

EVINIX INDUSTRIES LIMITED

Registered office: KH-43, Setor-45, Mewla, Maharajpur,

FARIDABAD-121003, HARYANA.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of Evinix Industries Limited will be held on Wednesday, the 4th July, 2012 at 11.00 A.M. at Hotel Rajhans, Suraj kund , Faridabad to transact the following special business:

SPECIAL BUSINESS:

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 section-224 (7) of the Companies Act, 1956 and subject to the approval of the Central Government (power delegated to the Regional Director) M/s A.S.Patwa & Co., Chartered Accountants, Faridabad, Haryana who were appointed as the Auditors of the company at the last (15th AGM) Annual General Meeting held on 29th September, 2011 to hold office up to the conclusion of the next Annual General Meeting of the company be and are hereby removed from such office of the Auditors of the company before the expiry of their term."

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 section 224,224(1B) & 225 of the Companies Act, 1956 and subject to the approval of the Central Government (powers delegated to the Regional Director) for the removal of the existing Auditors of the company M/s Mukesh Mittal & Associates, Chartered Accountants of New Delhi be and are hereby appointed as the Auditors of the company to hold the office from the date of ordering removal of M/s A.S.Patwa & Co., Chartered Accountants, Faridabad, Haryana, the existing Auditors as approved by the Regional Director up to the conclusion of the next Annual General Meeting of the company on a remuneration to be decided by the Board of Directors."

By the order of the Board

For Evinix Industries Limited



Raghuvansh Mani

(Raghuvansh Mani)

Company Secretary

Date: 5th June, 2012

Place: FARIDABAD

NOTES:

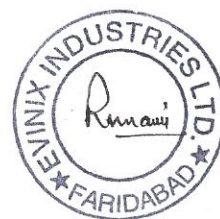
1. The Explanatory Statement in respect of item numbers 1& 2 above, pursuant to section 173 (2) of the Companies Act, 1956 ,which set out details to the Special Business to be transacted at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY) INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE THE MEMBER OF THE COMPANY.PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members are requested to address all correspondences including any change in their address to the Registrar & Transfer Agent as mentioned below:

M/s Beetal Financial & Computer Services (P) LIMITED,
Beetal House, 3rd Floor,
99, Madangir, behind Local Shopping Centre,
New Delhi-110062.

4. Members / Proxy holders are requested to produce the enclosed Attendance Slip duly signed at the entrance to the meeting for admission to the meeting.
5. All the documents referred to in the accompanying notice are open for inspection at the Registered office of the company situated at KH-43, Setor-45, Mewla Maharajpur, Haryana during business hours on all working days except Sundays and Holidays between 10.00 A.M. to 1.00 P.M. up to the date of Extra Ordinary General Meeting.

EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 1 & 2 ABOVE PURSUANT TO THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956:

It is to inform to the members that the company has received a notice from Mr. Chetan Chaddha, a member of the company holding 7000 equity shares of the company to remove the existing Auditors M/s A.S.Patwa, Chartered Accountants, Faridabad, Haryana in view of the delay caused by them in finalization of audit of the accounts for the financial year ended on 31st March, 2012 of the company and to appoint any other Auditors as new Auditor subject to the approval of the Central Government and members in general meeting. The said notice was placed before the Board in its last meeting held on 30th May, 2012. It was observed by the Board that the existing Auditors M/s A.S.Patwa, Chartered Accountants have behaved unprofessionally and unethically in deliberate delaying the audit process for the financial year 2011-12 which affect prejudicially to the interest of the company as delay in filing the reference to the BIFR resulting into consequent delay in the revival / rehabilitation process of the company. Earlier, for the purpose of filing the reference to BIFR, the financial year 2011-12 was, after having discussion with the existing Auditors, fixed by the Board for nine months ended on 31st December, 2011 in view of expeditiously filing of reference with BIFR for registration as Sick Unit as company's entire net worth is likely to be eroded during such period.



Despite company's regular follow up and efforts as well as commitment to make current year audit fee, audit work was delayed on one pretext or other and finally exiting Auditor did not complete the same till 31st March, 2012. The Board had then decided to extend the financial year 2011-12 for the full 12 months ended 31st March, 2012 and after completing draft accounts for the financial year 31st March, 2012, the company again approached existing Auditor to finalize audit at the earliest to enable the company to file reference to BIFR for the revival / rehabilitation of the company. Auditors have vide letter dated 17.4.2012 categorically declined to even start audit work until outstanding dues are paid in advance. Auditor is aware that the company is passing through financial crunch on account of various reasons and therefore not in position to make payment of creditors dues until revival of the company, his stand at this stage was highly improper, putting undue pressure, coercive and arm twisting. Auditor had, despite all assistance, deliberately kept the accounts pending for long time thereby preventing directors to file statutory reference with BIFR and delayed revival/ rehabilitation process. It was also observed by the Board that the attitude and activities of the Audit firm were very much detrimental to the interests of the company. Auditors is misusing his statutory position as Auditor of the company and violating the ethical code of conduct of professional qualification. The Board had then also decided to recommend removing the existing Auditors M/s A.S.Patwa & Co., Chartered Accountants subject to the approval of the Central Government (now the power delegated to the Regional Director) and approval of the members in this general meeting. The Board recommended the resolutions for the approval by the members in this Extra Ordinary General Meeting.

None of the Directors is concerned or interested in any way in the proposed resolutions.

By the order of the Board

For Evinix Industries Limited



R. Mani

(Raghuvansh Mani)

Company Secretary

Date: 5th June, 2012

Place: FARIDABAD

EVINIX INDUSTRIES LIMITED

Regd. Office: Rammashraya, KH-43, Sector-45, Mewla Maharajpur, Faridabad-121003, Haryana

Regd. Folio No..... Client I.D..... D.P.I.D.....

ATTENDANCE SLIP-EXTRA-ORDINARY GENERAL MEETING-4TH JULY, 2012

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HANDOVER IT AT THE ENTRANCE

I certify that I am a member / proxy for the member of the company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Wednesday, the 4th July, 2012 at 11.00 A.M. at Hotel Rajhans, Suraj Kund, Faridabad, Haryana.

Member / Proxy's name in Block Letters

Member's / Proxy's Signature

- Note:
1. Members/Proxy must bring the Attendance Slip to the meeting and hand it over, duly signed, at the registration counter.
 2. The copy of the Notice may please be brought to the Meeting Hall.
 - 3. NO GIFTS WILL BE GIVEN.**

- Strike out whichever is not applicable.

EVINIX INDUSTRIES LIMITED

Regd. Office: Rammashraya, KH-43, Sector-45, Mewla Maharajpur, Faridabad-121003, Haryana

Regd. Folio No..... Client I.D..... D.P.I.D.....

PROXY FORM-EXTRA-ORDINARY GENERAL MEETING-4TH JULY, 2012

I /We -----

Of-----

Being a member /members of Evinix Industries Limited hereby appoint Mr.-----

-----of-----

Of failing him/her-----of-----

As my /our Proxy and vote for me /us on my /our behalf at the Extra Ordinary General Meeting of the company to be held on Wednesday, the 4th July, 2012 at 11.00 A.M. at Hotel Rajhans, Suraj Kund, Faridabad, Haryana.

Signed this-----day of-----2012.

- Note:
1. Proxy need not to be a member.
 2. Proxy form, complete in all respect, should reach the company's registered office situated at Rammashraya, KH-43, Sector-45, Mewla Maharajpur, Faridabad-121003, Haryana, not ssthan 48 hours before the scheduled time of the meeting.

1. Signature-----

*Applicable only in case of investors holding shares in Electronic Form.