



# THE INDIAN WOOD PRODUCTS COMPANY LIMITED

CIN L20101WB1919PLC003557

Regd off: 7th floor, 9 Brabourne Road, Kolkata – 700 001

Tel 033 32523820, Fax No.033 22426799 email: iwpcal1@cal2.vsnl.net.in

## NOTICE

NOTICE is hereby given that the Ninety fifth Annual General Meeting of the Members of the Company will be held at Bharatiya Bhasha Parishad, 36-A, Shakespeare Sarani, 4th floor, Kolkata –700 017 on Monday the 28th day of September, 2015 at 3.30 pm to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March 2015 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare Dividend for the accounting year ended 31st March, 2015
3. To appoint a Director in place of Mr.K K Damani (DIN 01385252) who retires by rotation and eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Bharat Mohta (DIN 00392090) who retires by rotation and eligible offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification(s) the following Resolutions as an Ordinary Resolution.  
“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment therefore for the time being in force), M/s.S K Agarwal & Co., Chartered Accountants, Kolkata (Firm Registration No.306033E) be and is hereby re-appointed as the Auditor of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix such remuneration, as may be recommended by the Audit Committee in consultation with the Auditor, plus reimbursement of out of pocket expenses actually incurred by the Auditor at the time of performing their duties.”

### SPECIAL BUSINESS

6. **To Consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution.**  
“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Vinod Mimani (DIN: 00053976), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 2013 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from the date of this Annual General Meeting upto expiry of 5 consecutive years or the date of 100th Annual General Meeting whichever is earlier.
7. **To consider and if thought fit, to pass with or without modification, the following Resolution as Ordinary Resolution**  
“RESOLVED THAT Mrs. Sunita Sarda (DIN 07139038) the Additional Director of the company who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director.
8. **To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution.**  
RESOLVED THAT in supersession of the earlier resolutions passed by the members of the company and pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with all the relevant Rules made there under, as may be amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable laws and provisions of the Articles of Association of the Company, consent is hereby accorded to the Company to:
  - i) give any loans to any person or other body corporate; or
  - ii) give any guarantees or provide any security in connection with a loan to any other body corporate or person; or
  - iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate;  
exceeding sixty per cent of its paid up share capital, free reserves and securities premium account, or one hundred per cent of its free reserves and securities premium account, whichever is higher, provided that the total amount of loans

or investment made, guarantees given and securities provided shall not at any time exceed Rs. 10.00 Crores (Rupees Ten Crores Only) over and above the paid up share capital of the Company and its free reserves;

RESOLVED FURTHER THAT the board of Directors of the Company (which term shall include a duly constituted committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also settle any question or difficulty that may arise in regard to investments or loans or guarantees or securities and to do all such acts deeds and things, and to execute all such deeds documents, and writings as may be necessary, desirable or expedient in connection therewith.”

9. **To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution.**

Resolved that pursuant to provisions of Section 5,14 and any other applicable provisions, if any, of the Companies Act, 2013 approval of the shareholders be and is hereby accorded to the Company to amend the Articles of Association of the Company in the following manner

To replace the relevant sections of the Companies Act, 1956 in various Articles by the corresponding sections of the Companies Act, 2013 and adopt the same.

Resolved further that Mr.Krishna Kumar Mohta, Chairman and Mr.Anup Gupta, Company Secretary & Mr.Rajendra Prasad Chetani, Director of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**Registered Office:**  
**Bombay Mutual Building**  
**9, Brabourne Road**  
**Kolkata – 700 001**  
**Dated: 28th May, 2015**

**By Order of the Board**

**Anup Gupta**  
**Company Secretary**

**NOTES:**

1. 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.
2. The Proxy form should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company can appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Register of Member of the Company will remain closed from 22nd September to 28th September, 2015 (both days inclusive)
5. Dividend, if declared, will be paid to those shareholders whose names will appear in the Register of Shareholders / Depositories as at close of business on 21st September, 2015.
6. Instruction for e voting, along with the attendance Slip and Proxy Form, is annexed to this Notice of 95th Annual General Meeting for the convenience of Shareholders.
7. Explanatory Statement pursuant to Sections 102(1) of the Companies Act, 2013 relating to Special Business is annexed hereto.
8. **Members / Proxies / Authorized Representative are requested to bring their attendance slip along with their copy of Annual Report to the meeting.**
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members are being informed that The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with M/s. Niche Technologies Pvt Ltd, D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata – 700 001 the Registrar and Share Transfer Agents of the Company.
11. It is observed that a sizable number of Notices, Annual Report & Dividend warrants have returned undelivered with the remark as Left, Not known etc for the last few years. Members are therefore requested to furnish their Bank particulars, change of

address if any to the **Registrar and Share Transfer agent** as mentioned above for timely payment of Dividend and for proper communication.

12. Members seeking any information with regard to accounts are requested to write to the Company Secretary at least **ten days in advance** of Annual General Meeting, to enable the Company to keep the information ready.
13. The notice of the 95th AGM and instructions for e-voting along with the attendance slip and proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

**Registered Office:**

**Bombay Mutual Building  
9, Brabourne Road  
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Dated: 28th May, 2015**

**By Order of the Board**

**Anup Gupta  
Company Secretary**

## **EXPLANATORY STATEMENTS PURSUANT TO SEC 102 (1) OF THE COMPANIES ACT, 2013**

### **Item No.1**

The Board of Directors of the Company (the Board) at its meeting held on 28th May, 2015 on the basis of the recommendations of the Nomination & Remuneration Committee, approved the appointment of Mr.Vinod Mimani, Independent Director of the Company in terms of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as set out in the Resolution relating to the appointment, subject to the approval of the Shareholders of the Company.

The Company has received from Mr.Mimani, a consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rule 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and also a declaration to the effect that he meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The said Director is independent of the management of the Company

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the requisite deposits proposing his candidature as Director.

The Director is entitled to sitting fees, as may be determined by the Board.

Brief resume of the Director and additional information as required under the Companies Act 2013 is attached. It is proposed to appoint him as an Independent Director to hold office from the date of this Annual General Meeting upto expiry of 5 consecutive years or the date of 100th Annual General Meeting whichever is earlier.

The Board recommends, the Ordinary Resolution for your approval.

Except Mr.Vinond Mimani, being an appointee, none of the Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution set out at Item No.6 of the Notice.

### **Item No.2**

The Board of Directors of the Company at its meeting held on 28th March, 2015 appointed Mrs.Sunita Sarda (DIN 07139038) as an Additional Director who holds her office only up to this Annual General Meeting. Pursuant to provisions of Section 160 of the Companies Act, 2013, the Company has received a notice from a shareholder proposing her candidature for the office of Director along with requisite deposit proposing her candidature as Director.

Further as per the provisions of Sec.149 (1) of the Companies Act, 2013 every listed Company is required to appoint One Women Director in its Board. Accordingly her appointment as Women Director will also comply with the requirements of the Act. A brief resume of Mrs.Sarda as required under the Companies Act 2013 is attached.

The Board recommends, the Ordinary Resolution for your approval.

Except Mrs.Sarda, being an appointee, none of the Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution set out at Item No.7 of the Notice.

### **Item No.3**

As per the provisions of Section 186 of the Companies Act, 2013 (the Act) no Company shall directly or indirectly (a) give any loan to any person or other body corporate (b) give any guarantee or provide security in connection with a loan to any other body

corporate or person, and (c) acquire by way of subscription, purchase or otherwise, the securities of any body corporate, exceeding sixty per cent of its paid up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and share premium account, whichever is higher.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified under section 186 of the Act prior approval of the members of the company by means of a Special Resolution is required.

The members of the Company by way of a Special Resolution passed through postal Ballot, results of which were declared on 27th November, 2010 had authorized the Board to make loans, give any guarantee or provide any security or make investments including an investment in to a Joint Venture at Indonesia, of a sum not exceeding Rs.5.00 crores (Rupees Five crores only) Necessary legal and procedural formalities of the said Joint Venture are still in progress.

The Company is further desirous of entering into a new Joint Venture in Singapore to undertake Trading business of Agro Products & Spices. Notwithstanding the fact that the aggregate of all existing or proposed loans, investments so far made or to be made, the amounts for which guarantee or security so far provided or to be provided to or in all other body corporate(s) may exceed the existing limits.

Taking into consideration, the requirement of additional; investments to be made, the limit of loans to be given, investments to be made & guarantees to be provided, the limit be revised from Rs.5.00 Crores (Rupees Five crores) to Rs.10.00 crores (Rupees Ten crores)

As the provisions of the Act and the Rules there under, require the Company to seek approvals of the Members by way of Special Resolutions, where giving of any loan, guarantee, or providing security or the said acquisition exceeds the limits specified under the Act. Hence, in order to remain compliant with the relevant provisions under the Act consent of the members is hereby requested by way of proposed Special Resolutions pursuant to Sec 186 of the Companies Act as set out at Item No. 8 of the Notice.

None of the Directors, Key managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their shareholdings in the Company

#### Item No.4

With the introduction of Companies Act, 2013 which has been notified and became effective, all listed public limited companies, limited by shares need to adopt Table 'F' in place of Table 'A' of erstwhile Companies Act, 1956.

To comply with the above provisions, it is proposed to adopt Table 'F' as the Articles of association of the Company. The shareholders approvals is required to adopt Table 'F' and authorize the Board of Directors to give effect to this and amend the Articles of Association of the Company accordingly.

Your Directors recommended the Resolution No. 9 as Special Resolution for approval. None of the Directors and Key Management Personnel of the Company are interested in the resolution.

#### Brief Resume of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting.

Name of Director	K K Damani	Vinod Mimani	Bharat Mohta	Sunita Sarada
DIN No	01385252	00053976	00392090	07139038
Date of Birth	17.08.1949	07.06.1950	14.02.1975	03.03.1967
Date of Appointment	15.04.1998	30.12.2014	30.10.2005	28.03.2015
Expertise in Specific functional area	Chemical Engineer	Corporate & Financial Activities	Executive	Finance & Accounting
Qualification	B.Tech (Hons)	B E	B.Com / Diploma in Business Management	B Com
Directorships held in other Companies (excluding foreign Companies)	Nil	1. Chetna Wood Products Pvt Ltd 2. Bikaner Mercantile Pvt Ltd 3. Exotica Builders Pvt Ltd 4. Oricon Enterprises Ltd 5. Ceres Company Ltd 6. Candid Vyappar Pvt Ltd 7. G D Trading & Agencies Ltd 8. Sri Sankarshan Pvt Ltd	1. Arvind Engg Works Ltd 2. Indian Glass & Electricals Ltd 3. Security Company Ltd	

## VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. 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.
- IV. The remote e-voting period commences on 25th September 2015 (9:00 am) and ends on 27th September 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015, may cast their vote by remote e-voting. The remote e- voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e- voting are as under:
  - A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**
    - i. Open email and open PDF file viz;  
“remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - ii. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
    - iii. Click on Shareholder – Login
    - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - vii. Select “EVEN” of “The Indian Wood Products Company Limited”.
    - viii. Now you are ready for remote e-voting as Cast Vote page opens.
    - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
    - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
    - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
    - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. **In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
    - I. Initial password is provided in the Annexure enclosed herewith with this AGM notice.
    - II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- VII.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII.** You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
- IX.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2015.
- X.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [iwpcal1@cal2.vsnl.net.in](mailto:iwpcal1@cal2.vsnl.net.in).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII.** A 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 i.e. 21st September, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII.** Mr.Ashok Kumar Daga, Company Secretary (in whole-time practice) (Membership No.FCS-2699 and CP No-2948) of 56, M C Garden Road (Dum Dum) Kolkata – 700 030 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e- voting process in a fair and transparent manner.
- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.iwpkatha.com](http://www.iwpkatha.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges, where the shares of the Company are listed viz. The Calcutta Stock Exchange Limited.
- XVII.** Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

**Registered Office:  
Bombay Mutual Building  
9, Brabourne Road  
Kolkata – 700 001  
Dated: 28th May, 2015**

**By Order of the Board  
  
Anup Gupta  
Company Secretary**



# The Indian Wood Products Company Limited

CIN L20101WB1919PLC003557

Regd off: 7th floor, 9 Brabourne Road, Kolkata – 700 001

Tel 033 32523820, Fax No.033 22426799 email: iwpcal1@cal2.vsnl.net.in

## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall)

I hereby record my presence of the 95th Annual General Meeting of the Company held on Monday 28th September,2015 at 3.30 PM at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata – 700 017 or any adjournment thereof.

Full Name of the member (in BLOCK LETTERS) .....

Folio No..... DP ID No..... Client ID No.....

Name of Member (s).....

Name of the Proxy holder .....

Registered Address.....

.....

No. of shares Held .....

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**Signature of the Member / Representative / Proxy Holder\***

**\* Strike out whichever is not applicable.**

*Note:*

Shareholder / Proxy holder wishing to attend the meeting must bring this Attendance slip to the venue and hand over at the entrance duly signed.

# The Indian Wood Products Company Limited

CIN L20101WB1919PLC003557

Regd off: 7th floor, 9 Brabourne Road, Kolkata – 700 001

Tel 033 32523820, Fax No.033 22426799 email: iwpcal1@cal2.vsnl.net.in

[Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules 2014]

## PROXY FORM (FORM NO.MGT-11)

Folio No..... DP ID No..... Client ID No.....

Name of Member (s) ..... email id.....

Registered address .....

I/We, being the Member(s) holding.....shares of the above named Company, hereby appoint

(1) Name	
Address	
E-Mail Id	Signature OR failing him
(2) Name	
Address	
E-Mail Id	Signature OR failing him
(3) Name	
Address	
E-Mail Id	Signature OR failing him

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 95th AGM of the Company, to be held on 28th day of September,2015 at 3.30 PM at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolution(s) as are indicated below

Sl.No.	Resolution	For	Against
<b>Ordinary Business</b>			
1	To receive, Consider and Adopt the Balance Sheet, Statement of Profit & Loss, as at 31st March, 2015 & Report of Auditors and Directors Report thereon		
2	To Declare Dividend @ 12.5% for the year ended 31st March,2015		
3	To appoint Mr K K Damani,as a Director, liable to retire by rotation		
4	To appoint Mr Bharat Mohta, as a Director, liable to retire by rotation		
5	To re-appoint M/s. S K Agrawal & Co, Chartered Accountants as Statutory Auditors and to fix their remuneration		
<b>Special Business</b>			
6	To appoint Mr.Vinod Mimani as an Independent Director for a period of 5 years – as an Ordinary Resolution		
7	To appoint Mrs Sunita Sarda as regular Director - as an Ordinary Resolution		
8	To authorize Board to give loan / guarantee or to make investment U/s.186 of the Companies Act .- as a Special Resolution		
9	To Change Articles of association - as a Special Resolution		

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

Signature of Shareholder(s).....

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

Affix  
Revenue  
Stamp

### Notes:

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