

ESSEL PROPACK LIMITED

Regd. Office: P.O. Vasind, Taluka Shahapur, Thane 421604, Maharashtra,
Tel: +91 9673333971 CIN: L74950MH1982PLC028947

Corporate Office: Top Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400013.
Tel: +91 22 2481 9000/9200. Fax: +91 22 24963137
complianceofficer@ep.esselgroup.com, www.esselpropack.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting (**AGM**) of the Members of **Essel Propack Limited** will be held on Wednesday, **12 July 2017 at 11:00 a.m.** at the Company's registered office at P.O.Vasind, Taluka Shahapur, Thane 421604, to transact, with or without modifications, as may be permissible, the following business.

ORDINARY BUSINESS

1. To consider and adopt the audited **financial statements of the Company**, including balance sheet as at **31 March 2017**, profit and loss statement and cash flow statement for the year ended on that date, Reports of the Board and Auditors of the Company thereon, and the audited consolidated financial statements for the financial year ended 31 March 2017, together with the Auditors report thereon.
2. To declare **Dividend of ₹ 2.40** per equity share of face value of ₹ 2 each, for the financial year 2016-17.
3. To appoint a Director in place of **Mr. Atul Goel**, who retire from office by rotation and being eligible, offers himself for reappointment.
4. **Appointment of Auditors**

To appoint Auditors of the Company and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an **ordinary resolution**.

"RESOLVED THAT pursuant to the Section 139, 142 and applicable provision of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and other applicable statutory provisions, **M/s. Ford Rhodes Parks & Co. LLP**, Chartered Accountants (Registration No. 102860W/W100089) be and is hereby appointed as Statutory Auditor of the Company for a term of five year and to hold office from conclusion of this annual general meeting (AGM) till conclusion of the AGM to be held in the year 2022, subject to annual ratification by members every year, and provisions of the Companies Act, 2013 and that the Board be and is hereby authorized to determine their remuneration and

reimbursement of expenses, as may be incurred, in the performance of Audit.

RESOLVED FURTHER THAT the Board be and is hereby authorized in consultation with the Company's Auditors to appoint Branch Auditors of the Company, if and when necessary, to audit the accounts of the Company's branches/works, within and outside India, present and future on such terms and conditions including remuneration as the Board may deem fit."

SPECIAL BUSINESS

5. Approval to remuneration of Cost Auditor

To approve remuneration of cost auditor and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an **ordinary resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), payment of remuneration of ₹ 1,10,000 to **M/s. R. Nanabhoy and Co., Cost Accountants** (Registration No. 000010) the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2018, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Re-designate Mr. Ashok Goel as Chairman and Managing Director and change in term

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **special resolution**.

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 (the Act) subject to necessary approval, if any, and pursuant/supplement to the resolutions passed as explained in the explanatory statements, Mr. Ashok Goel, Vice Chairman & Managing Director be and is hereby re-designated as Chairman and Managing Director of the Company, without changing the present terms relating to remuneration and tenure and that the managing director may be made liable to retire by rotation, if and to the extent necessary to meet the compliance of applicable provisions in this respect of the Act and such retirement/reappointment shall not affect to continuance as managing director or shall not prejudice the present and future terms of the appointment.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary the designation, terms including to reappoint or extend the tenure in accordance with the provision of the Act or otherwise permissible and to do all such acts as it may deem necessary or desirable.”

By order of the Board
For Essel Propack Limited

Suresh Savaliya
Head- Legal & Company Secretary

23 May 2017, Mumbai

NOTES

- 1. A member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a ballot/poll instead of him/herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the Meeting, either in person or through post. A Proxy form is appended with the attendance slip.**

Members may refer proxy related provisions given in para 6 of the Secretarial Standard - 2 on general meeting issued by the ICSI and approved by Central Government.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent

of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the Meeting.

2. The statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by Authorized representative of body corporate or attorney, certified copy of Board resolution/ power of attorney/ other authority must be attached with the proxy form.
- 4. Members are requested to bring their details of demat account (client ID and DPID), folio number etc. for easier identification of attendance at the Meeting.**
5. Body Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Resolution or relevant authority authorizing their representative to attend and vote at the Meeting.
6. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office and corporate office of the Company on all working days between 11.00 a.m. to 2.00 p.m. and will also be made available at the Meeting.
7. **Record Date:** Record Date for the purpose of dividend shall be 5 July 2017, in respect to equity shares held in physical form and electronic/demat form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). Accordingly, the dividend as recommended by the Board, if declared at the Meeting, will be paid to those shareholders holding shares as on or in reference to record date.

If circumstances warrant or necessary to meet the statutory requirement to change the above dates, same would be posted on the website of the Company.
8. The dividend, if approved, will be paid by crediting in to the bank account, as provided by NSDL and CDSL through ECS or NECS or electronic transfer, of those shareholders

holding shares in electronic form/demat. In respect to shareholders holding shares in physical form or in case of ECS, NECS, or electronic payment rejected, dividend will be paid by dividend warrant or demand draft.

9. Members are requested to notify immediately any change in their address, bank account details and email id to their respective Depository Participants (DPs) in respect of shares held in electronic (demat) mode and in respect of physical mode, to the Registrar & Share Transfer Agent of the Company.
10. **Direct credit of dividend / ECS:** Under this system the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of bank instrument in transit. To avail this facility, the members are requested to update with their DP, the active bank account details including 9 digit MICR code and IFSC code, in case the holding is in dematerialized mode. In case of shares held in physical mode, the said details may be communicated to the Company or Registrar and Share Transfer Agent, by quoting folio number and attaching a photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card.
11. **Nomination:** Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act, 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH13 duly filled in and signed to the Company or RTA.

Member may contact secretarial department on 022 2481 9000/9200 for guidance to avail facilities or matters as mentioned in this Notice.

12. **Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchanges. Considering the advantages of scripless / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scripless trading.**
13. **Communication through e-mail:** As a responsible citizen, we would like to do our bit to protect our environment and reduce our carbon footprint. We request our valued shareholders to join us in our endeavor to save the planet by registering their email ids to receive all communication electronically. This would also be in conformity with the legal provisions.

It may be noted that the Company would communicate important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form to the email address of the respective members. Further information in this respect is also posted on website of the Company www.esselpropack.com.

To support green initiative, members who have not registered their e-mail address so far, are requested to register the same in the following manner.

- a. In respect of electronic/demat holdings, through concerned Depository Participant (DP).
- b. Members who hold shares in physical form are requested to send their email address to complianceofficer@ep.esselgroup.com quoting name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would surely appreciate your Company's desire to participate in the Green Movement initiative. In case of any change in the email address, shareholders can update it in the same manner as mentioned above.

14. Members / Proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance for attending the Meeting. Route map of venue of AGM is given in this Notice.
15. Members desirous of any information or queries on accounts or relevant reports are requested to send their queries at least ten days in advance to the Company at its corporate office address to enable the Company to collect the relevant information and answer them in the Meeting.
16. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
17. **Unclaimed Dividend:** Shareholders are requested to note that dividends, which are not encashed and remain unpaid / unclaimed for seven years from the date it become due for payment, will be transferred to the Investors Education & Protection Fund (IEPF) established by Central Government as per section 125 of the Companies Act, 2013.

Accordingly, the dividend for the financial year ended 31 March 2010 is due for transfer to IEPF.

Members are requested to Contact Company or RTA to encash the unclaimed dividend.

The Company has uploaded the details of unpaid / unclaimed dividend on its website www.esselpropack.com.

18. **Shares due to transfer to IEPF:** Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will be required to transfer to Investors Education & Protection Fund (IEPF) pursuant to section 124(6) of the Companies Act, 2013. Relevant details in this respect are posted on the Company's website www.esselpropack.com in investors section.

The Company sends communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to contact Company or RTA to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from court / authority restraining transfer, payment of dividend etc.

19. **PROCEDURE OF VOTING AT AGM**

Members who do not vote by e-voting are entitled to vote at the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.

Voting to the resolutions as contained in the Notice shall be conducted through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the Meeting and members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of a scrutinizer appointed for the purpose. Members will need to write on the ballot paper, inter alia, relevant Folio No, DP ID & Client ID No. and number of shares held etc.

20. **EVOTING FACILITY**

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations), section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is providing the facility to members to exercise their right to vote by electronic means by remote e-voting facility (e-voting) and accordingly, business/resolutions as mentioned in the AGM Notice shall be transacted also considering e-voting. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting. The Company has appointed Mr. Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of votes casted, in a fair and transparent manner. The Company may vary dates as mentioned herein and scrutinizer, if necessary to meet the compliance or if circumstances so warrant.

For the purpose of dispatch of this notice, shareholders of the Company holding shares either in physical form or in dematerialized form as on 9 June 2017, have been considered. Any person, who acquires shares of the Company and becomes member of the Company after the said date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Registrar and Transfer Agents.

The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories as on 5 July 2017 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice. Person who is not a member as on the said date should treat this Notice for information purpose only.

For any queries/grievances or guidance for e-voting, members may refer to the 'Frequently Asked Questions' (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of NSDL's e-Voting website: www.evoting.nsdl.com or write an email to evoting@nsdl.co.in or Mr. Suresh Savaliya, Company Secretary on 022 24819000/9200 or complianceofficer@ep.esselgroup.com at corporate office.

The e-voting period will commence on 9 July 2017 (9:00 a.m.) and will end on 11 July 2017 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

On submission of the report by the scrutinizer, the result of voting at the Meeting and e-voting shall be declared.

The Results along with the Scrutinizer's Report shall be placed on the Company's website www.esselpropack.com and on the website of NSDL.

The instructions for Shareholders voting electronically (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; "EPL 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. User ID, Password, Even No. is mentioned on e-voting User ID and password sheet being sent along with this notice.
- ii. Launch internet browser by typing the following 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 "Essel Propack 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. 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 info@dmzaveri.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy].

1. Initial password is provided as below/at the overleaf of the Attendance Slip.

EVEN (Remote e-voting Event Number) USER ID
PASSWORD /PIN

2. Please follow all steps from Sl. No. (ii) to (x) above, to cast vote

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 download section of www.evoting.nSDL.com or call on toll free no. 1800-222-990.

21. Particulars of Director seeking re-appointment:

Relevant particulars of Mr. Atul Goel who is being to retire by rotation and seeking re-appointment is given here below.

- **Brief Resume and experience:** Mr. Atul, age 40 years, is an alumnus of the American Graduate School of International Management at Thunderbird, USA. He leads E-City Ventures and has over 17 years' experience. He has pioneering experience in developing and managing malls and multiplexes on a Pan India scale. He has also steered the business of leasing of digital cinema equipment to cinema exhibitors. He is the Managing Director of E-City Ventures, the corporate brand that represents the retail, realty and cinema exhibition initiatives of the Essel Group. E-City Ventures is a major diversification initiated by Mr. Atul that is redefining Out-of-Home Entertainment & Lifestyle experiences. Director Identification number (DIN) of Mr. Atul is 00013157.
- **Directorships in other companies:** He is director in E-City Entertainment (India) Private Limited, E City Publishing and Distributing India Private Limited,

E-City Infrastructure Private Limited, E-City Real Estates Private Limited, E-City Contractors Private Limited, E-City Exhibition Holding Private Limited, Siti Energy Limited, E-City Giant Screen (India) Private Limited, Essel-Centrum Holdings Limited, Hi-Tech Mines And Minerals Private Limited and Affirmative Financial Services Private Limited.

- **Chairman/member of the board committee of other companies:** He is not a Chairman/ member of the board committee in other public companies.
- **Number of Shares held in the Company:** Mr. Atul does not hold any shares in the Company.
- **Date of appointment, meeting attended and remuneration:** He has been director of the Company since 11 May 2014. Attendance in board meetings and other details are given in the Corporate Governance Report, which is part of Annual Report.
- **Relationship with other director, manager and KMP:** Mr. Atul Geol is nephew of Mr. Ashok Goel. Except the aforesaid, Mr. Atul is not related to other directors and KMP.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 - Appointment of Statutory Auditor

M/s. MGB & Co. LLP, Chartered Accountants were appointed as the Statutory Auditors at the Annual General Meeting (AGM) of the Company held on 9 July 2014 for a term of three years and accordingly they hold office till the conclusion of this AGM being held for the financial year 2016-17. In terms of Section 139 of the Companies Act, 2013 (the Act), they cannot be reappointed as statutory auditors.

Accordingly, it is proposed to appoint M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants as a statutory auditor of the Company pursuant to the applicable provision of the Act, in place of retiring auditor M/s. MGB & Co. LLP, for a term of 5 years as referred in resolution.

As confirmed by the said proposed auditor, they are eligible for their appointment, and their appointment if made would be within the prescribed limits and shall be in accordance with the conditions and criteria as prescribed

in section 141 and other applicable provisions of the Act and Rules made thereunder.

Accordingly, the Audit Committee and Board of the Company has considered and recommended for the appointment of M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants as a statutory auditor of the Company as mentioned in the resolution.

The Board recommends the resolution relating to appointment of auditor as set out in the Notice for your approval by way of passing ordinary resolution.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in this resolution.

Above explanatory note or statement is given for understanding and information purpose although is not required as per section 102 of the Companies Act, 2013.

Item No. 5 - Approval to remuneration of Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. R. Nanabhoy and Co., Cost Accountants as Cost Auditor of the Company for the financial year ending on 31 March 2018, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013 and Rules made thereunder, at a remuneration of ₹ 1,10,000, applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor 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 in the Notice for ratification of the remuneration payable to the Cost Auditors.

The Board recommends the Ordinary Resolution for the above matter as set out in the Notice for approval by the shareholders.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in this resolution.

Item No. 6 – Re-designate Mr. Ashok Goel as Chairman and Managing Director and change in term

The members of the Company at the Annual General Meeting held on 9 July 2013, have approved the appointment of Mr. Ashok Goel as Vice Chairman and Managing Director of the Company for a period of five years with effect from 21 October 2013 and also approved payment of remuneration. Appointment and remuneration was further reconsidered and approved by postal ballot notice dated 22 December 2014 and by a special resolution passed by the shareholders in annual general meeting held on 17 June 2016, pursuant to the applicable provisions of the Companies Act 2013 (the Act).

Following the resignation by Dr. Subhash Chandra as Chairman and Director of the Company effective from 5 August 2016, the Board of Directors in its meeting held on 23 May 2017, have appointed Mr. Ashok Goel, Vice Chairman & Managing Director, as the Chairman of the Board / Company pursuant to the Articles of Association of the Company and applicable provisions of the Act. In view this, it is desirable to change the designation of Mr. Ashok Goel from Vice Chairman & Managing Director to Chairman & Managing Director of the Company by way of supplement or partial modification to the aforesaid

resolutions. As a chairman he will presides meetings of the board of directors and shareholders. Presently, there is no change in other terms including remuneration of Mr. Ashok Goel as approved by the shareholders in earlier resolution.

The Resolution and Explanatory Statement should be considered as disclosure and information under applicable statutory provisions as may be applicable or necessary.

The Board recommends the resolution as set out in the Notice for approval of the members as Special Resolution.

Mr. Ashok Goel to whom the resolution relates is interested in the resolution. Mr. Atul Goel, being related to Mr. Ashok Goel would be interested or concerned in the Resolution. Other directors, key managerial personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution.

By Order of the Board of Directors
For Essel Propack Limited

Suresh Savaliya
Head – Legal & Company Secretary

23 May 2017, Mumbai

ROUTE MAP/DIRECTION TO REACH AT THE VENUE AT AGM

ROAD MAP - MUMBAI TO VASIND



⊙ ESSEL PROPACK
REGISTERED OFFICE

RAILWAY MAP - CST TO VASIND



⊙ ESSEL PROPACK
REGISTERED OFFICE

ESSEL PROPACK LIMITED

Regd. Off. : P.O. Vasind, Tal. Shahapur, Dist. Thane, Maharashtra - 421 604, India.
Phone: +91 22 24819000/9200, Fax: +91-22-24963137, www.esselpropack.com
investor.grievance@ep.esselgroup.com, Corporate Identity Number: L74950MH1982PLC028947



ATTENDANCE SLIP

34TH ANNUAL GENERAL MEETING – 12 JULY 2017 AT 11:00 A.M.

Name of the Member(s) :			
Registered address :			
E-mail ID :			
Folio No./DP ID-client ID :		No. of Shares :	

I/We certify that I/We am/are the registered Member(s)/proxy for the registered Member(s) of the Company.

I/We hereby record my/our presence at the 34TH ANNUAL GENERAL MEETING of the Company at the Registered Office at P.O. Vasind, Tal. Shahapur, Dist. Thane, Maharashtra - 421 604, India on Wednesday, 12 July 2017 at 11:00 a.m.

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

Member's/Proxy's Signature

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L74950MH1982PLC028947		
Name of the Company :	Essel Propack Limited		
Registered Office :	P.O. Vasind, Tal. Shahapur, Dist. Thane, Maharashtra - 421 604, India.		
Name of the Member(s) :			
Registered address :			
E-mail ID :			
Folio No./DP ID-client ID :			

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

1.	Name	Address	Signature : _____ or failing him
	E-mail Id		
2.	Name	Address	Signature : _____ or failing him
	E-mail Id		
3.	Name	Address	Signature : _____
	E-mail Id		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Wednesday, 12 July 2017 at 11:00 a.m. at the Registered Office at P.O. Vasind, Tal. Shahapur, Dist. Thane, Maharashtra - 421 604, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Optional *	
		For	Against
Ordinary Business			
1	To consider and adopt the audited financial statements for the financial year ended 31 March 2017 and the Report of the Board and Auditor's thereon and the audited consolidated financial statements for the financial year ended 31 March 2017 together with Auditors' report thereon.		
2	To declare a dividend for the financial year ended 31 March 2017.		
3	To reappoint Mr. Atul Goel, who retires by rotation and being eligible, offers himself for re-appointment.		
4	To appoint Statutory Auditor and fix their remuneration / authorize the Board in this respect.		
Special Business			
5	To ratify Remuneration of M/s. R. Nanabhoy & Co, Cost Accountants appointed as Cost Auditors of the Company for the financial year 2017-18.		
6	Re-designate Mr. Ashok Goel as Chairman and Managing Director and change in term.		

Signed this day of July 2017.

Signature of Member(s) : _____

Signature of Proxy holder(s) : _____

Note:

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. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 34th Annual General Meeting.
- 3*. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission.

