

# DHENU BUILDCON INFRA LIMITED

Office No. 4 Building No. 4, Vahatuk Nagar, Amboli, Andheri (West), Mumbai- 400 058

Tel: 7977599535 CIN: L10100MH1909PLC000300

Email: [dhenubuildcon@gmail.com](mailto:dhenubuildcon@gmail.com) Website: [www.dhenubuildconinfra.com](http://www.dhenubuildconinfra.com)

28<sup>th</sup> August, 2017

To,  
The Manager  
Corporate Relationship Department,  
BSE Limited,  
Phirozee Jeejeeboy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Sub: **Intimation of Annual General Meeting & Book Closure**

Ref.: Scrip ID: DHENU BUILD  
Scrip Code: 501945

Dear Sir/ Ma'am,

It is hereby informed that the 109<sup>th</sup> Annual General Meeting of the Members of Dhenu Buildcon Infra Limited is scheduled to be held on Tuesday, September 26, 2017 at 12:00 p.m. at Vyanjan Banquet Hall, 43, Oshiwara Police Station, Link Road, Andheri(W), Mumbai -400102.

Pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015, Register of Members & Share Transfer Books of the Company will remain closed from Tuesday, 19<sup>th</sup> September, 2017 to Tuesday, 26<sup>th</sup> September, 2017, (both days inclusive) for the purpose of 109<sup>th</sup> Annual General Meeting of the Company to be held on 26<sup>th</sup> September, 2017.

The Cut-off date for estimating the voting rights of the members for remote e-voting and voting at the AGM venue is 19<sup>th</sup> September, 2017.

The above is for your information and record.

Thanking You  
Yours faithfully,

For Dhenu Buildcon Infra Limited

  
Vikash Maharishi  
Director  
DIN:07073642



## **NOTICE**

Notice is hereby given that the 109th Annual General Meeting of the members of **DHENU BUILDCON INFRA LIMITED** will be held on **Tuesday, 26th September, 2017 at 12.00P.M** at Vyanjan Banquet Hall, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road, Andheri (West), Mumbai- 400102 to transact following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements for the financial year ended 31st March 2017 and Director's and Auditor's Report thereon as on 31st March 2017.
2. To appoint a Director in place of **Mr. Rajkumar Bulakidass Mall (DIN No. 01999513)**, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint **M/s. Lahoti Navneet & Co.**, Chartered Accountants (Registration No. 116870W), as Statutory Auditors of the Company in place of **M/s. Dhaval Gala & Associates**, Chartered Accountants (Firm Registration No. 136660W), the retiring Statutory Auditors, and 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 other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and pursuant to recommendation of the Audit Committee and the Board of Directors, **M/s. Lahoti Navneet & Co.**, Chartered Accountants (Registration No. 116870W), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and rules framed thereunder, be and are hereby appointed as Statutory Auditors of the Company in place of **M/s. Dhaval Gala & Associates**, Chartered Accountants (Firm Registration No. 136660W), the retiring Auditors, for a term of five years, to hold office from the conclusion of the 109th Annual General Meeting of the Company till the conclusion of the 114th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the members at every intervening Annual General Meeting), at such remuneration plus service tax and expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution."

### **SPECIAL BUSINESS:**

4. To consider and approve appointment of Ms. Jenifer John Machado as Independent Director of the Company.

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 Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies

(Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Jenifer John Machado (holding DIN: 07916179) who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retirement by rotation, to hold office for 5 (five) consecutive years, with effect from 26th September, 2017 to 25th September, 2022.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby, authorized to file necessary forms and documents with the Registrar of Companies, Mumbai and do all such act, deeds and things as may be necessary for giving effect to the aforesaid resolution."

**Registered Office:**

Office No. 4, Building No.4,  
Vahatuk Nagar, Amboli,  
Andheri (West),  
Mumbai - 400 058.

**Date : 28.08.2017****Place : Mumbai****By the order of the Board of Directors  
For Dhenu Buildcon Infra Limited**

Sd/-

**Rajkumar Mall  
(DIN: 01999513)  
DIRECTOR**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, LLP, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS A PROXY ON BEHALF 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. 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. A Statement pursuant to Section 102 of the Act and Secretarial Standard on General Meetings (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto as Annexure A.
3. The members are requested to kindly bring their copy of the annual report with them at the AGM, as no extra copy of annual report would be made available at the AGM. Members/proxies should also bring the attached attendance slip, duly filled and hand it over at the entrance to the venue.
4. Members / Proxy coming to attend the Annual General Meeting are requested to carry their original photo ID (passport/driving license/ voter's card/PAN card) proof with them for the purpose of verification at the venue.
5. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. The register of directors and key managerial personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 in respect of Director retiring by rotation and being re-appointed has been provided in the **Annexure B** to this Notice.

10. The Register of Members and share transfer books of the Company shall remain closed from **Tuesday, September 19, 2017 to Tuesday, September 26, 2017**, (both days inclusive).
11. Members are requested to notify immediately any change in their communication address to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID Number and to **M/s. Bigshare Services Private Limited**, Company's Registrar & Share Transfer Agent, in respect of their holding in physical shares, quoting Folio No..
12. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the Registrar And Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the Registrar and Transfer Agent of the Company. These forms will be available on request.
13. Members, desiring any information relating to the accounts, are requested to write to the company at an early date for the management to keep the information ready.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.
15. The annual report for the financial year 2016-17 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/Depository Participant(s). The annual report is also available on company's website: [www.dhenubuildconinfra.com](http://www.dhenubuildconinfra.com) and on the website of Stock Exchange at [www.bseindia.com](http://www.bseindia.com). The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participant(s).
16. To support the green initiatives of the Government, members who have not registered their e-mail address so far are requested to register their e-mail address, in respect of their electronic holdings with the Depository through their concerned Depository Participant(s) and members who hold shares in physical form are requested to register their e-mail address with the Registrar of the Company i.e. M/s. Bigshare Services Private Limited.
17. Pursuant to section 108 of the Companies Act, 2013, read with rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given as a separate attachment to this notice.

18. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e. Monday to Friday, up to the date of the Meeting.
19. A ROUTE MAP giving directions of the venue of the meeting is annexed to the Notice. Members may also note that the Notice of the Meeting along with the route map and the Annual report 2016-17 will also be available on the website of the Company [www.dhenubuildconinfra.com](http://www.dhenubuildconinfra.com) for download.

**INSTRUCTION FOR E-VOTING:**

Dear member,

Pursuant to provisions of section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Listing Regulations, the company is pleased to provide remote e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 109th Annual General Meeting (AGM) to be held on Tuesday, September 26, 2017 at 12.00 PM. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

Please read the instructions printed below before exercising your vote.

**STEPS FOR REMOTE E-VOTING:**

- (i) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] then open email and open PDF file viz; "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. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
- (ii) Open the internet browser and type the URL: [www.evoting.nsd.com](http://www.evoting.nsd.com)
- (iii) Click on 'shareholder - login'.
- (iv) If you are logging in for the first time, please enter the user ID and password. This will be sent to you separately.
- (v) Put User ID and password noted in step (i) above and Click Login.

**NOTE:**

- Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+Client ID). Example: If DP-ID is IN600570 and Client-ID is 20004951 then user ID will be IN60057020004951)
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- (vi) After successful login, you can change the password with new password of your choice making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your password confidential.
- (vii) Once, the e-voting home page opens, click on e-voting --> Active Voting Cycles.
- (viii) Select the 'EVEN' (e-voting event number) of '**Dhenu Buildcon Infra Limited**' (the number is provided in this document). Once you enter the number, the cast vote page will open. Now you are ready for e-voting.
- (ix) Cast your vote by selecting your favored option and click 'submit'. Also click 'confirm' when prompted. Upon confirmation, the message 'vote cast successfully' will be displayed. Please note that once you have voted on the resolution, you will not be allowed to modify your vote.
- (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 [caarvindbaid@gmail.com](mailto:caarvindbaid@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (xi) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
  - a) Member may obtain a User ID and password for casting his/her/its vote by remote e-voting by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or by contacting NSDL at the toll free no.: 1800-222-990 providing the details such as Demat account no. or Folio no, PAN no, etc.
  - b) Please follow all steps from serial nos. (ii) to (x) mentioned above, in order to successfully cast your vote.

**GENERAL INSTRUCTIONS:**

- a) The remote e-voting period commences on Saturday, September 23, 2017 (9.00 AM IST) and ends on Monday, September 25, 2017 (5.00 pm IST). During this period, members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, September 19, 2017, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- b) Any person, who acquires shares of the company and becomes a member of the company after dispatch of the notice of AGM and holds shares as on the cut-off date i.e. Tuesday, September 19, 2017, may obtain user ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'forgot user details/password' or 'physical user reset password' options available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- d) The facility for voting through ballot paper shall be made available at the AGM venue and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM venue through ballot paper. Members who have not cast their vote electronically, by remote e-voting, may only cast their vote at the AGM through ballot paper.
- e) The voting rights of shareholders shall be in proportion to the shares held by them, of the paid up equity share capital of the company as on the cut-off date i.e. Tuesday, September 19, 2017.
- f) Mr. Arvind Dhanraj Baid, Practicing Chartered Accountants, Mumbai (Membership No. 155532), has been appointed by the Board of Directors as the scrutinizer to scrutinize remote e-voting process and the voting (Ballot Forms) at the Meeting venue in a fair and transparent manner.
- g) At the AGM, at the end of discussion on the resolutions on which voting is to be held, the chairman shall, with the assistance of scrutinizer, order voting through ballot paper for all those members who are present at the AGM but have not cast their votes electronically using the remote e-voting facility.
- h) Immediately after the conclusion of voting at the AGM, the scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the AGM. This report shall be made to the chairman or any other person authorized by the chairman, who shall countersign the same and declare the result of the voting forthwith.
- i) The voting results declared along with the scrutinizer's report shall be placed on the company's website : [www.dhenubuildconinfra.com](http://www.dhenubuildconinfra.com) and on the website of NSDL immediately after the declaration of the result by the chairman or a person authorized by the chairman. The results shall also be immediately forwarded to the BSE Limited.
- j) In case of any queries, you may refer the frequently asked questions (FAQs) and e-voting user manual, available at downloads section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no.: 1800-222-990. You can also refer your queries to NSDL through email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**Registered Office:**

Office No. 4, Building No.4,  
Vahatuk Nagar, Amboli,  
Andheri (West),  
Mumbai - 400 058.

**Date : 28.08.2017**

**Place : Mumbai**

**By the order of the Board of Directors  
For Dhenu Buildcon Infra Limited**

Sd/-

**Rajkumar Mall**  
**(DIN: 01999513)**  
**DIRECTOR**

Sd/-

**Vikash Maharishi**  
**(DIN: 07073642)**  
**DIRECTOR**



**ANNEXURES TO THE NOTICE****ANNEXURE A****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out the material facts relating to the business mentioned at item No. 4 of the accompanying notice dated 28th August, 2017

**ITEM NO.4**

Ms. Jenifer John Machado is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member along with a deposit of Rs. 1 Lakh proposing her candidature to be appointed as Independent Director as per the provisions of Sections 149 and 152 of the Companies Act, 2013.

Ms. Jenifer John Machado has given a declaration to the Board of Directors of the Company that she meets the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, Ms. Jenifer John Machado fulfills the conditions specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and rules made thereunder for her appointment as Independent Director of the Company and he is independent of the management of the Company.

Except Ms. Jenifer John Machado, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution at Item No. 4 for approval of the Members.

**Registered Office:**

Office No. 4, Building No.4,  
Vahatuk Nagar, Amboli,  
Andheri (West),  
Mumbai - 400 058.

**Date : 28.08.2017**

**Place : Mumbai**

**By the order of the Board of Directors  
For Dhenu Buildcon Infra Limited**

Sd/-

**Rajkumar Mall  
(DIN: 01999513)  
DIRECTOR**

Sd/-

**Vikash Maharishi  
(DIN: 07073642)  
DIRECTOR**

**ANNEXURE B****PROFILE OF THE DIRECTORS BEING APPOINTED/ RE-APPOINTED**

The brief resume of each of the Director proposed to be appointed/ re-appointed at the 109th Annual General Meeting of the Company is given below:-

<b>Name of Director</b>	<b>Rajkumar Mall</b>
<b>DIN</b>	<b>01999513</b>
<b>Date of Birth</b>	18/12/1969
<b>Nationality</b>	Indian
<b>Date of appointment</b>	30/08/2012
<b>Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)</b>	NIL
<b>List of directorship held in other Companies</b>	1. Sunsitara Multitrade Private Limited 2. Shefali Investments Private Limited
<b>Relationship between directors inter-se</b>	None
<b>Shareholding in the Company</b>	NIL

**ROUTE MAP OF THE VENUE**

**OF THE 109TH ANNUAL GENERAL MEETING OF THE COMPANY,  
TO BE HELD ON 26TH SEPTEMBER, 2017**

**AT**

**VYANJAN BANQUET HALL, 43, OSHIWARA LINK PLAZA,  
NEXT TO OSHIWARA POLICE STATION, LINK ROAD,  
ANDHERI (WEST), MUMBAI - 400102**



# DHENU BUILDCON INFRA LIMITED

Office No. 4, Building No. 4, Vahatuk Nagar, Amboli, Andheri (West), Mumbai - 400058.

Contact No.: 7977599535, CIN: L10100MH1909PLC000300

Email : [dhenubuildcon@gmail.com](mailto:dhenubuildcon@gmail.com) ; Website : [www.dhenubuildconinfra.com](http://www.dhenubuildconinfra.com)

## ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*	Folio No.	
Client Id*	No. of Shares	

**NAME OF THE SHAREHOLDER / PROXY HOLDER:**

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I hereby record my presence at the **109th Annual General Meeting** of the Company held on **Tuesday, 26th September, 2017, at 12.00 p.m.** at Vyanjan Banquet Hall, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road, Andheri (West), Mumbai-400102.

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**Signature of Shareholder/Proxy holder**

**NOTE:**

1. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

# DHENU BUILDCON INFRA LIMITED

Office No. 4, Building No. 4, Vahatuk Nagar, Amboli, Andheri (West), Mumbai - 400058.

Contact No.: 7977599535, CIN: L10100MH1909PLC000300

Email : [dhenubuildcon@gmail.com](mailto:dhenubuildcon@gmail.com) ; Website : [www.dhenubuildconinfra.com](http://www.dhenubuildconinfra.com)

## Form No. MGT-11

### PROXY FORM

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

CIN : L10100MH1909PLC000300  
Name of the Company : **Dhenu Buildcon Infra Limited**  
Registered Office : Office No. 4, Building No. 4, Vahatuk Nagar,  
Amboli (W), Andheri West, Mumbai - 400 058.  
Name of the member(s) : .....  
Registered Address : .....  
Email ID : .....  
Folio No. /Client ID/DP ID : .....

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

- 1) Name : ..... Address : .....  
Email ID : ..... Signature : .....or failing him
- 2) Name : ..... Address : .....  
Email ID : ..... Signature : .....or failing him
- 3) Name : ..... Address : .....  
Email ID : ..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company, to be held on **Tuesday, 26th September, 2017, at 12.00 p.m. at Vyanjan Banquet Hall, 43, Oshiwara Link Plaza, Next to Oshiwara Police Station, Link Road, Andheri (West), Mumbai- 400102** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	For	Against
1. Adoption of the audited Balance Sheet of the Company as at 31st March, 2017, Statement of Profit and Loss for the year ended on that date, and the Reports of the Board of Directors and Auditors thereon.		
2. Appointment of Mr. Rajkumar Mall who retires by rotation.		
3. To appoint M/s. Lahoti Navneet & Co., Chartered Accountants (Registration No. 116870W), as Statutory Auditors of the Company in place of M/s. Dhaval Gala & Associates, Chartered Accountants (Firm Registration No. 136660W), the retiring Statutory Auditors.		
Special Business		
4. To consider and approve appointment of Ms. Jenifer John Machado as Non-Executive Independent Director-Ordinary Resolution.		

Signed this ..... day of ..... 2017.

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

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix Rs. 1/-  
Revenue  
Stamp

**Notes:** 1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.