

NOTICE

Notice is hereby given that the **25th Annual General Meeting** of the Members of **Spentex Industries Limited** will be held on **Monday, the 25th day of September, 2017** at **10.30 A.M** at **Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi - 110019** to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended 31st March, 2017 including Balance Sheet of the Company as at 31st March, 2017, Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Kapil Choudhary (DIN 00051580) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and fixation of their remuneration.

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, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force, and pursuant to the recommendation made by the Audit Committee and the Board of Directors, M/s R N Marwah & Co. LLP, Chartered Accountants (Firm Registration No. 001211N / N500019) be and are hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors M/s J C Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N), to hold office for a period of three consecutive years from the conclusion of this 25th Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company, subject to ratification of their appointment by the members at every Annual General Meeting, at such remuneration including out of pocket expenses to be fixed by the Board of Directors, based on the recommendation of the Audit Committee, in consultation with Statutory Auditors."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration mutually agreed between the Cost Auditor and Managing Director with applicable tax and other expenses/reimbursement if any payable to Mr. Rajesh Goyal, Cost Accountant of M/s. K G Goyal & Associates, Cost Accountants having Firm Registration No.000024 as approved by the members of Audit Committee and Board of Directors of the Company, to conduct the audit of the Cost Records of the Company for the financial year 2017-2018, be and is hereby ratified and confirmed."

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

5. To consider and, if thought fit, to pass with or without modifications the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and recommendation of Nomination & Remuneration Committee and approval of the Board of Directors, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ajay Kumar Choudhary (DIN 00051629) as Chairman of the Company, who will attain the age of 70 years on October 30, 2017, for a period of three years with effect from 2nd December, 2017 to 1st December, 2020 as well as fixation of remuneration payable to him for a period of three years w.e.f 2nd December, 2017 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting and as enumerated in the agreement entered into between the Company and Mr. Ajay Kumar Choudhary, with liberty to the Board of Directors or a committee thereof to alter and vary the terms and conditions of the said re-appointment and/or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Ajay Kumar Choudhary within the overall limits as specified in Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

By Order of the Board

For SPENTEX INDUSTRIES LIMITED

Sd/-

Prakash Chandra Thakur

Company Secretary

Place : New Delhi

Date : August 10, 2017

NOTES:

1. Explanatory Statement setting out all material facts regarding Special Business contained in Item Nos. 3 to 5 as required under Section 102 (1) of the Companies Act, 2013, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. 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 proxy for any other person or shareholder.

4. The Register of Members and Share Transfer Books of the Company will be closed from Friday, the 22nd September, 2017 to Monday, the 25th September, 2017 (both days inclusive) for the purpose of this Annual General Meeting.
5. All documents referred in the accompanying notice are available for inspection at the Registered Office of the Company during working days between 10.00 A.M. to 1.00 P.M. till the date of Annual General Meeting and also at the meeting.
6. Members are requested to intimate the change, if any, in their registered address immediately.
7. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
8. It will be appreciated that queries, if any, on accounts and operations of the Company are sent to the Registered Office of the company ten days in advance of the meeting so that the information may be made readily available.
9. As per provisions of the Companies Act, facility of nomination is available to the members in respect of the shares held by them.
10. For any queries on the Depository System, members may contact any depository participant or the Share Department at the Registered Office of the Company.
11. In terms of SEBI (LODR) Regulations, 2015, a brief resume of directors who are proposed to be appointed/re-appointed at this meeting are provided in Corporate Governance Report, forming part of the Annual Report.
12. Members are requested to send queries, if any, at E-mail ID secretarial@clcindia.com which is being used exclusively for the purpose of redressing the complaint(s) of the investors.
13. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their votes electronically through electronic means to its Members in respect of the business to be transacted at the Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide remote e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21st September, 2017 (9:00 AM) and ends on 24th September, 2017 (5:00 PM). 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 Monday, the September 18, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **SPENTEX INDUSTRIES LIMITED** on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) 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 emailed 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.
- (xxi) 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.
14. 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 i.e. 18th September, 2017 shall be entitled to avail the facility of remote e-voting or voting at the venue of the Meeting. The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or remote e-voting. If any shareholders opt for remote e-voting, he/she will not be eligible to vote physically in AGM.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

The term of M/s J C Bhalla & Co., Chartered Accountants, would be expiring at the ensuing Annual General Meeting and holds office till conclusion of this (25th) Annual General Meeting. The Board of Directors at their meeting held on 10th August, 2017, subject to approval of members, have approved to appoint M/s R N Marwah & Co. LLP, Chartered Accountants (Firm Registration No. 001211N/N500019) as statutory auditors for a period of three years effecting from conclusion of 25th Annual General Meeting till conclusion of 28th Annual General Meeting as per the remuneration agreed between the Board of the Company and M/s. R N Marwah & Co. LLP in place of retiring auditors M/s J C Bhalla & Co.

M/s R N Marwah & Co. LLP, Chartered Accountants (Firm Registration No. 001211N/N500019) have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 and that they are not disqualified from being appointed as Statutory Auditors of the Company in terms of the applicable provisions of the Act and the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 3.

Board of Directors recommends the ordinary resolution set forth in item No.3 of the notice for the approval of the members of the Company.

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 29.05.2017, subject to approval of members in the ensuing general meeting, appointed Mr. Rajesh Goyal, Cost Accountant of M/s. K G Goyal & Associates, Cost Accountants as Cost Auditor to the Company to conduct/maintain Cost Records for the financial year ended 31st March, 2018 at a remuneration of Rs. 1.00 lakh with applicable taxes and reimbursement of out of pocket expenses.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested financially or otherwise in the resolution.

Board of Directors recommends the resolution as at Item No.4 for your approval.

Item no. 5

The members of the Company at the 22nd Annual General Meeting held on 11th September, 2014 approved appointment of Mr. Ajay Kumar Choudhary (DIN-00051629) as Chairman of the Company for a period of four years effective from 2nd December, 2013. The current term of Mr. Ajay Kumar Choudhary would expire on 1st December, 2017 and also he will attain the age of 70 years on 30th October, 2017.

Section 196(3) read with Part I of Schedule V of the Companies Act, 2013, inter-alia, provides that if a managing Director or Whole Time Director or Manager has attained the age of 70 years then his appointment/continuation needs to be approved by a special resolution passed by the Company in General Meeting.

Mr. Ajay Kumar Choudhary is a commerce graduate having rich and varied experience in the textile Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Ajay Kumar Choudhary as Chairman. Therefore, the Company seeks consent of the members by way of special resolution for continuing his employment as Chairman after attaining the age of 70 years and his re-appointment as Chairman of the Company as per remuneration given herein below for a period of 3 years w.e.f. 2nd December, 2017 to 1st December, 2020.

Board of Directors, on the recommendation of the Nomination & Remuneration Committee, at their meeting held on 10th August, 2017 has approved the re-appointment of Mr. Ajay Kumar Choudhary as Chairman for a further period of three years with effect from 2nd December, 2017 to 1st December, 2020, subject to approval of the shareholders, in the following manner:

Name of the Director	Appointment valid till	Proposed Re-appointment		Proposed Remuneration		
		No. of Years	With effect from	No. of Years	With effect from	Amount
Mr. Ajay Kumar Choudhary	1 st December, 2017	3 years	2 nd December, 2017	3 years	2 nd December, 2017	Rs. 6,50,000/-

Overall Remuneration

As per the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the remuneration payable to Managing Director and Whole Time Directors, in a financial year shall not exceed 5% of the annual net profit of the Company for one such managerial person and subject to further overall limit of 10% of the annual net profit of the Company computed in accordance with applicable provisions/schedules of Companies Act, 2013 for all the working directors taken together.

As per provisions of Section 197 read with Schedule V of the Companies Act, 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person not exceeding the limits stipulated under Schedule V of Companies Act, 2013.

The main terms and conditions of appointment including remuneration are furnished below:

Sl.No	Description	Mr. Ajay Kumar Choudhary
1.	period of Agreement (Appointment)	Three years from 2nd December, 2017 to 1st December, 2020
2.	Salary*	₹ 6,50,000 per month (Three years from 2nd December, 2017 to 1st December, 2020)
	Salary including additional Salary, Special Allowance, Performance Salary, Performance linked incentive, Choice Pay and any other allowance as may be determined by the Board/Committee from time to time.	
3.	Perks/Perquisites	a). Company Car(s) with Chauffeur(s), b). Mobile, Data Card, Land line & Fax connection with Internet facility at residence. c). Club Fee subject to maximum of two clubs. d). Personal Accident Insurance, Mediclaim Insurance as per Company policy. e). Company's contribution to Provident Fund, Superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. f). Leave encashment/ encashment of un-availed leave accordance with rules specified by the Company. g). Gratuity payable at a rate not exceeding half a month's salary for each completed year of service under the provisions of Payment of Gratuity Act, 1972.
4.	Other Terms	a). No sitting fees shall be paid to the Chairman for attending meetings of Board of Directors/ Committee thereof. b). Reimbursement of all entertainment, travelling, hotel and other expenses actually incurred by him in connection with the business of the Company. c). The chairman shall be liable to retire by rotation. d). Normal annual Increment, subject to maximum 15% per annum during the aforesaid tenure as may be approved by the Board of Directors.

- Subject to overall increase upto 15% per annum with the approval of the Board and relevant provisions.

As required under Schedule V of the Companies Act, 2013, the relevant information to be given alongwith the notice calling the General Meeting, are as under:

I. General Information

1. Nature of Industry - Textiles Industry
2. Date or expected date of commencement of commercial production: The Company was incorporated on 25.11.1991 and had already commenced commercial production thereafter.
3. In case of new Companies, Expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable, as the Company was incorporated on 25.11.1991.
4. Financial performance based on given indicators (as per audited financial statements for the year ended 31.03.2017)

Particulars	₹ In Crores
Sales and other Income	791.96
EBIDTA	(39.15)
Net Profit/(Loss)	(68.47)

5. Export performance and net foreign exchange collaborations (as per audited financial statements for the year ended 31.03.2017) Earnings in foreign exchange by exports (FOB value):. ₹ 153.09 Crores.
6. Foreign investments or collaborations, if any: Not applicable
- II. Information about the appointee (Mr. Ajay Kumar Choudhary):

Sl.No	Description	Mr. Ajay Kumar Choudhary
1.	Background details	Mr. Ajay Kumar Choudhary (69) is Chairman of the Company since 5th May, 2004. Mr. Ajay Kumar Choudhary is a commerce graduate having rich and varied experience in the textile Industry and has been involved in the operations of the Company over a long period of time.
2.	Past Remuneration (₹)	₹ 6,50,000/- per month
3.	Job profile and his responsibility	He provides Overall supervision to the Company and looking day to day activities of the Company.
4.	Remuneration proposed (₹)	₹ 6,50,000/-* per Month
5.	Comparative profile with respect to industry, size of the Company, profile of the position and person.	Considering the size of the Company, the profile of the Chairman, the responsibilities shouldered by him, indepth knowledge in operations and the industry benchmarks, the remuneration proposed is commensurate with the remuneration paid to similar appointees in other Companies.
6.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Ajay Kumar Choudhary does not have any material pecuniary relationship with the Company other than drawing his remuneration in the capacity as Chairman of the Company. However, he is having pecuniary relationship with Managing Director and Dy. Managing Director of the Company.

- Subject to overall increase upto 15% per annum with the approval of the Board and relevant provisions.

III. Other information:

(1) Reasons of loss or inadequate profits :

The operations of the company during the year were adversely impacted due to gap in demand/supply of yarn, falling market price of yarn, increase in Fiber/Ram Material cost, high power tariff and constraints of working capital leading to non optimal utilization of plant capacities resulting in decline of sales and continuing liability of debt & interest repayment on term and working capital loans. As a result, there has been significant decline in EBIDTA levels as compared to previous year.

(2) Steps taken or proposed to be taken for improvement.

With due strategic focus on efficient plant operations keeping in view the market trends, the Company is confident of improvement in its operational performance in near future.

(3) Expected increase in productivity and profits in measurable terms.

Demand of cotton yarn in domestic market, economic reforms by the new Government as well as encouraging export promotion policy for textile sector have already improved market sentiments and the same is resulting in showing some signs of recovery and improvement in the business environment prevailing since last year, and with the strategic efficiency improvement and cost containment measures being adopted by the company, and with the continued support and co operation of the company's bankers, your directors have confidence that sales volumes are reasonably expected to shore up with consequent strengthening of the margins in due course.

The draft of Agreement to be entered into between the Company and Mr. Ajay Kumar Choudhary for appointment and remuneration is available for inspection by the members at the Registered Office of the Company during the business hours on any working day. The explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations.

Except Mr. Ajay Kumar Choudhary (the appointee), Mr. Mukund Choudhary and Mr. Kapil Choudhary (being relatives of the appointee), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 5.

The Board of Directors recommends the Special Resolution set forth in Item No. 5 of the accompanying Notice for the approval of the Members of the Company.

**By Order of the Board
For SPENTEX INDUSTRIES LIMITED**

Place : New Delhi
Date : August 10, 2017

Sd/-
Prakash Chandra Thakur
Company Secretary

SPENDEX INDUSTRIES LIMITED

Regd. Office: A-60, Okhla Industrial Area, Phase II, New Delhi 110020

CIN - L74899DL1991PLC138153

ATTENDANCE SLIP

DP ID

Regd. Folio No.

Client ID

No. of Shares held

I certify that I am a registered Member/Proxy for the registered member of the Company. I hereby record my presence at the 25th Annual General Meeting of the Company on Monday, the 25th day of September, 2017 at 10:30 A.M. at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi 110019

Name of the Member/Proxy (in BLOCK LETTERS)

Signature of Member/Proxy

Note: Please complete this attendance slip and hand it over at the Entrance of the Meeting Hall

PROXY FORM

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

CIN : L74899DL1991PLC138153

Name of the Company : **SPENDEX INDUSTRIES LIMITED**

Registered office : A-60, OKHLA INDUSTRIAL AREA, PHASE II, NEW DELHI - 110020

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:
- Name: Address:
E-mail Id: Signature:
- Name: Address:
E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on Monday, the 25th day of September, 2017 at 10.30 A.M. at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi 110019 in respect of such resolutions as are indicated below:

Res No.	Resolutions
	Ordinary Business :
1.	Adoption of Audited Financial Statements (including consolidated financial statements), Reports of Directors and Auditors of the Company for the financial year ended 31st March, 2017.
2.	Re-appointment of Mr. Kapil Choudhary (DIN 00051580) as a Director, who retires by rotation.
3.	Appointment of Statutory auditors of the Company and fixation of their remuneration.
	Special Business :
4.	Ratification of remuneration of Cost Auditor.
5.	Re-appointment of Mr. Ajay Kumar Choudhary, who will attain the age of 70 years on October 30, 2017, as Chairman of the Company for a period of three years with effect from 2nd December, 2017 to 1st December, 2020 as well as fixation of remuneration payable to him.

Signed this day of 20.....

Signature of Shareholder:

Signature of Proxy holder(s) :

Affix Rupee One Revenue Stamp

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 Meeting.