

MATRU-SMRITI TRADERS LIMITED

B-207, PATEL SHOPPING CENTRE, CHANDAVARKAR ROAD, BORIVALI (W), MUMBAI – 400 092.

TEL NO.: 66390257/65047520 FAX NO.: 66390257 EMAIL ID: matrusmriti1985@gmail.com

WEBSITE: www.matrusmrititraders.com CIN NO.: L74900MH1985PLC035243

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of Matru-Smriti Traders Limited will be held on 29th May, 2015, Friday at 3.00 P.M. at the Registered Office of the Company situated at B-207, Patel Shopping Centre, Chandavarkar Road, Borivali (W), Mumbai – 400 092 to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. ASHISH SHAH AS MANAGING DIRECTOR:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and read with Schedule V of the Act and subject to such approval as may be necessary, the Company hereby accord its consent for the redesignation/appointment of Mr. Ashish Shah (DIN: 06701501) as a Managing Director of the Company for period of 5 years with effect from 29th April, 2015 on such terms and conditions of payment of remuneration and other perquisites/ benefits to Mr. Ashish Shah during the said period of five years as recommended by Remuneration Committee and also set out in Statement under this item annexed to the notice convening this meeting.”

FURTHER RESOLVED THAT in the event of any statutory amendment, modification or relaxation by the Central Government to the provisions of Schedule V to the new Act, the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. Ashish Shah, within such prescribed limit(s) or ceiling and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in General Meeting.”

2. APPOINTMENT OF AUDITORS ON ACCOUNT OF CASUAL VACANCY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section, 139(8) of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the Company hereby accord its consent for the appointment of **M/s. Paresh Rakesh & Associates**, Chartered Accountant (Firm Registration No. 119728W) as the Statutory Auditors of the Company to fill up the casual vacancy in place of **M/s. H. K. Dedhia & Co.**, Chartered Accountants (Membership No.30839) who gave their resignation letter as the Statutory Auditor of the Company.”

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"AND FURTHER RESOLVED THAT M/s. Paresh Rakesh & Associates Chartered Accountant (Firm Registration No. 119728W) be and hereby appointed as Statutory Auditors of the Company from this Extra Ordinary General Meeting to the conclusion of the next Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ended 31st March, 2015 on such remuneration as may be fixed by the Board of Directors in Consultation with them."

3. APPOINTMENT OF JYOTINDRA PARIKH OCCHAVLAL AS AN INDEPENDENT DIRECTOR:

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. J. O. Parikh (DIN:06875567), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th May, 2015 up to 28th May, 2020."

4. APPOINTMENT OF MRS. PURVI MAHANT AS AN INDEPENDENT DIRECTOR:

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mrs. Purvi Mahant (DIN: 06934887), a non-executive director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th May, 2015 up to 28th May, 2020."

5. APPOINTMENT OF NANDLAL CHATURVEDI AS AN INDEPENDENT DIRECTOR:

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Nandlal Chaturvedi, a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th May, 2015 up to 28th May, 2020."

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**By Order of the Board
FOR MATRU-SMRITI TRADERS LIMITED**

**Date: 07/05/2015
Place: Mumbai**

**Sd/-
Mr. Ashish Shah
Managing Director
DIN: 06701501**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD REACH TO THE COMPANY'S REGISTERED OFFICE ATLEAST BEFORE 48HOURS OF THE MEETING.
2. 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. Members are requested to notify immediately any change in their address, quoting their folio number to the Registrar and share Transfer Agent so as to enable the Company to address any future communication at their correct addresses..
4. The Notice is being sent to all the Members through Registered Post/Courier. The Notice of the Meeting is also posted on the website of the Company www.matrusmrititraders.com
5. The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
6. The voting through electronic means will commence on 26th May, 2015, Tuesday at 10.00am to 28th May, 2015, Thursday at 5.00pm. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.
7. The Company has appointed Mr. Vikas Sharma, Practicing Chartered Accountant, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
8. As required under the listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed/reappointed are given below:

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Name of the Director	Mr. Ashish Shah	Mrs. Purvi Mahant	Mr. J.O.Parikh	Mr. Nandlal Chaturvedi
Date Of Birth	18/11/1983	17/04/1981	30/04/1945	01/07/1961
Date of Appointment	09/10/2014	29/04/2015	29/04/2015	29/04/2015
Expertise in Specific Functional Area	Accounts & Finance	Chartered Accountant	Chartered Accountant	Administrative
Executive & Non Executive	Executive	Non Executive	Non Executive	Non Executive
Independent Director	NO	Yes	Yes	Yes
Other Directorships	Shreeji Corporate Solutions and Trade Pvt. Ltd.	No	No	No
Other Committee Membership/Chairman	NO	No	No	No

Voting through electronic means

- I. The instructions for e-voting are as under:
 - i. The voting period begins on 26th May, 2015, Tuesday at 10.00am and ends on 28th May, 2015, Thursday at 5.00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 15th May, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com
 - iii. Click on Shareholders
 - iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - vii. If you are a first time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company Selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for <Matru-Smriti Traders Limited> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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- xiii. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution is final, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration for bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- xx. Members have an option to vote either through e-voting or casting a vote at the Meeting. If a Member has opted for e-voting, then he/she should not cast his vote at the Meeting also and vice-a-versa. However, in case, Members have cast their vote at a Meeting and also by e-voting, then voting done at the Meeting shall prevail and voting done by e-voting shall be treated as invalid.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him on 30th May, 2015. The results declared alongwith the Scrutinizer's report, will be posted on the Company's website and on CDSL's website on 30th May, 2015.

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

Item No. 1:

Mr. Ashish Shah was appointed as the Director of the company with effect from 9th October, 2014 as per the provisions of the Companies Act, 2013. Keeping in mind the significant contribution towards growth of the Company by Mr. Ashish Shah, the Board of Directors of the Company at their meeting held on 29th April, 2015, redesignated/appointed Mr. Ashish Shah as the Managing Director of the Company for a period of five years with effect from 29th April, 2015. The terms of re-appointment including remuneration as approved by the Nomination and Remuneration Committee and the Board subject to the approval of the Members to be obtained at this Meeting are as follows: -

1. Period:

Five years commencing from 29th April, 2015

2. Remuneration:

Subject to overall limit laid down under Section 197 & 198 of the Companies, 2013, Mr. Ashish Shah shall be entitled to receive from Company following remuneration :-

(a) Salary : Rs. 3,00,000/- per annum.

(b) Perquisites: In addition to the above, Mr. Ashish Shah shall be entitled to various perquisites as per the Company rules.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

3. The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board of Directors/ committee of Directors

4. The appointment of Mr. Ashish Shah as Managing Director and remuneration payable to him are in line with Schedule V to the Companies Act, 2013 subject to the approval of members to be obtained at this Extra Ordinary General Meeting and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The Board recommends the resolution for approval of Members.

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Item No. 2

M/s. H.K.Dedhia & Co., Chartered Accountants, Mumbai have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. Paresh Rakesh & Associates, Chartered Accountants, Mumbai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. H.K.Dedhia & Co., Chartered Accountants. M/s. Paresh Rakesh & Associates, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 3

The Board has received declaration from Mr. J. O. Parikh proposing his candidature to act as an Independent Director of the Company. The Board reviewed the above declaration and is of the opinion that since Mr. J. O. Parikh meet the criteria under section 149(6), 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement, the Board recommended for consideration of the members the appointment of Mr. J. O. Parikh as an Independent Director of the Company for the period of 5 years starting from 29th May, 2015.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

Item No. 4

The Board has received declaration from Mrs. Purvi Mahant proposing her candidature to act as an Independent Director of the Company. The Board reviewed the above declaration and is of the opinion that since Mrs. Purvi Mahant meet the criteria under section 149(6), 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement, the Board recommended for consideration of the members the appointment of Mrs. Purvi Mahant as an Independent Director of the Company for the period of 5 years starting from 29th May, 2015.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

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Item No. 5

The Board has received declaration from Mr. Nandlal Chaturvedi proposing his candidature to act as an Independent Director of the Company. The Board reviewed the above declaration and is of the opinion that since Mr. Nandlal Chaturvedi meet the criteria under section 149(6), 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement, the Board recommended for consideration of the members the appointment of Mr. Nandlal Chaturvedi as an Independent Director of the Company for the period of 5 years starting from 29th May, 2015.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

**By Order of the Board
FOR MATRU-SMRITI TRADERS LIMITED**

**Date: 07/05/2015
Place: Mumbai**

**Sd/-
Mr. Ashish Shah
Managing Director
DIN: 06701501**

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ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company at the Registered Office of the Company situated at B-207, Patel Shopping Centre, Chandavarkar Road, Borivali (W), Mumbai – 400 092 on Friday, May 29, 2015 at 3.00 pm.

.....
Full name of the Member (in block letters) Signature

Folio No.: DP ID No.* Client ID No.*

*Applicable for member holding shares in electronic form

.....
Full name of the proxy (in block letters) Signature

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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 L74900MH1985PLC035243

Name of the Company: MATRU-SMRITI TRADERS LIMITED

Regd. Office: B-207, Patel Shopping Centre,

Chandavarkar Road, Borivali (W),

Mumbai – 400 092 Email: mankad@mafatlals.com

Website: www.matrusmitirtraders.com Tel. 66390257/65047520, Fax: 66390257,

Name of the Member(s) :	
Registered Address :	
E mail 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/her

(2) Name..... Address.....
Email ID Signature..... or failing him/her

(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 Extra-Ordinary General Meeting of the Company, to be held on Friday, 29th May, 2015 at 3.00p.m. at B-207, Patel Shopping Centre, Chandavarkar Road, Borivali (W), Mumbai – 400 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.

SPECIAL BUSINESS

1. Appointment of Managing Director
2. Appointment of Auditors to fill the Casual Vacancy
3. Appointment of following persons as Independent Director
 - a. Mr. J. O. Parikh,
 - b. Mrs. Purvi Mahant and
 - c. Mr. Nandlal Chaturvedi

Signed this _____ day of May, 2015.

Signature of the Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp Re 1/-

Notes: 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.