NARESH MITTAL	NARESH MITTAL	0	0.00	7,500	7,500	0.39%
91	NARESH MITTAL HUF	NARESH MITTAL HUF	0	0.00	7,500	7,500	0.39%
92	NEELAM JAIN	NEELAM JAIN	0	0.00	10,000	10,000	0.52%
93	NEERAJ GUPTA HUF	NEERAJ GUPTA HUF	0	0.00	10,000	10,000	0.52%
94	NEETU JAIN	NEETU JAIN	0	0.00	7,875	7,875	0.41%
95	NIDHI ARVIND JAIN	NIDHI ARVIND JAIN	0	0.00	10,000	10,000	0.52%
96	NIRMAL VEDPRAKASH MALHOTRA	NIRMAL VEDPRAKASH MALHOTRA	0	0.00	20,000	20,000	1.05%
97	NITU AGARWAL	NITU AGARWAL	0	0.00	10,000	10,000	0.52%
98	NITU BHOSALE	NITU BHOSALE	0	0.00	5,000	5,000	0.26%

99	PANCH RATAN BHUTRA	PANCH RATAN BHUTRA	0	0.00	4,500	4,500	0.24%
100	PARMESHWAR DAS AGARWAL	PARMESHWAR DAS AGARWAL	0	0.00	10,000	10,000	0.52%
101	PARMESHWAR DAS AGARWAL	PARMESHWAR DAS AGARWAL	0	0.00	10,000	10,000	0.52%
102	PIYUSH AMBALAL DOSANI {HUF}.	PIYUSH AMBALAL DOSANI {HUF}.	0	0.00	4,500	4,500	0.24%
103	PRABHA DEVI BANTHIA	PRABHA DEVI BANTHIA	0	0.00	10,000	10,000	0.52%
104	PRABHAKAR KUMAR BAGARIA	PRABHAKAR KUMAR BAGARIA	0	0.00	10,000	10,000	0.52%
105	PRADEEP BANSAL	PRADEEP BANSAL	0	0.00	5,000	5,000	0.26%
106	PRADEEP P DOSHI.	PRADEEP P DOSHI.	0	0.00	5,625	5,625	0.29%
107	PRADEEP BHANDARI HUF	PRADEEP BHANDARI HUF	0	0.00	10,000	10,000	0.52%
108	PRATAP SETHIA	PRATAP SETHIA	0	0.00	7,875	7,875	0.41%
109	PRATEEK SARAOGI	PRATEEK SARAOGI	0	0.00	10,000	10,000	0.52%
110	PRATIK BANTHIA	PRATIK BANTHIA	0	0.00	10,000	10,000	0.52%
111	PRAVEEN CHAND DHANDHANIA	PRAVEEN CHAND DHANDHANIA	0	0.00	10,000	10,000	0.52%
112	PRAVESH DHANDHANIA(HUF)	PRAVESH DHANDHANIA(HUF)	0	0.00	10,000	10,000	0.52%
113	PREM CHAND DHANDHANIA	PREM CHAND DHANDHANIA	0	0.00	10,000	10,000	0.52%
114	PREM LATA DHANDHANIA	PREM LATA DHANDHANIA	0	0.00	10,000	10,000	0.52%
115	PRIYANKA KHATAI	PRIYANKA KHATAI	0	0.00	10,000	10,000	0.52%
116	PUSHPA DEVI BAGARIA	PUSHPA DEVI BAGARIA	0	0.00	10,000	10,000	0.52%
117	R. MANISH KUMAR	R. MANISH KUMAR	0	0.00	10,000	10,000	0.52%
118	RAHUL SINGHAL	RAHUL SINGHAL	0	0.00	7,500	7,500	0.39%
119	RAJENDRA KUMAR BHOSALE	RAJENDRA KUMAR BHOSALE	0	0.00	5,000	5,000	0.26%
120	RAJU VERMA	RAJU VERMA	0	0.00	33,750	33,750	1.77%
121	RAM AWATAR BHUTRA	RAM AWATAR BHUTRA	0	0.00	4,500	4,500	0.24%
122	RAMESH CHAND BHUTRA	RAMESH CHAND BHUTRA	0	0.00	4,500	4,500	0.24%
123	RASIKLAL VALLABHDAS KORADIA HUF	RASIKLAL VALLABHDAS KORADIA HUF	0	0.00	10,000	10,000	0.52%
124	RAVI BHUWALKA	RAVI BHUWALKA	0	0.00	8,000	8,000	0.42%
125	RENISH VIPUL KUMAR SHAH.	RENISH VIPUL KUMAR SHAH.	0	0.00	5,625	5,625	0.29%
126	RINKU DHANDHANIA	RINKU DHANDHANIA	0	0.00	10,000	10,000	0.52%
127	RISHI KUMAR BAGARIA	RISHI KUMAR BAGARIA	0	0.00	10,000	10,000	0.52%
128	RITA CHHAWCHHARIA	RITA CHHAWCHHARIA	0	0.00	7,500	7,500	0.39%
129	RITA GUPTA	RITA GUPTA	0	0.00	10,000	10,000	0.52%
130	RITANJALI KHATAI	RITANJALI KHATAI	0	0.00	10,000	10,000	0.52%
131	RITESH LODHA	RITESH LODHA	0	0.00	10,000	10,000	0.52%
132	RUPALI MEHUL SHAH	RUPALI MEHUL SHAH	0	0.00	5,625	5,625	0.29%
133	SAJAN KR BHUWALKA	SAJAN KR BHUWALKA	0	0.00	9,000	9,000	0.47%

134	SAJJAN KUMAR PHUMRA	SAJJAN KUMAR PHUMRA	0	0.00	30,000	30,000	1.57%
135	SAMATA BHUTRA	SAMATA BHUTRA	0	0.00	4,500	4,500	0.24%
136	SAMTA AGARWAL	SAMTA AGARWAL	0	0.00	10,000	10,000	0.52%
137	SAMYUKTEE BHUTRA	SAMYUKTEE BHUTRA	0	0.00	4,500	4,500	0.24%
138	SANDEEP KUMAR JAIN	SANDEEP KUMAR JAIN	0	0.00	10,000	10,000	0.52%
139	SANGITA BAJORIA	SANGITA BAJORIA	0	0.00	5,000	5,000	0.26%
140	SANJAY KUMAR JAIN	SANJAY KUMAR JAIN	0	0.00	10,000	10,000	0.52%
141	SANJEEV GUPTA HUF	SANJEEV GUPTA HUF	0	0.00	10,000	10,000	0.52%
142	SANJOG ARORA	SANJOG ARORA	0	0.00	5,625	5,625	0.29%
143	SANTOSH KUMAR SARAOGI HUF	SANTOSH KUMAR SARAOGI HUF	0	0.00	10,000	10,000	0.52%
144	SANTOSH DEVI BHUTRA	SANTOSH DEVI BHUTRA	0	0.00	4,500	4,500	0.24%
145	SANTOSH KUMAR SARAOGI	SANTOSH KUMAR SARAOGI	0	0.00	10,000	10,000	0.52%
146	SARVESH KUMARJAIN	SARVESH KUMARJAIN	0	0.00	5,000	5,000	0.26%
147	SAVITABEN DILIPBHAI MEGHPARA	SAVITABEN DILIPBHAI MEGHPARA	0	0.00	10,000	10,000	0.52%
148	SEEMA DHANDHANIA	SEEMA DHANDHANIA	0	0.00	10,000	10,000	0.52%
149	SHAGUN AGARWAL	SHAGUN AGARWAL	0	0.00	7,500	7,500	0.39%
150	SHAILESH KANTILAL SHAH-HUF.	SHAILESH KANTILAL SHAH-HUF.	0	0.00	5,625	5,625	0.29%
151	SHEELA C SHAH.	SHEELA C SHAH.	0	0.00	5,625	5,625	0.29%
152	SHRADHA SETHIA	SHRADHA SETHIA	0	0.00	7,875	7,875	0.41%
153	SHREE MOHAN BAHETY	SHREE MOHAN BAHETY	0	0.00	10,000	10,000	0.52%
154	SHREESHARAN SARAOGI HUF	SHREESHARAN SARAOGI HUF	0	0.00	10,000	10,000	0.52%
155	SHRI VIRENDRA BAHADUR SINGH BHANDARI	SHRI VIRENDRA BAHADUR SINGH BHANDARI	0	0.00	15,000	15,000	0.79%
156	SMT ACHRAJ DEVI BHANDARI	SMT ACHRAJ DEVI BHANDARI	0	0.00	7,500	7,500	0.39%
157	SONAL J SHAH	SONAL J SHAH	0	0.00	5,625	5,625	0.29%
158	SONALI GARG	SONALI GARG	0	0.00	7,875	7,875	0.41%
159	SOURABH GOYAL	SOURABH GOYAL	0	0.00	7,500	7,500	0.39%
160	SRISHARAN SARAOGI	SRISHARAN SARAOGI	0	0.00	10,000	10,000	0.52%
161	SUDHEER KUMAR JAIN	SUDHEER KUMAR JAIN	0	0.00	10,000	10,000	0.52%
162	SUKHBIR SINGH(HUF)	SUKHBIR SINGH(HUF)	0	0.00	33,750	33,750	1.77%
163	SUMITRA DEVI AGARWAL	SUMITRA DEVI AGARWAL	0	0.00	10,000	10,000	0.52%
164	SUMITRA DEVI AGARWAL	SUMITRA DEVI AGARWAL	0	0.00	5,000	5,000	0.26%
165	SUNIL ARORA	SUNIL ARORA	0	0.00	5,650	5,650	0.30%
166	SUNIL KISHOREPURIA	SUNIL KISHOREPURIA	0	0.00	10,000	10,000	0.52%
167	SUNITA DEVI KEDIA	SUNITA DEVI KEDIA	0	0.00	7,500	7,500	0.39%
168	SUNITA SINGHAL	SUNITA SINGHAL	0	0.00	14,000	14,000	0.73%

169	SURESHKUMAR KRUSHNADAS KORADIA HUF	SURESHKUMAR KRUSHNADAS KORADIA HUF	0	0.00	10,000	10,000	0.52%
170	SUSHIL BANSAL	SUSHIL BANSAL	0	0.00	5,000	5,000	0.26%
171	SUSHIL KR BHUWALKA	SUSHIL KR BHUWALKA	0	0.00	9,250	9,250	0.48%
172	SUSHMA PERIWAL	SUSHMA PERIWAL	0	0.00	10,000	10,000	0.52%
173	SWATI AGARWAL	SWATI AGARWAL	0	0.00	7,500	7,500	0.39%
174	TASNEEM H PORBANDERWALA	TASNEEM H PORBANDERWALA	0	0.00	4,500	4,500	0.24%
175	TOFIQ HUSSEIN PORBANDERWALA	TOFIQ HUSSEIN PORBANDERWALA	0	0.00	4,500	4,500	0.24%
176	URMILA JAGTAP	URMILA JAGTAP	0	0.00	8,000	8,000	0.42%
177	UTSAV CHHAWCHHARIA	UTSAV CHHAWCHHARIA	0	0.00	7,500	7,500	0.39%
178	VAIBHAV JAIN	VAIBHAV JAIN	0	0.00	10,000	10,000	0.52%
179	VAIBHAV JAIN	VAIBHAV JAIN	0	0.00	5,000	5,000	0.26%
180	VAIBHAV VINOD GARG	VAIBHAV VINOD GARG	0	0.00	7,500	7,500	0.39%
181	VEDPRAKASH RAM SAHAI MALHPOTRA	VEDPRAKASH RAM SAHAI MALHPOTRA	0	0.00	10,000	10,000	0.52%
182	VIKASH MALHOTRA HUF	VIKASH MALHOTRA HUF	0	0.00	10,000	10,000	0.52%
183	VINAY SARAOGI	VINAY SARAOGI	0	0.00	10,000	10,000	0.52%
184	VINAY SARAOGI (HUF)	VINAY SARAOGI (HUF)	0	0.00	10,000	10,000	0.52%
185	VINOD GARG	VINOD GARG	0	0.00	7,500	7,500	0.39%
186	VIPUL MITTAL	VIPUL MITTAL	0	0.00	7,500	7,500	0.39%
187	VIPUL MITTAL HUF	VIPUL MITTAL HUF	0	0.00	7,500	7,500	0.39%
188	VIREN RAI JAIN	VIREN RAI JAIN	0	0.00	21,375	21,375	1.12%
189	VISHAL G BARBATE	VISHAL G BARBATE	0	0.00	7,500	7,500	0.39%
190	VISHNU LOHIA	VISHNU LOHIA	0	0.00	10,000	10,000	0.52%
191	VIVEK GUPTA HUF	VIVEK GUPTA HUF	0	0.00	33,750	33,750	1.77%
192	YADUPATI SINGHANIA	YADUPATI SINGHANIA	0	0.00	7,500	7,500	0.39%
193	YASH MALHOTRA	YASH MALHOTRA	0	0.00	20,000	20,000	1.05%
194	ZAINAB ASGARALI PORBANDERWALA	ZAINAB ASGARALI PORBANDERWALA	0	0.00	4,500	4,500	0.24%

** On assumption that entire 19,10,550 equity shares shall be allotted.*

The consent of the Members is sought for the issue of equity shares, in terms of Section 62 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

J. PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE BEEN MADE DURING THE YEAR

During the year, the company has not issued any shares on preferential basis or Private Placement basis other than mentioned above.

K. PRICING:

The equity shares will be issued at a price, being not lower than the minimum price calculated in accordance with Regulations 76 of the SEBI (ICDR) Regulations as amended for Preferential Issue.

L. RELEVANT DATE:

"Relevant Date" will be 30 days prior to the date of this meeting of the Shareholders of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date i.e 07th August, 2014.

The shareholders are, therefore, requested to accord their approval authorising the Board for the proposed Preferential Issue set out in the Special Resolution at No. 3 of the notice.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the resolution set out in No.3 except to the extent of their shareholding in the company.

ITEM NO. 4

The members of the Company at their 41st Annual General Meeting held on 16th September, 2013 approved by way of an Ordinary Resolution under Section 293(1) (d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of 30Crores (Rupees Thirty crores).

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No.4 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

Approval of members is being sought to borrow money upto 50 Crores (Rupees Fifty crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

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.4.

ITEM NO.5

As per Section 186 of the Companies Act, 2013 the Board of Directors shall not to make investment in excess of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at No.5 of the Notice, to enable to the Board of Directors to acquire by way of subscription , purchase or otherwise , the securities of any other body corporate in excess of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, of the Company.

Approval of members is being sought to acquire by way of subscription , purchase or otherwise , the securities of any other body corporate upto 50 Crores (Rupees fifty crores) in excess of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company.

one 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.5.

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

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

Place: Kolkata

Date: 09th August, 2014

Registered Office:

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

MAPRO INDUSTRIES LIMITED

CIN: U74999MH2013PTC246701

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

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 Extra-Ordinary general meeting of the Company being held on Saturday, September 06, 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

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 Extra-Ordinary general meeting of the members of the company, to be held on Saturday, 06th 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 authorize board to Increase in the authorized share capital and amendment in Memorandum of Association.
2. To authorize board to Alter the Articles of Association
3. To authorize board to issue Equity Shares on Preferential Basis.
4. To authorize Board to borrow money upto 50 Crores (Rupees Fifty crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.
5. To authorize Board to make investment upto 50 Crores (Rupees fifty crores) in excess of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account

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.