



MAPRO INDUSTRIES LIMITED

|CIN: L70101MH1973PLC020670|

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

Tel No: 91-28-28725764; Email Id:info@maproindustries.com; [website: maproindustries.com](http://website:maproindustries.com)

Dear Shareholder(s)

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Clause 35B of the Listing Agreement executed by Mapro Industries Limited (the “Company”) with the BSE Limited, that the Resolution appended below are proposed to be passed as Special Resolutions by way of Postal Ballot including e-voting. The Explanatory Statement setting out the material facts concerning each tem mentioned in the Postal Ballot Notice and reasons thereof is annexed to the Postal Ballot Notice alongwith Postal Ballot Form (the “Form”) for your consideration. The Board of Directors has appointed Mr. Manoj Mimani Practicing Company Secretary (Membership No. ACS. 17083) as the Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling the necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than 6.00 P.M. on 05th March, 2015.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions overleaf the Form.

Upon completion of the scrutiny of the forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman or any one Director of the Company on 07th March, 2015 at the Registered Office of the Company at 505, Corporate Corner, 5th Floor, Sunder Nagar, Malad (W), Mumbai – 400 064. The said result would be intimated to the Stock Exchange where the Company’s equity shares are listed and displayed along with the Scrutinizer’s report on the Company’s website viz. maproindustries.com

Items of Business requiring consent of shareholders through Postal Ballot:

1. Alteration in main object and amendment to the Memorandum of Association

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, consent of the company be and is hereby accorded for alteration of existing clause III (A) of the Memorandum of Association of the company by the inserting a new sub clause 4 after the existing sub clauses 3 of clause III (A) of the Memorandum of Association as detailed below:

4. To deal in any commodities, substances, articles, merchandise, minerals, machines, goods, software, electronics, electricals and things whether solid or liquid or gaseous, as agents, commission agents, forwarding agents, clearing agents, distributors, warehouseman, licensees, merchants, traders, sales organizers, representatives of commodities, substances, articles, merchandise, minerals, machines, goods, software, electronics, electricals and things and for that purpose to buy, to sell, to import, to export, exchange, market pledge, distribute, install, service, maintain, or otherwise deal in commodities, substances, articles, merchandise, minerals, machines, goods, software, electronics, electricals and things and to carry on the agency business.

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

2. Deployment or utilization of the funds for the object of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and of the Listing Agreement executed by Mapro Industries Limited (the "Company") with the BSE Limited and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, consent of the company be and is hereby accorded for deployment or utilization of the funds for the purpose of its main object (including any alteration (s) for the time being in force or in future) as stated in its Memorandum of Association, out of the funds raised by the Company through preferential issues and allotment of equity shares till date 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 such 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
For Mapro Industries Limited**

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

Place: Kolkata

Date: January 28, 2015

Registered Office:

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

CIN: **L70101MH1973PLC020670**

Website: maproindustries.com

NOTES:

1. The Statement Annexed to the Postal Ballot Notice and reasons for the aforesaid Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on January 30th, 2015 (EOD).
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up equity Share capital as on January 30th, 2015.
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional and portal will remain open from 04th February, 2015 (9.00 a.m.) to 05th March, 2015 (6.00 p.m.)
5. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company for this purpose are being sent Postal Ballot Notice by e-mail and Members who have not registered their e-mail IDs will receive Postal Ballot Notice alongwith Postal Ballot Form through Registered/Speed post /Courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link evoting@cdslindia.com and from the Company's website www.maproindustries.com
6. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. upto 05th March, 2015.
7. The Special resolutions shall be deemed to have been passed on the date of declaration of the result of Postal Ballot.
8. The Company also offers e-voting facility. Member(s) can opt only one mode for voting i.e. either by Physical Ballot as mentioned herein above or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
9. The instructions for Shareholders voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on 04-February-2015 at 9 am and ends on 05-March-2015 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 30-January, 2015, 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 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	<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>
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 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).

- (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.

(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 of members receiving the physical copy

(A) Please follow all steps from sl. no. (i) to sl. no. (xviii) 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.

**By Order of the Board of Directors
For Mapro Industries Limited**

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

Place: Kolkata

Date: January 28, 2015

Registered Office:

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CIN: **L70101MH1973PLC020670**

Website: maproindustries.com

ANNXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Board meeting held on 28th January, 2015 has examined the working of the company. Your, board has come to an opinion that the company want to diversify in the business other than existing object clauses of the company and for the same company needs to alter its main object. Therefore, the approval of the Members is being sought by way of a Special Resolution under Section 13 of the Act read with the Rules made thereunder, to enable the Company to

alter the main object of the Memorandum of Association of the Company by adding clause 4 after sub clause 3 of clause III (A) of the Memorandum of Association

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financial or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or Shareholder or otherwise mentioned herein above, in the Company.

Item No. 2

In view alteration of the main object of the Company, as stated in resolution no. 1 above of the notice, it was felt appropriate to take the approval of the member of the Company to deploy or utilize the funds for purpose of the new object of the Company out of the funds which was earlier raised through preferential issues and allotment of shares by the Company with the consent of the members for the purpose of the object stated in the Memorandum of Association of the Company for the time being.

The Board accordingly recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financial or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or Shareholder or otherwise mentioned herein above, in the Company.

**By Order of the Board of Directors
For Mapro Industries Limited**

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

Place: Kolkata

Date: January 28, 2015

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POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

1. Name of shareholder(s) (in block letters) Including joint holders, if any	
2. Registered address of the sole/first named shareholder	
3. Registered folio No. /* DP ID No/ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4. Unique PAN /Default Value Number	
5. Number of shares held	

6. I/We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot for the businesses stated in the notice of the company by giving my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Sr. No	Description	No of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special resolution under section 13 of the Companies Act, 2013 to alter the main object of the Memorandum of Association of the Company			
2.	Special resolution to deploy and utilization of funds for the purpose of main object of the Company			

Place:

Date:

Notes:

1. Please read carefully the instruction given overleaf.
2. Last date for receipt of the Postal Ballot form by the scrutinizer is 05th March, 2015 (upto 6.00 pm)

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if send by courier at the expenses of the registered member will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his absence, by the next named member.
4. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final. It may please be noted that no writing or endorsement other than expressing the will of the member by appropriate markings as indicated in the Notice should be made on the Postal Ballot Form. Forms with extra writing or endorsement will be summarily rejected.
5. Duly completed Postal Ballot Form should reach the company not later than the close of working hours i.e 6.00 p.m., on 05th March, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on January 30th, 2015. A member need not use all his votes nor does he need to cast all his votes in the same way.
7. The consent or dissent may be recorded by placing tick mark (✓) in the column against appropriate statements in the table given in Sl. No. 6 of the Postal Ballot Form.
8. In case shares held by Companies, Societies, trusts, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. Postal Ballot cannot be exercised by a Proxy.
11. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filing it by using erasable writing medium like pencil)
12. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in the instruction no. 5 above.