



## HINDALCO INDUSTRIES LIMITED

CIN No: L27020MH1958PLC011238

Registered Office: Century Bhavan, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai- 400030  
Email: hil.investors@adityabirla.com website:www.hindalco.com Tel: (022)66626666 Fax: (022)24227586/24362516

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Fifty-Sixth** Annual General Meeting of the Shareholders of Hindalco Industries Limited will be held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai - 400 020, on **Wednesday, the 16th September, 2015 at 3.00 P.M** to transact, with or without modification(s) as may be permissible, the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31st March, 2015 and the Report of the Directors' and the Auditors' thereon.
2. To declare and sanction the payment of Dividend on equity shares of the Company for the financial year 2014-2015.
3. To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires from office by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Satish Pai (DIN: 06646758), who retires from office by rotation and being eligible, offers himself for reappointment.
5. To ratify the appointment of the Auditors of the Company holding office from the conclusion of the fifty-fifth Annual General Meeting until the conclusion of the fifty eighth Annual General Meeting of the Company and for the purpose, to pass the following resolution, which will be proposed as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the appointment of Messrs Singhi & Company (Registration No. 302049E), Chartered Accountants, Kolkata, holding office from the conclusion of the fifty-fifth Annual General Meeting until the conclusion of the fifty eighth Annual General Meeting of the Company to be held in the calendar year 2017 and that the Board of Directors of the Company and the audit committee of the Company being authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties, as previously approved by the shareholders at the Fifty-Fifth Annual General Meeting, be and is hereby ratified and confirmed."

#### SPECIAL BUSINESS:

6. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2016 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 not exceeding ₹ 10 Lakhs (₹ Ten Lakhs only) plus service tax, including cess, as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2016 to be paid to M/s Nanabhoy & Co., Cost Accountants, 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."

7. To approve the appointment of Mr. Yazdi Dandiwala (DIN: 01055000) who was appointed as an Independent Director on the Board of the Company, under Section 149 and Schedule IV of the Companies Act, 2013 and in that behalf, 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 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules thereunder and pursuant to the provisions of Clause 49 of the Equity Listing Agreement (including any modification or amendment thereof), the appointment of Mr. Yazdi Dandiwala (DIN: 01055000), as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years, from 14th August, 2015 to 13th August, 2020 be and is hereby approved."

8. To approve the offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis and in this regard to consider and if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement for Debt Securities (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to offer, invite subscription for or issue Non-Convertible Debentures ("NCDs"), secured or unsecured, during a period of one year from the date of this Annual General Meeting until

September 15, 2016, in one or more series / tranches, aggregating up to an amount not exceeding ₹ 6000 Crores (Rupees Six Thousand Crores only), on a private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all acts and take all such steps as may be necessary and to delegate all or any of these powers to any Director(s) or officer(s) to give effect to this resolution."

9. To modify/amend the Special Resolution passed at the 54th and 55th Annual General Meeting of the Company for the appointment of Mr. Satish Pai (DIN: 06646758) as the Whole time Director of the Company and accordingly, to consider and if thought fit to pass the following resolution, which will be proposed as a Special Resolution:

"RESOLVED THAT in partial modification of the Special Resolutions passed at the Fifty Fourth Annual General Meeting of the Company held on 10th September, 2013 and at the Fifty-Fifth Annual General Meeting of the Company held on 24th September, 2014 and pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules, if any, applicable under the Act (including any statutory modifications or re-enactment thereof for the time being in force), the remuneration of Mr. Satish Pai (DIN: 06646758), who had been appointed as Whole time Director of the Company for a period of five years with effect from August 13, 2013, be and is hereby revised to include grant of Stock Appreciation Rights ("SARs") under the Long Term Incentive Compensation (LTIC) as may be determined by the Board of Directors (which term includes a duly constituted committee of the Board authorised to exercise its powers conferred by this resolution) and other terms and conditions of his appointment and remuneration shall remain unaltered as provided in the Special Resolutions passed at the 54th and 55th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment and/or remuneration so as not to exceed the applicable limit specified in Section 197 read with Schedule V of the Act (including any statutory modifications or re-enactment thereof for the time being in force), that may be agreed between the Board of Directors and Mr. Satish Pai.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, desirable or expedient and do all such acts, deeds, matters and things including settling or resolving any doubts as may be required from time to time in connection with this resolution and the matters related thereto."

By Order of the Board of Directors  
For Hindalco Industries Limited

Place: Mumbai  
Date: 14th August, 2015

Anil Malik  
Company Secretary

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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 not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% 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 shareholder. 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 enclosed herewith.

2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 6 to 9 of the Notice set above, is annexed hereto.
4. The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from Wednesday, the 9th September, 2015 to Wednesday, the 16th September, 2015 (both days inclusive) for the purpose of payment of dividend, approved by the members.
5. The dividend as recommended by the Board, if approved at the meeting, will be paid on or after 21st September, 2015 to the members or their mandates whose names are registered in the Company's Register of Members, as under:
- To all Beneficial Owners in respect of shares held in dematerialized form, as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 8th September, 2015;
  - To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 8th September, 2015.

Equity shares that may be allotted upon the exercise of stock options granted under the Employee Stock Option Schemes before the book closure date shall rank pari passu with the existing equity shares and shall be entitled to receive the dividend, if approved at the meeting.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company.
7. I. The Company has listed its Shares at:
- BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
  - The National Stock Exchange of India Limited, 5th Floor, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051.

II. The Company has listed its Debentures at:

The National Stock Exchange of India Limited, 5th Floor, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.

The listing fees of these Exchanges have been paid in time.

8. As per the requirement of Clause 49 of the Listing Agreement and Secretarial Standards, for appointment/reappointment of the Directors, a statement containing details of the concerned Directors are provided herewith. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
10. The Notice of the Annual General Meeting along with the Annual Report 2014-15 is being sent by electronic mode to those members whose e-mail addresses are registered with the Depositories viz. NSDL/CDSL and the Company, 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. Such members holding shares in physical mode are requested to register their e-mail IDs with the Company and members holding shares in demat mode are requested to register their e-mail IDs with their respective Depository Participants (DPs).
11. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in this Notice. The instructions for e-voting are enclosed with this Notice.
12. Members are requested to make all correspondence in connection with the shares held by them by addressing letters directly to the Company quoting their Folio number or their Client ID number with DP ID number, as the case may be.
13. Members who do not have access to e-voting facility may send the duly completed Ballot Form (part of this Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. B. Narasimhan, proprietor of BN & Associates, Practicing Company Secretaries, not later than 5 p.m. on Tuesday, 15th September, 2015. Ballot Form(s) received thereafter will be treated as invalid.
14. The Ministry of Corporate Affairs (MCA), Government of India, through its circular No. 17/2012 dated 23rd July, 2012 has directed companies to upload on the Company's website information regarding unpaid and unclaimed dividend. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on [www.hindalco.com](http://www.hindalco.com).
15. Shareholders are requested to read the "Shareholders' Information" Section of the Annual Report for useful information.
16. The route map of the venue of the meeting is given in the Notice. The prominent landmark for the venue is that it is near Bombay Hospital.

## ANNEXURE TO NOTICE

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

#### Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Nanabhoy & Co, Cost Accountants, Mumbai, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016.

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 is required 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. 6 of the accompanying Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

The Board commends the Ordinary Resolution set out at Item No. 6 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.

#### Item No. 7

Mr. Yazdi Dandiwala was appointed as an Independent Director by the Board of Directors of the Company at its meeting held on 14th August, 2015, under Section 149 and Schedule IV of the Companies Act, 2013 for a term of five years till 13th August, 2020. Mr. Yazdi Dandiwala, a Partner of Mulla & Mulla and Craigle Blunt & Caroe, Advocates & Solicitors, has an extensive Corporate Commercial law practice with vast experience in intricate transactions including mergers and acquisitions, joint ventures, investments by venture capitalists, etc. and he is one of the leading corporate lawyers.

Considering his vast experience, the Board is of the opinion that it will be beneficial to the Company to avail of his services as an Independent Director of the Company.

Mr. Dandiwala, has given separate declarations to the Board that he (i) meets the criteria of independence as provided under section 149(6) of the Act and also Clause 49(II)(B) of the Equity Listing Agreement ; and (ii) is not disqualified from becoming a director under the Companies Act, 2013. He has also consented to his appointment as an Independent Director of the Company. The Board has perused the declarations and, in the opinion of the Board, Mr. Dandiwala fulfils the conditions specified in the Act and the Rules framed thereunder and also Clause 49(II) (B) of the Equity Listing Agreement for his appointment as Independent Director and he is independent of the management.

The terms and conditions of the appointment of Mr. Dandiwala including the aforesaid documents shall be open for inspection by the Members at the Registered Office of the Company (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of this Annual General Meeting. The terms and conditions of the appointment of Mr. Dandiwala is also available on the website.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees in respect of the appointment of Mr. Dandiwala as the Independent Director, as required under Clause 49 of the Listing Agreement, is set out in this Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Save and except Mr. Yazdi Dandiwala and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

#### **Item No. 8**

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, inter alia, under Section 42 of the Companies Act, 2013, deals with private placement of securities by a company. Section 42 of the Companies Act, 2013 read with the aforesaid Rule 14 requires that any offer or invitation for subscription to redeemable Non-Convertible Debentures (NCDs) and issuance on a private placement basis, is to be approved by the members by way of a special resolution. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe to NCDs on private placement basis, the company may obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. In order to augment resources for inter alia, the ongoing capital expenditure and/or refinancing/repayment/prepayment of existing loans/ debentures and/or for general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable NCDs, in one or more series / tranches on private placement, issuable/ redeemable at par/discount/premium.

The Articles of Association is available for inspection at the registered office of the Company.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 8 of the Notice. This resolution enables the Board of Directors of the Company (which term shall include any Committee of the Board) to offer or invite subscription to non-convertible debentures, on such terms and conditions, including the issue price of the NCDs, up to an amount not exceeding ₹ 6000 Crores (Rupees Six Thousand Crores), from time to time until September 15,

2016. The Board commends the Special Resolution set out at Item No. 8 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, except to the extent of the NCDs that may be subscribed to by them or their relatives or companies/firms in which they are interested.

#### **Item No. 9:**

Mr. Satish Pai was appointed as the Whole time Director in the Annual General Meeting held on 10th September, 2013 for a period of five years w.e.f. 13th August, 2013 and his terms of appointment were amended in the Annual General Meeting held on 24th September, 2014 so as to make him a Director liable to retire by rotation.

With a view to incentivize and remunerate personnel who contribute to the performance and profits of the Company, it is proposed that the remuneration of Mr. Satish Pai, Whole time Director, be revised to include payment towards grant of Stock Appreciation Rights (SARs) under Long Term Incentive Compensation (LTIC) as set out in the resolution specified at item no. 9 of the accompanying Notice.

The last annual remuneration drawn by Mr. Satish Pai is provided in the Corporate Governance Section of the Annual Report. The documents mentioned above are available for inspection at the registered office of the Company.

The Board commends the Special Resolution set out at item no. 9 of the Notice for approval by the shareholders.

Save and except Mr. Satish Pai and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice.

By Order of the Board of Directors  
For Hindalco Industries Limited

Place: Mumbai  
Date: 14th August, 2015

Anil Malik  
Company Secretary

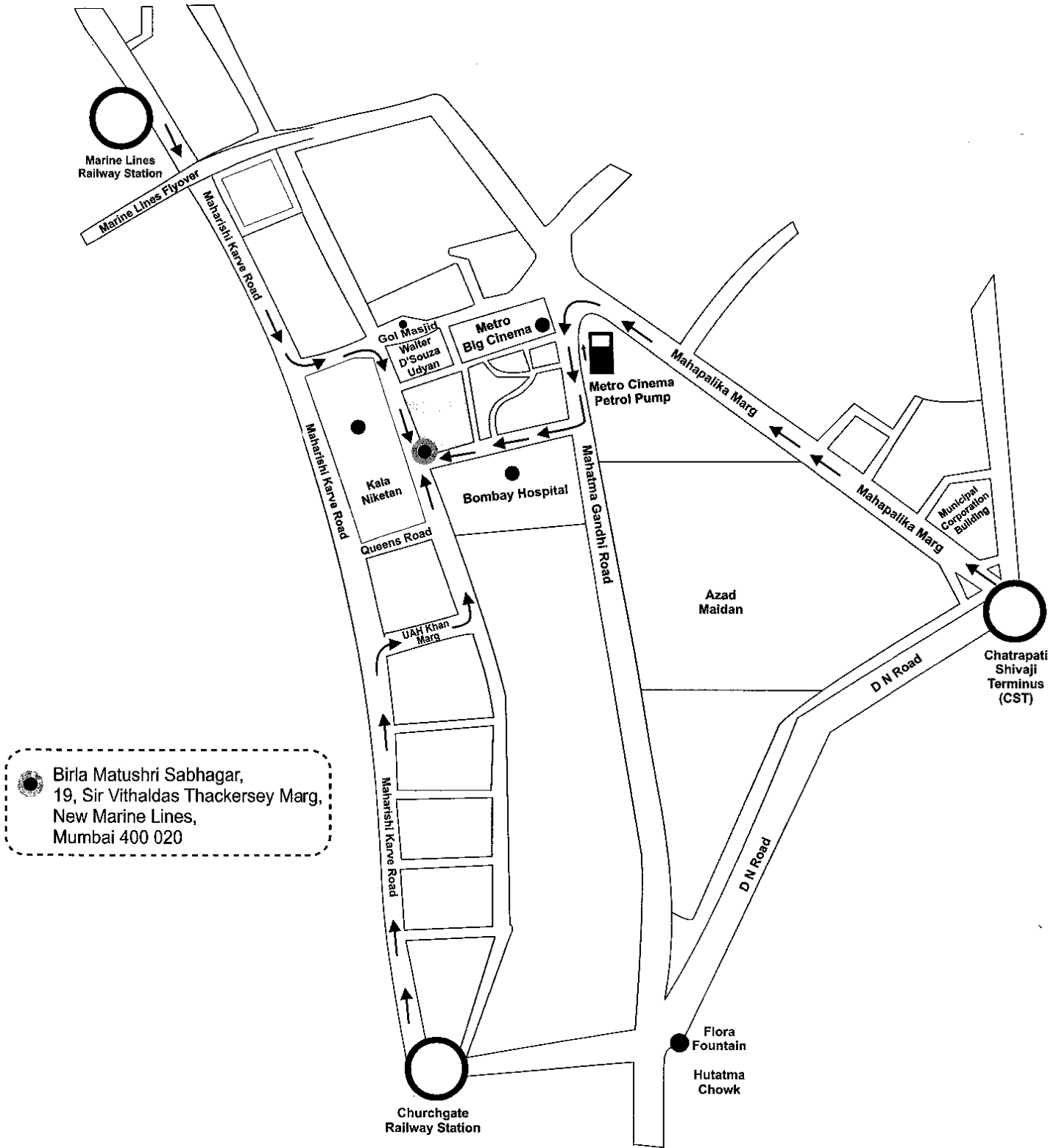
**Disclosure relating to Directors pursuant to Clause 49 of the Listing Agreement and Secretarial Standards on General Meetings:**

Name of Director	Mr. Kumar Mangalam Birla	Mr. Satish Pai	Mr. Yazdi Dandiwala
Date of Birth	14/06/1967	29/12/1961	10/11/1950
Age	48 years	53 years	64 years
Date of Appointment	16/11/1992	13/08/2013	14/08/2015
Expertise in specific functional areas	Industrialist	Industry and Management	Solicitor
Qualifications	A.C.A, M.B.A	B. E (Mech) IIT	B.Sc., LL.B. Solicitor
No. of Board meetings attended	5	7	NA #
List of outside Directorships held Excluding Alternate Directorship and Private Companies.	<ol style="list-style-type: none"> <li>Grasim Industries Ltd.</li> <li>Aditya Birla Nuvo Ltd.</li> <li>Birla Sunlife Asset Management Company Ltd.</li> <li>Birla Sun Life Insurance Company Ltd.</li> <li>UltraTech Cement Ltd.</li> <li>Century Textiles and Industries Ltd.</li> <li>Idea Cellular Ltd.</li> <li>Pilani Investment &amp; Industries Corporation Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>Hindalco- Almex Aerospace Ltd</li> </ol>	<ol style="list-style-type: none"> <li>Century Textiles and Industries Ltd.</li> <li>Ravalgaon Sugar Farm Ltd.</li> <li>Carina Finvest Ltd.</li> </ol>
* Chairman/ Member of the Committee of the Board of Directors of the company	Nil	Nil	Audit Committee-Member #
* Chairman/ Member of the Committee of the Board of Directors of other companies in which he/ she is a Director			
a. Audit Committee	Nil	Nil	<ol style="list-style-type: none"> <li>Century Textiles &amp; Industries Ltd -Chairman.</li> <li>Ravalgaon Sugar Farm Ltd.-Member</li> </ol>
b. Stakeholders' Relationship Committee	Nil	Nil	<ol style="list-style-type: none"> <li>Century Textiles &amp; Industries Ltd -Member</li> <li>Ravalgaon Sugar Farm Ltd - Member</li> </ol>
No. of Shares Held in the Company	8, 65,740		206

\* Note: Pursuant to Clause 49 of the Listing Agreement only two Committees viz. Audit Committee and Stakeholders' Relationship Committee are considered.

#Mr. Y. P. Dandiwala is appointed as an Independent Director on the Board and as a Member of the Audit Committee w.e.f. 14/08/2015.

# Route Map for the Venue of Annual General Meeting





## HINDALCO INDUSTRIES LIMITED

CIN No: L27020MH1958PLC011238

Registered Office: Century Bhavan, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai- 400030

Email: hil.investors@adityabirla.com website: www.hindalco.com Tel: (022)66626666 Fax: (022) 2422 7586 / 2436 2516

### PROXY FORM

ANNUAL GENERAL MEETING TO BE HELD ON 16<sup>TH</sup> SEPTEMBER, 2015 AT 3.00 P.M.

Name of the Member(s)		
Registered Address:		
E Mail Id :		
Folio No. /Client Id	DP ID	

I/ We, being the member(s) holding \_\_\_\_\_ shares of the company, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on our/my behalf at the 56<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, the 16<sup>th</sup> September, 2015 at 3.00 P.M. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For*	Against*
1.	Adoption of the Audited financial statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2015, the Reports of Directors' and Auditors' thereon.		
2.	Declaration of Dividend		
3.	Re-appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation.		
4.	Re-appointment of Mr. Satish Pai, Whole time Director, retiring by rotation.		
5.	Ratification of appointment of Statutory Auditors viz. M/s Singhi & Co.		
6.	Ratification of the remuneration of the Cost Auditors viz. M/s Nanabhoy & Co. for the financial year ending 31st March, 2016.		
7.	Approval of the appointment of Mr. Yazdi Dandiwala as an Independent Director		
8.	Approval for offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis		
9.	Modification/Amendment of the Special Resolution passed at the 54th and 55th Annual General Meeting for appointment and terms & conditions of Mr. Satish Pai as Whole time Director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): (1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_

Affix  
Revenue  
Stamp

\* Please put a "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'against' column blank against the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Notes:**

1. 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.
2. A proxy need not be a member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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.
5. For the Resolutions, Explanatory Statement and notes please refer to the Notice of the Annual General Meeting.
6. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
7. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
8. Please complete all details including details of member(s) in the above box before submission.