

1985 - 2015

September 02, 2017

To,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai - 400001

Subject: Notice of Annual General Meeting, Book closure, Record Date & E-Voting

Scrip Code: 523820

Dear Sir,

Pursuant to Regulation 30,42,44 and any other applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is informed as under:

1. The 32<sup>nd</sup> Annual General Meeting of members of Neo Corp International Limited will be held on Friday, 29<sup>th</sup> September, 2017 at 11.30 AM at the Registered Office of the Company at 220, Mahavir Industrial Estate Opposite Mahakali Caves Road, Andheri (E) Mumbai- 400093, copy of notice is enclosed herewith
2. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2017 to 29<sup>th</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
3. As per Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to its members to cast their votes on all the resolutions set forth in the Notice. The cut-off date for the purpose of determining members for remote e-voting facility is Friday, 22<sup>nd</sup> September, 2017. The remote e-voting facility will be available during the following period:

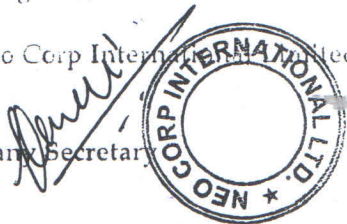
|                                 |  |
|---------------------------------|--|
| Commencement of e-voting period | Tuesday, 26th September, 2017 (9.00 a.m.)  |
| End of e-voting period:         | Thursday, 28th September, 2017 (5.00 p.m.) |

Kindly take the above information on record.

Thanking You,

For Neo Corp International Limited

Company Secretary



- Government Recognised Export House
- ISO 9001:2008 & ISO 22000:2005 Certified
- BRC/IOP Certified

Registered Office: 220 Mahavir Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai - 400 093, Maharashtra INDIA  
P: +91 22 2687 9510 | F: +91 22 2687 9510 | E: bom@neocorp.co.in

Corporate Office & Works: Plot No. 62-63 Industrial Area Sector 1, Pithampur, Dist. Dhar - 454 775, Madhya Pradesh INDIA  
P: +91 7292 410 400 (2 lines) | F: +91 7292 420 299 | E: contact@neocorp.co.in

**NEO CORP INTERNATIONAL LTD.**  
**CIN: L24132MH1985PLC223220**  
**220 MAHAVIR INDUSTRIAL ESTATE, OPP. MAHAKALI CAVES ROAD,**  
**ANDHERI (E), MUMBAI-400093**

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY, THE 29<sup>TH</sup> SEPTEMBER, 2017 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 220 MAHAVIR INDUSTRIAL ESTATE, OPP. MAHAKALI CAVES ROAD, ANDHERI (E), MUMBAI-400093 TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS**

1. To receive, consider and adopt:

- (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the report of the Auditors thereon.

2. To appoint a Director in place of Shri Utkarsh Trivedi (DIN 00773581) who retires by rotation and being eligible offers himself for re-appointment.

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force) M/s STAK & Associates, Chartered Accountants, Indore (Firm Registration No. 015467C), the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of 32<sup>nd</sup> Annual General Meeting until the conclusion of 37<sup>th</sup> Annual General Meeting to be held in year 2022 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.”

**SPECIAL BUSINESS**

To ratify the remuneration of the Cost Auditors for the Financial year ending 31st March, 2018 and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 75000 (Rupees Seventy Five Thousand Only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2018 to be paid to Mr. Satish Kumar Gupta, Cost Accountants, Indore (Membership No. 33541) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Mumbai  
Date: 02.09.2017

For and on behalf of the Board

Manali Goyal  
(Company Secretary & Compliance Officer)

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE

**INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**

2. The relative Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out above is annexed hereto.
3. The route map for venue of Annual General Meeting alongwith prominent landmark is enclosed with this Annual Report.
4. Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. Members attending the meeting are requested to bring with them the Attendance slip attached to the Annual Report dully filled in and signed and handover the same at the entrance of the hall.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company shall remain closed during the period from **23<sup>rd</sup> September, 2017 to 29<sup>th</sup> September, 2017 (both days inclusive)** for the purpose of 32<sup>nd</sup> Annual General Meeting.
8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
9. The Electronic copy of the Annual Report for the financial year ending 31<sup>st</sup> March, 2017 is being sent to all the members whose email ID are registered with the Company / Depository Participant(s).
10. For members who have not registered their email address, physical copies of the Annual report for the year ending 31<sup>st</sup> March, 2017 is being sent in the permitted mode and the same is placed on the website of the company viz. [www.neocorp.co.in](http://www.neocorp.co.in).
11. Pursuant to the provisions of section 205A and 205C of the Companies Act, 1956 dividend which remain unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
  - Members who have not encashed the dividend warrant(s) till date are requested to make their claim directly to the company or to M/s Ankit Consultancy Private Limited(R&STA), without any delay.
  - Members are requested to refer Corporate Governance Report which inter-alia contains details regarding unclaimed dividend.
12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
13. Members are requested to send their queries, if any at least 10 days in advance so that the information can be made available at the meeting and to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
14. Copies of relevant documents can be inspected at the registered office of the Company on all working days from Monday to Friday between 11.00 AM to 2.00 PM up to date of meeting.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act will be available for inspection by the Members at the AGM.
16. The Company has designated an exclusive email ID investor\_relations@neocorp.co.in which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.
17. As shares of the Company are traded under compulsory demat for all investors, Members are requested to dematerialize their shareholding to avoid inconvenience.
18. Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, additional information in respect of the Director seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
19. The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility of "remote e-voting" (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:
  - (i) The e-voting period begins on Tuesday, 26<sup>th</sup> September, 2017 from 9.00 A.M. and ends on Thursday, 28<sup>th</sup> September, 2017 at 5.00 p.m. 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 Friday 22<sup>nd</sup> September, 2017, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. 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](http://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](http://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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details <b>OR</b> Date of Birth (DOB)               | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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).</p>  |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 the relevant <NEO CORP INTERNATIONAL LIMITED > on which you choose to vote.
- (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 same 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - Mr. Ashish Karodia, Practicing Company Secretaries (Membership No. 6549) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
  - The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the AGM, 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 favor or against , if any , forthwith to the chairman of the Company.
  - The results shall be declared on or after the AGM of the Company. The results declared along with the scrutinizer’s Report shall be placed on the Company’s website [www.neocorp.co.in](http://www.neocorp.co.in) and website of CDSL and will be communicated to the stock exchange.
  - The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29<sup>th</sup> September, 2017 subject to receipt of the requisite number of votes in favour of the Resolutions.

Relevant documents referred to in this Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11.00 a.m. to 1.00 p.m. up to the date of ensuing annual general meeting.

**Place: Mumbai**  
**Date: 02.09.2017**

**For and on behalf of the Board**

**Manali Goyal**  
**(Company Secretary & Compliance Officer)**

**Regd. Office:**

**NEO CORP INTERNATIONAL LTD**  
**CIN NO. L24132MH1985PLC223220**  
**220 Mahavir Industrial Estate,**  
**Opp. Mahakali Caves Road, Andheri (E),**  
**Mumbai-400093 (M.H.)**

**EXPLANATORY STATEMENT**  
**{Pursuant to Section 102 (1) of the Companies Act, 2013}**

**Item No. 3**

M/s. STAK & Associates, Chartered Accountants, Indore (Firm Registration No. 015467C) were appointed as the Statutory Auditors of the Company for the financial year 2016-17 to fill the Casual Vacancy in the office of Statutory Auditor due to resignation of M/s. A. P. Garg & Co., previous Auditors of the Company.

As per Section 139(8) of the Companies Act 2013, the Statutory Auditor appointed to fill the Casual Vacancy shall hold office upto the conclusion of the next Annual General Meeting of the Company. Therefore M/s STAK & Associates were appointed by way of Postal Ballot to hold the Office upto conclusion of this Annual General Meeting.

Pursuant to the provisions of the Companies Act, 2013 "the Act" and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors in the meeting held on 30th May, 2017, on the recommendation of the Audit Committee, recommended appointment of M/s. STAK & Associates, Chartered Accountants, Indore (Firm Registration No. 015467C), as the Statutory Auditors of the Company for a period of five years i.e., to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company, to be held in the year 2022, subject to approval of shareholders and ratification of their appointment by the Members at every Annual General Meeting, if required till the 37th Annual General Meeting and at such remuneration as may be mutually agreed between the Board of Directors and the Auditors from time to time.

Consent of the Auditors and certificate u/s 139 of the Act have been obtained from the Auditors to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for your approval.

**Item No.4**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Satish Kumar Gupta, Cost Accountants, Indore (Membership No. 33541), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018.

In accordance with the provisions of Section 148 of the Companies Act,2013, read with the Companies (Audit and Auditors) Rules, 2014,the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the accompanying Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

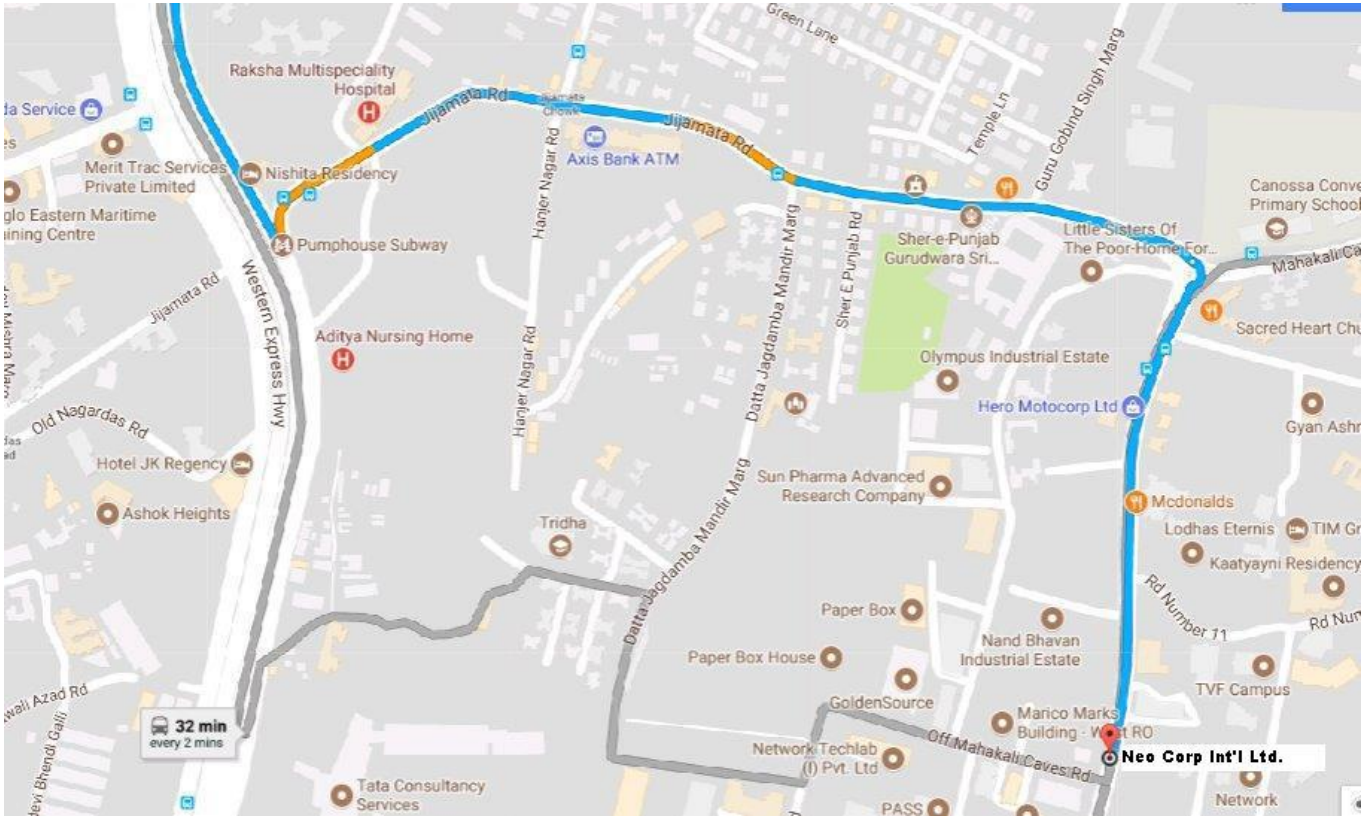
**Place: Mumbai**  
**Date: 02.09.2017**

**For and on behalf of the Board**

**Sunil K. Trivedi**  
**(Chairman & Managing Director)**  
**(DIN 00053000)**

### ROUTE MAP TO THE AGM VENUE

Venue: 220, Mahavir Industrial Estate, Opp Mahakali Caves Road, Andheri(E), Mumbai – 400 093 Maharashtra



Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015, the additional information of Directors seeking appointment/re-appointment in the ensuing Annual General Meeting under Item no 2 is as follows:

|   |   |
|---|---|
| Name of Director/ Appointee   | Shri Utkarsh Trivedi  |
| DIN No.   | 00773581  |
| Date of Birth   | 24/04/1988  |
| Date of Appointment   | 22/04/2013  |
| Qualification   | BA honours in Business Studies from De Montfort University, Leicester, England and diploma in Family Business Management from S.P. Jain Institute of Management and Research, Mumbai  |
| Expertise/ Experience in specific functional areas  | Around 7 years of experience in the field of administration and management.   |
| No. & % of Equity Shares held   | 858337 2.26%  |
| List of outside Company's Directorship held   | Olympian Investors & Traders Pvt. Ltd.<br>Sacos Indigo Pvt. Ltd.<br>Neo DS Advanced Nonwoven Ltd.<br>Poly Logic International Pvt. Ltd<br>Synergy Education International Pvt. Ltd<br>Jas Polysack Pvt. Ltd.<br>Panam Packers Pvt. Ltd. |
| No. of Board Meetings Attended during the year  | 9 out of 9  |
| Remuneration  | Rs. 14.44 Lacs per annum  |
| Chairman / Member of the Committees of the Board of Directors of the Company                          | Member:<br>1. CSR Committee<br>2. Management Committee<br>3. Audit Committee  |
| Chairman / Member of the Committees of the Board Directors of other Companies in which he is director | CSR Committee of Sacos Indigo Pvt. Ltd. (Chairman)  |
| Relationship between directors inter-se   | Shri Sunil K Trivedi is father of Shri Utkash Trivedi   |



**NEO CORP INTERNATIONAL LTD.**

**NEO CORP INTERNATIONAL LIMITED**

*CIN: L24132MH1985PLC223220*

*Regd. Office: 220, Mahavir Industrial Estate, Off. Mahakali Caves Road Andheri (E), Mumbai- 400 093, Maharashtra INDIA*

**ATTENDANCE SLIP**

**PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

|                     |  |               |  |
|---------------------|--|---------------|--|
| Client Id:          |  | Folio No.     |  |
| DP id:              |  | No. of Shares |  |
| Name of Shareholder |  | Address       |  |

I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company held on Friday, 29<sup>th</sup> September 2017 at 11.30 am at 220, Mahavir Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai – 400 093 Maharashtra, India.

**Signature of Shareholder/Proxy** \_\_\_\_\_

.....TEAR OFF.....

**Form MGT 11  
NEO CORP INTERNATIONAL LIMITED**

*CIN: L24132MH1985PLC223220*

*Regd. Office: 220, Mahavir Industrial Estate, Off. Mahakali Caves Road Andheri (E), Mumbai- 400 093, Maharashtra INDIA*

**PROXY FORM**

**32<sup>nd</sup> ANNUAL GENERAL MEETING  
[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 member(s) |  | E-mail id                  |  |
| Registered Address    |  | Folio No./Client Id/DP id: |  |

I/We, being the member (s) of ..... 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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on the 29<sup>th</sup> day of September 2017 at 11.30 a.m. at 220, Mahavir Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai – 400 093 Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt standalone and consolidated financial statements for the year ended 31<sup>st</sup> March, 2017.
2. To appoint a Director in place of Mr. Utkarsh Trivedi, who retires by rotation and being eligible offers himself for re-appointment.
3. Appointment of Statutory Auditors.

Signed this..... day of..... 20....  
Signature of shareholder \_\_\_\_\_  
Signature of Proxy holder(s) \_\_\_\_\_

Affix Re 1  
Revenue  
Stamp

**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.**