

JBM Auto Limited

Registered Office: 601, Hemkunt Chamber,
89, Nehru Place, New Delhi - 110 019
CIN : L74899DL1996PLC083073
E-mail: corp@jbm.co.in; Website: www.jbm-group.com
Ph. 011-26427104 -06; Fax: 011-26427100



NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the members of JBM Auto Limited will be held on **Tuesday, 22nd Day of September, 2015** at **Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A. P. S. Colony, Delhi Cantt., Delhi - 110 010** at **11:00 A.M.** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015, the statement of Profit & Loss for the year ended on that date, Report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Nishant Arya (DIN: 00004954), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT M/s. Mehra Goel & Co., Chartered Accountants (Firm Registration No. 000517N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. **To appoint Mr. Sandip Sanyal (DIN: 07186909), as a Whole Time Director (to be designated as an “Executive Director”) for a period of 5 (Five) years and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Mr. Sandip Sanyal (DIN 07186909) be and is hereby appointed as a Whole Time Director (to be designated as an “Executive Director”) in the category of Key Managerial Personnel of the Company for a period of 5 (Five) years w.e.f. 18th May, 2015 as per the terms and conditions given below:

- a. Salary : Nil
- b. Perquisites & Allowances : Nil

RESOLVED FURTHER THAT Mr. Sandip Sanyal, Executive Director shall not be entitled to sitting fee for attending meetings of the Board and / or Committees thereof.

RESOLVED FURTHER THAT Board of Directors or Nomination & Remuneration Committee of the Board of the Company be and are hereby authorized to alter / vary the terms and condition from time to time as it may deem fit subject to necessary approvals, if any, in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors or Nomination & Remuneration Committee of the Board of the Company be and are hereby authorized to do all such acts, deeds or things as may be required or considered necessary or incidental thereto.”

6. **To roll over the redemption of Preference Shares issued to M/s Neel Metal Products Limited for a further period of 6 (Six) years from the date of roll over and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 55 and all other applicable provisions, if any, of the Companies Act, 2013, and the applicable laws, rules, regulations, guidelines, clarifications and approvals issued by any statutory body or regulatory authority and subject to such approvals /consents /permissions/ sanctions as may be required in accordance with applicable laws, rules, regulations and guidelines and subject to such conditions as such bodies or authorities may impose at the time of granting their approvals /consents /permissions /sanctions and which may be agreed to by the Board of Directors of the Company (the ‘Board’ which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute

for the time being for exercising the powers conferred on the Board of Directors by this Resolution), consent of the members be and is hereby accorded to the Board to roll over 50,00,000 (Fifty lacs) 8% non-cumulative, redeemable preference shares of face value ₹ 10/- (Rupees ten only) each of the Company issued at a price of ₹ 60/- (Rupees Sixty only) each i.e. at a nominal value of ₹ 10/- (Rupees Ten only) and a premium of ₹ 50/- (Rupees Fifty only) per share allotted on 26.12.2009 to M/s Neel Metal Products Limited which are due for redemption on 25.12.2015 to the intent that the said preference shares will be redeemed at a later date as hereafter stated;

RESOLVED FURTHER THAT the said preference shares shall continue to carry a preferential right to dividend of 8% (Eight percent) per annum;

RESOLVED FURTHER THAT the said preference shares shall be redeemable on the expiry of 6 (Six) years from the date of roll over (i.e. six years from 25.12.2015) with an option to the Company /preference shareholders to redeem the same at any time earlier than the date of redemption;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to take all actions and do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient to the issue and allotment of the said shares and to resolve and settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of shares and utilization of proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit.”

By Order of the Board
For **JBM AUTO LIMITED**

Place: Gurgaon (Haryana)
Date: 12.08.2015

Sd/-
(VIVEK GUPTA)
Chief Financial Officer
& Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. 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.
3. The provisions of Section 149 of Companies Act, 2013 has come into force w.e.f. 1st April, 2014. In terms of the provisions of the said section read with Section 152(6) of the Act, the period of office of Independent Directors shall not be liable to determination by retirement by rotation. Therefore, the Directors, whose period of office is liable to determination by retirement by rotation, have been re-ascertained on the date of this notice. Accordingly, Mr. Nishant Arya, Director of the Company will retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. In terms of clause 49 of the listing agreement, the details of Director, whose period of office is liable to determination by retirement by rotation at the ensuing annual general meeting, are given under the heading “Additional Information as per clause 49 of the Listing Agreement with the Stock Exchanges”.
4. The statement as required under section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
5. Members are requested to bring their copy of Annual Report to the meeting.
6. Members / Proxies should bring the attendance slip for attending the meeting and should be handed over at the entrance of meeting place. In case of joint holders attending the meeting, only such joint holder whose name is higher in the order of names will be entitled to vote. The corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the shareholders holding shares in physical form may file

nomination in the prescribed Form SH-13 with M/s MCS Share Transfer Agent Ltd., the Registrar and Share Transfer Agent. In respect of shares held in electronic / dematerialized form, the nomination form may be filed with the respective Depository Participant.

8. Members are requested to write their client ID and DP ID number or folio number, whichever is applicable in attendance slip for attending the meeting.
9. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting.
10. The Company has notified the closure of Register of Members and Share Transfer book from 14.09.2015 to 22.09.2015 (both days inclusive) for the purpose of Annual General Meeting.
11. Members holding shares in identical order of names in more than one folio are requested to write to the Company or its Registrar and Share Transfer Agent and send their share certificates to enable consolidation of their holdings into one folio.
12. Members holding shares in dematerialized form are requested to intimate all the changes pertaining to their detail of bank account, power of attorney, change of address / name etc. to their depository participants only and not to the Company's Registrar and Share Transfer Agents to provide efficient and better services to the members.
13. Under Section 125(C) of the Companies Act, 2013, the amount of dividend remaining unpaid and unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Any member who has not claimed the dividend in respect of the financial year ended March 31, 2008 (FY 2007-08) or any year thereafter is requested to approach the Company / Registrar and Share Transfer Agent of the Company for claiming the same.

It may please be noted that the unpaid / unclaimed dividend for the financial year ended 31st March, 2008 is due for transfer to the Investor Education and Protection Fund (IEPF) on 11th October, 2015.

The members may please note that no claim shall lie against the Company or the aforesaid fund in respect of any amount of dividend remaining unpaid / unclaimed for a period of seven years from the date they became due for payment.

14. The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in the Corporate Governance" by allowing paperless compliance by the Companies and as per Rule 18 of the Companies (Management and Administration) Rule, 2014 allowed Companies to send any notice / document (including Annual Report) to its members via e-mail. To support this green initiative of the Government in letter and spirit, the Company has taken an initiative to collect e-mail addresses of all its members.

Members holding shares in physical form are requested to provide/ update their e-mail addresses to MCS Share Transfer Agent Ltd. (Registrar and Share Transfer Agent). Members holding shares in dematerialized form may kindly update their e-mail address with their respective Depository Participant (DP's).

15. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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).
- II. 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 e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. 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.
- IV. The remote e-voting period commences on **19.09.2015 (9:00 am) and ends on 21.09.2015 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15.09.2015, may cast their vote by remote e-voting. 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.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/ Depository Participants(s)] :
 - (i) Open e-mail 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.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Name of the company".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 scrutinizer@jbm.co.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any 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 or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 15.09.2015**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 15.09.2015**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. **CS Sunita Mathur (Membership No. FCS 1743, CP No. 741)** Company Secretary in Practice has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 three days of the conclusion of the AGM, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.jbm-group.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & National Stock Exchange of India Limited, Mumbai.
16. The members may address their correspondence either to the Company at its registered office or MCS Share Transfer Agent Ltd., the Registrar and Share Transfer Agent. Please quote your folio number, e-mail address, telephone & fax number (if any) for prompt reply.
17. The 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 demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar & Share Transfer Agent.
18. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 5 & 6 OF THE ACCOMPANYING NOTICE ARE AS UNDER:

ITEM NO. 5

The Board of Directors of the Company in its meeting held on 18th May, 2015 had appointed Mr. Sandip Sanyal as a Whole Time Director of the Company w.e.f. 18th May, 2015 on the terms and conditions as approved by the Nomination & Remuneration Committee, subject to the approval of members in the general meeting. The Nomination & Remuneration Committee has also approved the terms and conditions of the appointment of Mr. Sandip Sanyal.

Mr. Sandip Sanyal brings with him vast experience of over 3 decades in developing business strategy and leading sustainable & profitable growth of various organizations he has been associated with. Amongst his previous stints, he has to his credit some of the biggest names in the Indian and global automotive industry like Ford, Maruti Suzuki, TATA Motors, etc.

Mr. Sandeep Sanyal pursued his Bachelors in Technology (B. Tech) from Indian Institute of Technology, Kharagpur followed by Post Graduation Diploma in Business Management (PGDBM) from XLRI, Jamshedpur

As President, Strategic Growth at JBM Group, Mr. Sandip Sanyal's key responsibilities include spearheading the group's initiatives for inorganic & organic growth globally in the automotive sector as well as engineering services. He is also mentoring and supporting development of key strategies and policies as a member of the group supervisory board.

Mr. Sandeep Sanyal does not have any other pecuniary relationship with the Company.

In compliance of the provisions of section 197, 203 and all other applicable provisions of the Companies Act, 2013, the appointment of Mr. Sandip Sanyal as Whole Time Director of the Company on the terms and conditions as mentioned in item No. 5 of the accompanying notice is being placed for your approval by way of an Ordinary Resolution. The Board recommends the resolution for your approval.

The above may also be treated as an abstract of terms of appointment and memorandum of interest in compliance of Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution except Mr. Sandip Sanyal himself.

ITEM NO. 6

The Company had issued 50,00,000 8% non-cumulative redeemable preference shares of face value of ₹ 10/- each at a price of ₹ 60/- per share i.e. at a premium of ₹ 50/- per share to M/s Neel Metal Products Limited. The said preference shares were allotted on 26th December, 2009 for a tenure of 6 years from the date of allotment with an option to the Company to vary the terms and conditions, if required. The rate of dividend payable to the preference shareholders is 8% on the face value of the shares.

These preference shares would have been redeemed at a premium of ₹ 50/- per share on 25th December, 2015. The approval of the equity shareholders is required to roll over these preference shares for a further period of 6 years from the date they were to be due

for redemption. The Company has received a request from the Preference Share holder for the extension of period of redemption for a further period of 6 years. The Company has agreed to the roll over of 8% 50,00,000 preference shares for a further period of 6 years with an option to the Company/ the shareholders to redeem these shares at any time earlier than the date of redemption. As the issue of these preference shares was approved by the equity shareholders at the Annual General Meeting held on 4th September, 2009, their approval to the proposed roll over is being sought.

The Special Resolution is proposed pursuant to the provisions of Sections 55 of the Companies Act, 2013. The Board of Directors accordingly recommends the resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Mr. S. K. Arya, Chairman and Mr. Nishant Arya, Director are concerned or interested in this resolution to the extent of their shareholding in the Company. None of the other Directors and Key Managerial Personnel or their relatives are concerned or interested in any way in the said Resolution.

ADDITIONAL INFORMATION AS PER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

A brief resume of Director recommended for re-appointment at the Annual General Meeting is as under:

Mr. Nishant Arya

Mr. Nishant Arya is a Graduate in Business Administration from Bradford University, U.K and further studied in London School of Economics.

Mr. Nishant Arya is an Executive Council Member of CII – Young Indians and ACMA – Young Business Leaders Forum. He is also the co-chairman of ACMA's STDC (Sustainable Technology Development Committee), India. He is also on Board of various JBM Group companies that include Jay Bharat Maruti Limited, Neel Metal Products Ltd., Neel Auto Private Limited, JBM Cadmium Private Ltd., JBM MA Automotive Pvt. Limited, JBM Ogihara Automotive India Limited. He is also the Chairman of Tesco Go SpA, Europe.

With a strong drive to achieve more, Mr. Nishant Arya is further expanding the business by actively looking at diversification, international business and new projects. He has been instrumental in planning various technical collaborations and joint ventures with foreign companies including buyouts. Mr. Nishant Arya is to be solely credited for the successful launch of the bus manufacturing division of JBM Group. JBM has introduced India's first true low floor City bus – 'CITYLIFE' that is all set to redefine the dynamics of the public transformation domain in our country. The bus has first of its kinds innovative features that ensures enhanced comfort, safety and security for the commuters.

Mr. Nishant Arya's consistent focus on enhancing technology, enabling Innovation and developing People within the organization has been a key driver of growth for the organization.

He is relative of Mr. S. K. Arya, Chairman of the Company and holds 3,39,400 equity shares (0.83%) in the Company.

**By Order of the Board
For JBM AUTO LIMITED**

**Place: Gurgaon (Haryana)
Date: 12.08.2015**

**Sd/-
(VIVEK GUPTA)
Chief Financial Officer
& Company Secretary**



JBM AUTO LIMITED

CIN: L74899DL1996PLC083073

Registered Office: 601, Hemkunt Chambers, 89, Nehru Place, New Delhi 110 019

ATTENDANCE SLIP

I hereby record my presence at the 19th Annual General Meeting of the Company held on **Tuesday, 22nd Day of September, 2015** at **Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A. P. S. Colony, Delhi Cantt., Delhi - 110 010 at 11:00 A.M.**

Name of the Shareholder(s) _____ (In Block Letters)

Father's/Husband's Name _____ (In Block Letters)

Name of the Proxy or Company Representative _____ (In Block Letters)

Registered Folio No./DP-Client ID _____ No. of Shares held _____

Signature of the Shareholder(s) or Proxy or Company Representative _____

Note:

- Members/Proxies are requested to bring the duly filled in Attendance Slip to the 19th Annual General Meeting, to be handed over at the meeting.
- If you intend to appoint a proxy, please deposit duly filled Proxy Form either at the Registered Office of the Company or at the office of its Registrar & Share Transfer Agent at least 48 hours before the meeting.



JBM AUTO LIMITED

CIN: L74899DL1996PLC083073

Registered Office: 601, Hemkunt Chambers, 89, Nehru Place, New Delhi 110 019

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]

Name of the Member(s) : E mail id :

Registered Address : 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/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual general meeting of the company, to be held on Tuesday, 22nd Day of September, 2015 at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A. P. S. Colony, Delhi Cantt., Delhi - 110 010 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	RESOLUTIONS	OPTIONAL	
	Ordinary Business	For	Against
1	To adopt the Audited Financial Results for the year ended on 31 st March, 2015		
2	To declare dividend		
3	To appoint a Director in place of Mr. Nishant Arya (DIN: 00004954), who retires by rotation and being eligible, offers himself for re-appointment		
4	To appoint Auditors and to fix their remuneration		
Special Business			
5	To appoint Mr. Sandip Sanyal (DIN: 07186909), as a Whole Time Director (to be designated as an "Executive Director") for a period of five years		
6	To roll over the redemption of Preference Shares issued to M/s Neel Metal Products Limited for a further period of 6 (Six) years from the date of roll over		

Signed this _____ day of _____ 2015

Signature of Shareholder

Affix Re.1/- Revenue Stamp

Signature of proxy holder (s):

Notes:

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 Resolutions, Explanatory Statements and Notes, please refer to the Notice of 19th Annual General Meeting of the Company.
3. Please complete all the details including details of Member(s) in the above box before submission.