

NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Shareholders of Polo Queen Industrial and Fintech Limited will be held at Fantasy, 1st Floor, Sunville Banquets, 9, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai - 400018 on Thursday September 28, 2017 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt Audited Financial Statements (Standalone and Consolidated) i.e. Balance Sheet as at March 31, 2017, the Statement of Profit and Loss Account and the Cash Flow Statement for the financial year ended on March 31, 2017 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Umesh Kumar Agarwal (holding DIN 00231799), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Prabhas Sanghai (holding DIN 00302947), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and for the purpose 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Gupta Raj & Co., Chartered Accountants (Firm Registration No. 001687N), be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. N.K. Jalan & Co., Chartered Accountants (Firm Registration No. 104019W), to hold office from the conclusion of 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting to be held in the year 2022 subject to ratification of their appointment by the Members at every Annual General Meeting till the 37th Annual General Meeting at such remuneration,

as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass the following resolution as a Special Resolution for adoption of a new set of Articles of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014, and any other rules framed thereunder including any amendment, modification, variation, or re-enactment thereof and subject to such approvals as may be required, the draft Articles of Association of the Company submitted to this meeting and which is available for public inspection at the registered office of the Company and on its website, be and is hereby approved and adopted in substitution of and to the entire exclusion of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT Mr. Nandlal Sanghai, Director, Mr. Prabhas Sanghai, Director, Mr. Udit P. Sanghai, Whole-time Director and Chief Financial Officer and Ms. Namrata Vanamala, Company Secretary, be and are hereby severally authorised to undertake all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient in their absolute discretion, to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of their powers herein conferred to any director(s) and/or officer(s) of the Company.”

6. To consider, and if thought fit, to pass the following resolution as a Special Resolution to approve the revision in the remuneration of Mr. Udit P. Sanghai, Whole-time Director and Chief Financial Officer of the Company:

“RESOLVED THAT in partial modification of the relevant resolution passed by the shareholders at the 32nd Annual General Meeting of the Company held on September 19, 2016 and in line with the Nomination and Remuneration Policy of Directors



33rd ANNUAL REPORT



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

and Key Managerial Personnel of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed there under including any amendment, modification, variation, or re-enactment thereof, consent of the Company be and is hereby accorded to the revision in the remuneration of Mr. Udit P. Sanghai (DIN: 06725206), Whole-time Director and CFO of the Company for the remaining period of his existing tenure upto December 31, 2019 from the existing range of Rs.50,000 to Rs.1,00,000 per month to Rs.1,00,000 to Rs.5,00,000 per month.

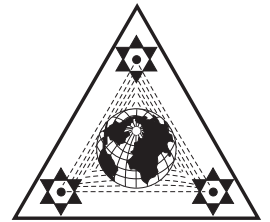
RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole-time Director and CFO of the Company, as approved by the Resolution passed at the Annual General Meeting of the Company held on September 19, 2016 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions and/ or to increase the remuneration of Mr. Udit P. Sanghai as approved subject to a maximum monthly salary of Rs 5,00,000/- per month and perquisites including the monetary value thereof within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Ms. Namrata Vanamala, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filing of returns with any authority.”

Place : Mumbai
Date : August 11, 2017

By Order of the Board of Directors
NAMRATA VANAMALA
COMPANY SECRETARY



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NOTES FOR SHAREHOLDERS' ATTENTION :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out all material facts and details relating to the Special Business i.e. for Item No. 4, 5 and 6 at the meeting, is annexed hereto.
3. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on “General Meetings”, the particulars of Directors proposed to be appointed/re-appointed at the Meeting, are annexed to the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 25, 2017 to Thursday, September 28, 2017 (both days inclusive).
5. Members are requested to notify immediately any change of address;
 - (i) To their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) To the Company's Registrar & Share Transfer Agents, M/s Satellite Corporate Services Private Limited (R&TA), B-302, Sony Apartment, Opp. St Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072, in respect of their physical share folios, if any, quoting their folio numbers.
6. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained either from the website of the Company at www.poloqueen.com or from the Registrar & Share Transfer Agents at their aforesaid addresses.
7. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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 dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company along with the proof thereof.
8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participants, unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participants. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
9. Members intending to require information about the financial Accounts, to be explained at the Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available.
10. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
11. Members are requested to bring their copy of the Annual Report to the Meeting.
12. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the shareholders, to enable them to cast their vote electronically. The Company has engaged services of Central Depository Services (India) Limited (“CDSL”) for providing e-voting facility to Members. The facility for voting through Ballot Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

e-voting shall be able to exercise their right at the meeting through ballot paper. 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.

Process for e-voting :

The instructions for shareholders voting electronically are as under:

In case of shareholders receiving e-mail :

- (i) The voting period begins on Monday, September 25, 2017 at 9.00 am and ends on Wednesday, September 27, 2017 at 5.00 p.m. 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) of Thursday, September 21, 2017 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 / Members.

(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:

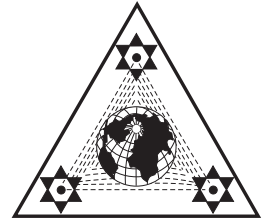
	For Members holding shares in Demat form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 directly reach 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



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant Company Name i.e. "Polo Queen Industrial and Fintech 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.
- (xiii) Click on the "RESOLUTIONS 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, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form 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.

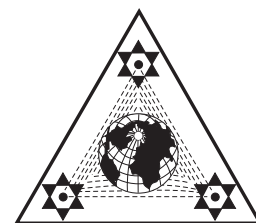
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (i) Please follow all steps from Sl. No. (i) to Sl. No. (xix) above to cast vote.
 - (ii) The voting period begins on Monday, September 25, 2017 to Wednesday, September 27, 2017. 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) of Thursday, September 21, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (iii) 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.
13. Mrs. Grishma Khandwala, Practicing Company Secretary, (Membership No. 6515) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 14. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting 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 and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the result of the voting forthwith.
 15. The Results declared alongwith the Scrutinizer's report shall be placed on the website of CDSL immediately after the declaration of result by the Chairman. The result shall also be immediately forwarded to CSE Limited and Metropolitan Stock Exchange of India Ltd. where the shares of the Company are listed.

Place : Mumbai
Date : August 11, 2017

By Order of the Board of Directors
NAMRATA VANAMALA
COMPANY SECRETARY



ANNEXURE TO THE NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4

Appointment of M/s. Gupta Raj & Co., Chartered Accountant's as the Statutory Auditors of the Company.

As per the provisions of Companies Act, 2013 read with rules made thereunder no listed Company shall appoint an audit firm as auditor for more than two consecutive terms of five years and an audit firm which has completed its term shall not be eligible for re-appointment as auditor in the same company.

Every listed Company existing on or before the commencement of Companies Act, 2013 (i.e 1st April, 2014) shall comply with the provisions of Companies Act, 2013 within three years. Accordingly, the term of the existing Statutory Auditors, M/s. N. K. Jalan & Co., Chartered Accountants, is coming to end. The Board of Directors have recommended appointment of M/s. Gupta Raj & Co., Chartered Accountants as the Statutory Auditors of the Company in place of M/s. N. K. Jalan & Co., Chartered Accountants, existing Statutory Auditors of the Company, to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty Eighth Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution at Item No.4.

Item No. 5

Adoption of New Set of Articles of Association as per Table F of the Companies Act, 2013

The existing Articles of Association of the Company is based on the Companies Act, 1956. The Companies Act, 2013 was notified to come into effect from April 1, 2014. However, to provide an easy and smooth transition from the Companies Act, 1956 to the Companies Act, 2013, its sections were notified in tranches. Currently, most of the sections of the Companies Act, 2013 replacing the provisions of Companies Act, 1956 and the relevant rules have been notified.

In view of the aforesaid and in order to bring the existing Articles of Association of the Company in line with the provisions of the Companies Act, 2013, the Company will be required to make changes in most of the existing Articles. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company in substitution of and to the entire exclusion of the existing Articles of Association. The new Articles of Association is largely based on Table 'F' of the Companies

Act, 2013, which sets out the model Articles of Association for a company limited by shares. For clarity, given below are the salient features of the new Articles of Association of the Company:

- It is proposed to be adopted solely with a view to bring it in line with the provisions of the Companies Act, 2013;
- Certain new definitions have been incorporated;
- Certain provisions flowing from Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been incorporated;
- New provisions relating to e-voting by the Members, passing of resolutions through postal ballot, appointment of independent directors and key managerial personnel have been introduced;
- Some of the procedures mentioned in the existing Articles of Association have not been included in the new Articles of Association as the same forms part of the relevant sections of the Companies Act, 2013, in order to make the new Articles of Association crisp, concise and clear. It also aids ease of reading and understanding.

The proposed new Articles of Association of the Company is placed on the Company's website viz. www.poloqueen.com and also kept available for inspection at the registered office of the Company between 10.00 a.m. and 12 noon on all working days except Sundays and National Holidays from the date hereof up to the date of the meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, approval of the Members by Special Resolution is required for the adoption of the new Articles of Association so as to replace the existing Articles of Association and accordingly, the approval of the Members of the Company is being sought for the adoption of the new Articles of Association.

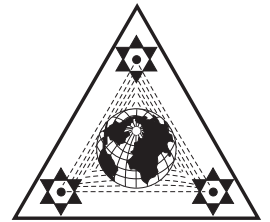
The Board, accordingly, recommends passing of the special resolution as set out at Item No. 5 of this Notice, for the approval of the Members.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Revision in the remuneration of Mr. Udit P. Sanghai, Whole-time Director & CFO of the Company.

Mr. Udit P. Sanghai was re-appointed as a Whole-time Director and CFO of the Company for a period of 3 years



ANNEXURE TO THE NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

w.e.f January 1, 2017 on remuneration and other terms and conditions as approved by the members of the Company at the 32nd Annual General Meeting held on September 19, 2016.

Considering his contribution to the overall progress of the Company and also taking into account the prevailing managerial remuneration in the industry, the Board of Directors in its Meeting held on May 26, 2017, upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of Members sought in the Annual General Meeting has approved the revision in the maximum limit of his monthly salary to Rs. 5,00,000/- per month from the existing maximum limit of Rs.1,00,000/- per month. Actual monthly salary shall however continue to be decided by the Board and/or any Committee thereof.

The proposed revision of salary is within the limits specified under Section 196, 197 and Schedule V of the Companies Act, 2013 and is in accordance with the Remuneration Policy of the Company. All other terms and conditions of appointment of Mr. Udit P. Sanghai

Place : Mumbai

Date : August 11, 2017

remain the same as approved by the members at the 32nd Annual General Meeting of the Company.

The Board, accordingly, recommends passing of the resolution as set out at Item No. 6 of this Notice, for the approval of the Members. The proposed revision in salary range is an enabling limit and in no way suggests that the salary of the Whole-time director will be revised immediately.

Except Mr. Udit P. Sanghai, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6.

Disclosure under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

By Order of the Board of Directors
NAMRATA VANAMALA
COMPANY SECRETARY

Details of Directors seeking Appointment/Re-appointment at the Annual General meeting. (Pursuant to the SEBI Listing Regulations and Secretarial Standard-2 on "General Meetings")

1.	Name of Director	Mr. Umesh Agarwal	Mr. Prabhas Sanghai
2.	Director Identification Number (DIN)	00231799	00302947
3.	Date of Birth	13.10.1953	14.11.1961
4.	Date of Appointment	27. 09.1993	29.04.2008
5.	Experience in specific areas	Expertise in Global Trade of Minerals & Carbon Products, Logistics and Marketing	33 years' experience in Textile & Chemical
6.	Qualifications	Graduation in Engineering	Chemical Engineer
7.	Directorship in Other Companies	<ul style="list-style-type: none"> • Aajiwan Industries Limited • Arjay Apparel Industries Limited • Someshwara Industries & Exports Limited • Bow Balaleshwar Minings Private Limited • Balaji Prints Limited • R. J. Knitwears Limited • RMG Polyvinyl India Limited • Sri Vishvanath Enterprises Limited • Gyaneshwar Infrastructure Private Limited 	<ul style="list-style-type: none"> • Paramount Minerals and Chemicals Limited • Sanghai Holdings Private Limited • Santino Holdings Pivate Limited • Shree Janardana Mills Limited • Polo Queen Capital Limited • Polo Queen Pharma Trade Industry Limited • Polo Queen Solutions Limited
8.	Memberships/Chairmanships of Audit and Stakeholders' Relationship committees across Public Companies	-	1
9.	Shareholding in the Company (No. of shares)	50	Nil

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Regd. Office : 304, A to Z Industrial Estate, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013.

CIN :- L72200MH1984PLC094539

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Name of the attending Member (In Block Letters)	Member's Folio No. _____
	DP ID No. _____
	Client ID No. _____
Name of the Proxy (In Block Letters) (to be filled if the Proxy attends instead of the Members)	

No. of Shares held _____

I hereby record my presence at the 33rd Annual General Meeting of Polo Queen Industrial and Fintech Limited being held on Thursday, the September 28, 2017 at 4.00 p.m at Fantasy, 1st Floor, Sunville Banquets, 9, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai - 400018.

Member's/Proxy Signature

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Regd. Office : 304, A to Z Industrial Estate, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013.

CIN :- L72200MH1984PLC094539

PROXY FORM

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

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

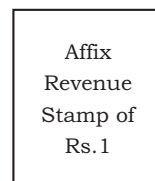
- Name : _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him;
- Name : _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him;
- Name : _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Thursday, September 28, 2017 at 4.00 p.m at Fantasy, 1st Floor, Sunville Banquets, 9, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai - 400018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars		
Ordinary Business		For	Against
1	Adoption of Audited Financial Statement (Standalone and Consolidated) i.e. Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss Account and the Cash Flow Statement for the financial year ended on March 31, 2017, the reports of the Directors and Auditors thereon.		
2	Re-appointment of Mr. Umesh Agarwal as Director, who retire by rotation.		
3	Re-appointment of Mr. Prabhas Sanghai as Director, who retire by rotation.		
4	Ratification of appointment of M/s. Gupta Raj & Co., Chartered Accountants as the Statutory Auditors of the Company.		
Special Business			
5	To Adopt new set of Articles of Association under Companies Act, 2013		
6	To consider revision in the remuneration of Mr. Udit P. Sanghai, Whole-time Director and Chief Financial Officer of the Company.		

Signed this _____ day of _____ 2017.

Signature of
Member: _____



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 33rd 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.