

MSR INDIA LIMITED

Regd: Off: MSR Towers, 3rd Floor, Road No. 36, Jubilee Hills, Hyderabad- 500081

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to transact the following items of special business by the shareholders of MSR India Limited by passing the following resolutions through Postal Ballot and/or electronic voting. The explanatory statement setting out all material facts concerning the said Resolution is also appended below and a Postal Ballot Form is attached hereto for your consideration.

RESOLUTION 1:

AMENDMENT OF MAIN OBJECTS OF THE COMPANY:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to section 13, Rules made there under and all other applicable provisions of the Companies Act, 2013 the Main Objects of the Memorandum of Association of the company mentioned under III (A) be and are hereby amended by replacing the existing clauses 1, 2, 3,4 & 5 with the following new clauses 1,2,3,4 & 5:

1. To carry on the business of designers, manufacturers, producers, fabricators, assemblers, importers, exporters, buyers, sellers, dealers, stockist. Suppliers, wholesalers, retailers, jobbers, contractors, repairers and hirers of all kinds of utensils and apparatus such as bottles, plates, glasses etc made of any metal and non metal components thereof and appoint dealers, establish company's sale depots / retail outlets and company's repair shops, and to act as sale / service agents for Indian / overseas principles for product and other related items.
2. To plan, design and manufacture Hi-Tech engineering Components, High precision assemblies of intricate nature with stringent tolerances on special purpose machines with highly sophisticated infrastructure and acclaimed competence, to manufacture against specific orders or markets in general the special purpose machines by indigenisation and to manufacture precision machine tools, components, accessories, attachments jigs, fixtures and such other items and to manufacture and supply high precision components and assemblies for power generation, defence needs, aviation and automobile industries.
3. To acquire land by purchase, lease or otherwise for carrying on the business of all kinds of farming, agriculture, horticulture, floriculture, sericulture, apiculture, dairy, poultry farming, mushrooms, plantations, orchards, landscapes of agriculture related fields such as crops, fruits, nuts, medicinal plants, medicinal herbs, any products and produce of the soil and to maintain all kinds of agro based estates and projects; Acquire land by purchase, lease or otherwise and to cultivate on its own and on contract basis both commercial and non-commercial crops, gardeners, nursery, extraction of herbal remedies, oils, oil seeds, various spices, proteins, enzymes, protein related products, coconuts, garlic, spices, cashew nuts, aromatic, shrubs, edible and non-edible fruits, all types of plants and related products; Acquire land by purchase, lease or otherwise and to carry on the business of cultivators, planters, growers, processors, fermentators, producers, buyers, sellers, suppliers, stockists, exporters, importers, developers, preservers, dehydrators, canners, distributors, dealers and otherwise to deal agriculture, horticulture, sericulture, pisciculture,

aquaculture, apiculture, floriculture, dairy , milk products and poultry products and produce and their derivatives, food and food products of every nature and description, seeds and seedlings, drinks and beverages including mineral water and to acquire land by purchase, lease or otherwise and to set up agro parks, agro processing units, water plants and to provide all kinds of infrastructural support facilities like land, buildings, water, power, cold storages, warehousing, communications and technical know-how collaborations relating to agro farms and industries.

4. To carry on all or any of the business of mining, refining and preparing for market ores, minerals, metals and substances of every kind and description and processing them and trading in them and their products and bi-products and to carry on all or any of the business of purchasing any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).
5. To commence, establish, set up, carry on, conduct, manage and administer the business of manufacturing, buying, selling, importing, retailing through the shops, malls or company's own showrooms or by any methods of sale or display, exporting, supplying, distribution, ordering, classifying, trading and dealing in fast moving consumer goods (FMCG) dairy and milk products including electronic goods and commodities whether branded or not and merchandise of all kinds and to carry on business of manufacturing, buying, selling, importing, retailing through the shops, malls or company's own showrooms or by any methods of sale or display, exporting, supplying, distribution, ordering, classifying, trading and dealing in all infrastructure related materials and machinery.

For and on behalf of the Board of directors
For MSR India Limited

Place: Hyderabad
Date: 29.08.2015

Sd/-
K. Venkata Rajasekhar Reddy
Director
(Din: 07120513)

EXPLANATORY STATEMENT
(Pursuant to Section 173(2) of the Companies Act, 1956)

Item: 1

The Board of directors of the company felt a need to diversify the business activities of the company to home utensils, Hi-Tech engineering Components, agricultural, construction and fast moving consumer goods in place of electric power, infrastructure and real estate etc. In this regard the Board approved to amend the main objects subject to the approval of the members of the company by way of postal ballot.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, amendment of objects requires approval of members. Hence, approval of the members is, therefore, sought.

Your Directors recommend the above Special Resolution, for your approval.

None of the Directors or key managerial personnel or their relatives of the company is in anyway concerned or interested in the above resolutions.

PROCESS OF POSTAL BALLOT:

Mr. S. Sarweswara Reddy, Practicing Company Secretary bearing C.P. No. 7478 has been appointed as scrutinizer, for conducting the postal ballot process.

The postal ballot together with the relevant instructions is enclosed. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in all respects, in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 11.10.2015

The scrutinizer will submit his report to the Chairman on 12.10.2015 after completion of the scrutiny and the results of the above postal ballot will be announced by the Chairman on 12.10.2015 at the registered office of the company.

For and on behalf of the Board of directors
For MSR India Limited

Place: Hyderabad
Date: 29.08.2015

Sd/-
K. Venkata Rajasekhar Reddy
Director
(Din: 07120513)

E-VOTING INSTRUCTIONS:

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 04.09.2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 04.09.2015 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to Venture Capital and Corporate Investments Pvt. Ltd. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Karvy Computershare Pvt Ltd. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.

Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by M/s Karvy Computershare Private Limited

The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

(I) Instructions for e-voting

- a) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.

b) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

c) Now enter your User ID

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- <ul style="list-style-type: none">• Event no. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii) Please contact Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

iv) Members can cast their vote online from 11.09.2015 at 9.00 A.M. and ends on 11.10.2015 at 5.00.P.M

v) After entering these details appropriately, click on "LOGIN".

vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii) You need to login again with the new credentials.

viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.

ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.

x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'

xi) 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.

xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xiii) Corporate/Institutional Members (Corporate / FIs / FII's / Trust / Mutual Funds / Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to scrutinizerpcs@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

POSTAL BALLOT INSTRUCTIONS:

1. Shareholders desiring to exercise their vote by postal ballot should complete this Postal Ballot Form and send it to the Company in attached self-addressed stamped envelope.
2. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
3. The self-addressed stamped envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company i.e., Mr. S.Sarweswara Reddy, MSR Towers, 3rd Floor, Road No. 36, Jubilee Hills, Hyderabad- 500081.
4. This form should be completed and signed by the shareholder only. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
5. The notice is being sent under the mode prescribed by the Department of Post, whose names would appear in the Register of Members as on 04.09.2015.
6. The consents must be accorded by recording the assent in the "Assent Column" and dissent in the "Dissent Column" by placing a tick mark (✓) in the appropriate columns.
7. Incomplete and unsigned Postal Ballot Forms will be rejected.
8. Duly completed Postal Ballot Forms should reach the company not later than the close of working hours on 11.10.2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder(s) has not been received.
9. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the notice.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed stamped envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.

12. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

SI No	Particulars of the items	Date
1	Date on which consent given to act as Scrutinizer	25.08.2015
2	Date of approving the Notice of Postal Ballot and to appoint Scrutinizer	29.08.2015
3	Date of appointment of Scrutinizer	29.08.2015
4	Date of Completion of dispatch of notice along with postal ballot	10.09.2015
5	Last date for receiving postal ballot by scrutinizer	11.10.2015
6	Date of report, handover the ballot papers etc to the Chairman	12.10.2015
7	Date of declaration of result by the Chairman	12.10.2015
8	Date of signing of minutes by the Chairman	12.10.2015

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POSTAL BALLOT FORM

Serial No:

1. Name(s) of Shareholder(s)
(Including joint holders, if any) :
(in Block Letters)

2. Registered address of the sole/first named shareholder :

3. Registered folio No./ DP ID No./Client ID No.* :
(* Applicable to investors holding
Shares in dematerialized form)

4. Number of shares held :

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

Description	No. of Shares	I / We assent to the resolution	I / We dissent to the resolution
1. Special Resolution under section 13 of the Companies Act, 2013 for change of objects of the Company.			

Place:

Date:

(Signature of the Shareholder)