



## INDAG RUBBER LIMITED

CIN L74899DL1978PLC009038

Regd. Office: 11, Community Centre, Saket, New Delhi-110017.

Ph. No. 011-26963172/73; E-mail Id:- info@indagrubber.com; Website: www.indagrubber.in

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE THIRTY-EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDAG RUBBER LIMITED WILL BE HELD ON MONDAY, JUNE 19, 2017 AT 10:00 A.M. AT SAI INTERNATIONAL CENTRE, LODHI ROAD, NEW DELHI-110003 TO TRANSACT THE FOLLOWING BUSINESS:**

#### **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the company, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:
  - a) Audited standalone financial statements of the company for the financial year ended March 31, 2017.

“RESOLVED THAT the audited standalone financial statements of the Company including the balance sheet as at March 31, 2017, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.”
  - b) Audited consolidated financial statements of the company for the financial year ended March 31, 2017.

“RESOLVED THAT the audited consolidated financial statements of the Company including the balance sheet as on March 31, 2017, the statement of profit and loss, the cash flow statement for the year ended on that date and the report of the Auditors thereon be and are hereby received, considered and adopted.”
2. To appoint a Director in place of Mr. Uday Harsh Khemka (DIN-00323609) who retires by rotation and being eligible, offers himself for re-appointment, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Uday Harsh Khemka (DIN-00323609), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
3. To declare dividend and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend at the rate of Rs. 1.50/- per equity share of Rs. 2/- each (75%), in addition to the interim dividend of Rs. 0.90/- per equity share of Rs. 2/- each (45%) already paid, be and is hereby declared out of the current profits of the company and that the same be paid, to those members whose name appears on the company's register of members as on the close of business hours on June 19, 2017 (if shares are held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on June 12, 2017.”
4. To appoint the Statutory Auditors of the Company, and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Khanna & Annadhanam, Chartered Accountants, (Firm Registration No. 001297N) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s.S.R. Batliboi & Co.LLP, Chartered Accountants, (Firm Registration No. 301003E) the retiring Statutory Auditors and to hold office for a period of 5 years from the conclusion of 38<sup>th</sup> Annual General Meeting till the conclusion of 43<sup>rd</sup> Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting, on a remuneration as may be mutually agreed between the Board of Directors and the Auditors plus applicable service tax and reimbursement of out of pocket expenses.”

## AS SPECIAL BUSINESS:

### 5. **Fixation of the remuneration of the Cost Auditors of the company for the financial year 2017-18.**

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 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and on the recommendation of the Board of Directors, consent of the members be and is hereby accorded for the payment of remuneration of Rs. 1,00,000/- plus service tax and out of pocket expenses and on terms and conditions as may be mutually agreed between the Board of Directors and M/s. Shome & Banerjee, (Registration No. 000001) Cost Accountants, Cost Auditors of the Company for the financial year commencing from April 1, 2017 till March 31, 2018.”

### 6. **Appointment of Mr. Harjiv Singh (DIN-00507695) as an Independent Director of the Company.**

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 149, 152 and 161(4) of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, consent of the members be and is hereby accorded for the appointment of Mr. Harjiv Singh (DIN-00507695), as an Independent Director who was appointed by the Board of Directors on August 09, 2016, to fill up the casual vacancy caused due to resignation of Mr. K.M.S.Ahluwalia (DIN-00104762) before the expiry of his term of office.”

“RESOLVED FURTHER THAT Mr. Harjiv Singh (DIN-00507695) being eligible for appointment and in respect of whom the company has received a notice in writing proposing his candidature by a member under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director to hold office till March 31, 2019 being the date till Mr.K.M.S.Ahluwalia would have held office and Mr.Harjiv Singh is not liable to retire by rotation.”

### 7. **To maintain and keep the Company’s registers and copies of annual returns or any one or more of them, at a place other than Company’s Registered Office.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013 read with rule 5 (2) of the Companies (Management and Administration) Rules, 2014, consent of the members of the Company be and is hereby accorded to maintain and keep the Company’s registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at the office of Company’s Registrar and Share Transfer Agent, viz., M/s. Skyline Financial Services Private Limited, at D-153/A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company and that any of the Key Managerial Personnel of the company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

By Order of the Board of Directors  
For **Indag Rubber Limited**

Date : May 5, 2017  
Place: New Delhi

**Manali D Bijlani**  
Company Secretary  
F4704

## NOTES

As Indag Rubber Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide remote e-voting facility or postal ballot to members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 38th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

**This notice is sent to all the members whose name appears as on May 19, 2017 in the Register of Members.**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A proxy appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.
3. Members/ Proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from June 13, 2017 to June 19, 2017 (both days inclusive).
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
6. Final Dividend of Rs. 1.50/- per equity share of Rs. 2/- each (75%) has been recommended by the Board of Directors, subject to the approval of the shareholders at the ensuing Annual General Meeting for the year ended on March 31, 2017 is proposed to be paid on and from June 26, 2017. Interim Dividend for the year 2016-2017 of Rs. 0.90/- on per equity share of Rs. 2/- each (45%), was declared on October 24, 2016 and paid on November 16, 2016.
7. Members holding the shares in electronic form are advised to get their bank mandate updated with their respective Depository Participant as the bank particulars registered against their respective depository accounts will be used by the Company for the payment of dividend. Members holding the shares in physical form are requested to write to the Company for the registration or change of bank mandates for the payment of Dividend.
8. Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.
9. The Securities 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company.
10. Members seeking further information about the accounts are requested to write atleast 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
11. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.
12. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.
13. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
14. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

15. Members are advised not to carry their personal belongings such as bags, eatables, laptops, mobile phones, arms, ammunitions or any other harmful/dangerous objects to the meeting venue.
16. Members may also note that the Notice of 38<sup>th</sup> Annual General Meeting and Annual Report for the year 2016-2017 is also available on the website of the Company [www.indagrubber.in](http://www.indagrubber.in) for their download.
17. **Voting through electronic means**
  - a) In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 38<sup>th</sup> Annual General Meeting.
  - b) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, June 9, 2017 (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the AGM. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date.
  - c) At the venue of AGM, voting shall be done through ballot papers and the members attending AGM who have not cast their vote by remote e-voting shall be entitled to cast their vote through Ballot papers.
  - d) Instructions for e-voting are as under-
    - i. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - ii. Click on Shareholder – Login
    - iii. Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID + CLIENT –ID)
    - iv. Click Login
    - v. Home page of "e-Voting" appears. Click on e-Voting-Active Voting Cycles
    - vi. Select E-Voting Event Number (EVEN) of Indag Rubber Limited for casting vote in favour or against the Item(s) of business. (Kindly note that vote once cast cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of June 18, 2017, whichever is earlier).
    - vii. Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on and from June 16, 2017 at 9:00 am and ends on June 18, 2017, at 5:00 pm.
    - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - ix. Once you have voted on the resolution, you will not be allowed to modify your vote.
    - x. Institutional shareholders (ie other than Individuals, HUF, NRI etc.) are also 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 email at [scrutinizer@indagrubber.com](mailto:scrutinizer@indagrubber.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - e) The remote e-voting period shall commence on Friday, June 16, 2017 (9:00 am) to Sunday June 18, 2017 (5:00 pm). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, June 9, 2017 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.
  - f) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - g) Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date of June 9, 2017 may obtain their USER ID and password for remote e-voting from Skyline Financial Services Pvt. Ltd., D-153/A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi-110020 or NSDL.
  - h) In case of queries, you may refer the "Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members" available at the 'downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). For any further grievance related to the remote e-voting, members may contact NSDL at the following contact information: Phone No. +91 22 24994600/24994738, Toll Free no. 1800222990

- i) The Board of Directors has appointed Mr. Kanishk Arora of M/s. Kanishk Arora & Co., Practicing Company Secretary, as the Scrutinizer for conducting remote e-voting in a fair and transparent manner.
- j) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot papers 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, within 24 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.
- k) The results declared alongwith the report of Scrutinizer shall be placed on the website of the Company [www.indagrubber.in](http://www.indagrubber.in) and on the website of NSDL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.

**18. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 2 and 6 is as follows:**

Item No.	2	6
<b>Particulars</b>	<b>Mr. Uday Harsh Khemka</b>	<b>Mr. Harjiv Singh</b>
Din	00323609	00507695
Date of Birth	11-07-1965	22-08-1970
Date of Appointment	08-10-2014	09-08-2016
Qualifications	Educated at Eton College, he received his undergraduate and Master's degrees at Cambridge University and received an MBA with distinction from Harvard Business School (Baker Scholar)	Masters in International Affairs in Economic Policy Management from Columbia University's School of International and Public Affairs. He has also done MBA in Marketing and Bachelor in Finance from the New York Institute of Technology.
Experience in specific functional areas	Mr.Uday Khemka is Vice-Chairman of the SUN group of companies and has more than 24 years of investment, investment banking and entrepreneurial experience. He serves on the Board of various companies and has been elected a young global leader at the World Economic Forum in Davos.	Mr. Harjiv Singh is the co-founder and co-CEO of Gutenberg Communications, a global strategic communications firm with offices in the U.S., U.K. and India, where he works extensively with clients across a diverse range of industries like technology, real estate, investment management, academic and the non-profit sectors. He has advised clients like U.S.-India Business Council, UK Trade & Investment, GE, HSBC, New York City Economic Development Corporation (NYCEDC) and Quest Diagnostics.
Directorship held in other listed entities	Nil	Healthfore Technologies Ltd
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil
Number of shares held in the company	12,50,750	Nil
Relationship with any Director(s) of the Company	Mr.Nand Khemka Mr.Shiv Khemka	Nil

## Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

### Item No. 5: Fixation of remuneration of M/s. Shome & Banerjee, Cost Auditors.

M/s. Shome & Banerjee, Cost Accountants were appointed as Cost Auditors of the Company by the Board at its meeting held on May 5, 2017, for the financial year 2017-2018, as recommended by the Audit Committee.

Mr. Rakesh Singh, Partner of M/s. Shome & Banerjee, is a Fellow member of the Institute of Cost Accountants of India, and has held the highest post of "President" for the term 2012-13.

The Board of your company after considering the qualification and experience of Mr. Rakesh Singh, partner of M/s Shome & Banerjee, thought fit to fix the remuneration of Rs. 1,00,000/- subject to the approval of the members.

M/s. Shome & Banerjee, Cost Accountants are not related to any director of the Company.

None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in the notice.

Your Directors recommend passing the above resolution.

### Item No. 6: Appointment of Mr. Harjiv Singh (DIN-00507695) as an Independent Director.

Based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members, the Board appointed Mr. Harjiv Singh as an Independent Director of the company with effect from August 9, 2016 to fill up the casual vacancy caused due to resignation of Mr.K.M.S.Ahluwalia.

Notice has been received from member proposing the candidature of Mr. Harjiv Singh as an Independent Director of the company.

Mr. Harjiv Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received declaration from Mr. Harjiv Singh that he meets with the criteria of independence as prescribed both under Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Harjiv Singh fulfills the conditions for appointment as Independent Director, who would hold office till March 31, 2019.

Brief resume of Mr. Harjiv Singh, nature of his expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

Mr. Harjiv Singh attended four meetings out of seven meetings of the Board of Directors held during his tenure, that is meeting held on August 9, 2016, October 24, 2016, January 12, 2017 and March 30, 2017.

None of the Director except Mr.Harjiv Singh and/or Key Managerial Personnel of the Company and their relatives is interested in the aforesaid resolution.

Board recommends the Ordinary Resolution set out in the Notice for the approval of the members

### Item No.7: To maintain and keep the Company's registers and copies of annual returns or any one or more of them, at a place other than Company's Registered Office.

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rules made thereunder, the Register of Members, Index of Members and certain other registers, certificates, documents etc. and copies of the annual return filed by the company are required to be kept and maintained at the registered office of the Company. However, these documents can be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members resides, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance.

Accordingly, approval of the members is being sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforesaid registers and documents at the office of the Company's Registrar and Share Transfer Agent, viz., M/s. Skyline Financial Services Private Limited, at D-153/A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or at such other place as the Board may from time to time decide.

The Directors recommend the said resolution proposed to be passed as Special Resolution by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

By Order of the Board of Directors  
For **Indag Rubber Limited**  
**Manali D Bijlani**  
Company Secretary  
F4704

Date : May 5, 2017  
Place: New Delhi

## Indag Rubber Limited

CIN L74899DL1978PLC009038

Regd. Off. 11, Community Centre, Saket, New Delhi-110017

Ph. No. 011-26963172/73; E-mail Id:- info@indagrubber.com; Website: www.indagrubber.in

### Attendance Slip

DP Id.		Name & Address of the registered Shareholder
Client Id/ Regd.Folio No.		
No.of Shares held		

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company. I hereby record my presence at the 38<sup>th</sup> Annual General Meeting of the company on Monday, June 19, 2017 at 10:00 am Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 and at adjournment(s) thereof.

(Signature of Member/Proxy Present)

**Note :** \* Please handover this attendance slip duly signed as a Member or Proxy, as the case may be, at the attendance registration counter at the meeting.

---

## Indag Rubber Limited

CIN L74899DL1978PLC009038

Regd. Off. 11, Community Centre, Saket, New Delhi-110017

Ph. No. 011-26963172/73; E-mail Id:- info@indagrubber.com; Website: www.indagrubber.in

### Entry Pass

Folio No./DP ID & Client ID : \_\_\_\_\_

Name of the Member : \_\_\_\_\_

(Signature at Attendance Counter)

(Signature at Entry Counter)

(Authorized Signature with Rubber Stamp)

**Note :\*** Members may please note that Entry Pass will be issued only after verification of signature of the member/proxy as recorded with the Company at the computerized attendance registration counter at the meeting.



## Indag Rubber Limited

CIN L74899DL1978PLC009038

Regd. Off. 11, Community Centre, Saket, New Delhi-110017

Ph. No. 011-26963172/73; E-mail Id:- info@indagrubber.com; Website: www.indagrubber.in

### 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	L74899DL1978PLC009038
Name of the company	INDAG RUBBER LIMITED
Registered Office	11, COMMUNITY CENTRE, SAKET, NEW DELHI-110017
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 : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him;
- (2) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him;
- (3) Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him;

as my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General meeting of the Company, to be held on Monday, June 19, 2017 at 10.00 a.m. at Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Number	Resolutions
<b>Ordinary Business</b>	
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2017 together with reports of the Auditors and Board of the Directors thereon
2	Re-appointment of Mr. Uday Harsh Khemka, who retires by rotation.
3	Recommendation of Final Dividend for the year 2016-2017
4	Appointment of M/s. Khanna & Annandhanam, Chartered Accountants, as Statutory Auditors
<b>Special Business</b>	
5	Fixation of remuneration of M/s Shome & Banerjee, Cost Auditors.
6	Appointment of Mr. Harjiv Singh (DIN-00507695) as an Independent Director of the Company.
7	To maintain and keep the Company's registers and copies of annual returns or any one or more of them, at a place other than Company's Registered Office.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix  
Revenue  
Stamp of  
Re. 1/-

Signature of the Member: \_\_\_\_\_ Signature of Proxy holder: \_\_\_\_\_

**Note** : \* 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 aforesaid Meeting.