# Euro Multivision Ltd.

PHOTOVOLTAIC CELL DIVISION

**CIN : L32300MH2004PLC145995**

**September 19, 2016**

To,

The Manager-Corporate Service
Dept. **BSE Limited**
Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001
Scrip code: **533109**

The Manager- The Listing Department,
**National Stock Exchange of India Limited**
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400051.
Scrip symbol: **EUROMULTI**

Dear Sir,

**Sub.: Notice of 12th Annual General Meeting of the Company**

With reference to the captioned subject, please find enclosed herewith a copy of the Notice of 12th Annual General Meeting of the Company for your record.

Thanking you,

Yours faithfully,

**For Euro Multivision Limited**

EURO MULTIVISION LIMITED MUMBAI

**Sunil Nemani**
**Compliance Officer**

Encls: A/a

# EURO MULTIVISION LIMITED

(**CIN:** L32300MH2004PLC145995)
**Registered Office**: F/12, Ground Floor, Sangam Arcade, Vallabhbhai Road, Vile Parle (West), Mumbai 400 056
**Phone:** +91-22-4036 4036; **E-mail:** info@euromultivision.com; **Website:** www.euromultivision.com

## NOTICE

**NOTICE** is hereby given that the 12th Annual General Meeting of the members of Euro Multivision Limited will be held on Friday, the 30th Day of September 2016 at 11.30 a.m. at Gomantak Seva Sangh, 72/A Mahant Road Extension, Vile Parle (East), Mumbai 400 057 to transact the following businesse:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2016 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To Rectify the of appointment of Statutory Auditors:

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   **"RESOLVED THAT** pursuant to the provisions of Section 139 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, and pursuant to the resolution passed by the members at the 10th Annual General Meeting held on 30th September, 2014, the appointment of M/s. Deepak Maru & Co., Chartered Accountants, Mumbai (FRN: 115678W), as Statutory Auditors of the Company to hold office from conclusion of 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting to be held for the financial year ending 31st March, 2019, be and is hereby ratified and the Board of Directors of the Company be and is hereby authorised to fix the Auditor's remuneration payable for the financial year ending 31st March, 2017 in consultation with the auditors."

**SPECIAL BUSINESS:**

3. **Appointment of Mr. Hitesh Shah as a Director of the Company:**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   **"RESOLVED THAT** Mr. Hitesh Shah (DIN: 00043059) who was appointed as an Additional Director of the Company by the Board of Directors on recommendation of the Nomination and Remuneration Committee of the Company with effect from 18th July, 2016 pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per applicable the provisions of Articles of Association of the Company and who holds office as such up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying intention to propose his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

4. **Appointment of Mr. Hitesh Shah as Whole-time Director of the Company:**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   **"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V and all other applicable provisions, if any, of the Companies Act 2013 read with Companies (Appointment and Remunaration of Mangerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and in accordance of the provisions of Artical of Associations of the Company approval of the members of the Company be and is hereby accorded for appointment of Mr. Hitesh Shah (DIN: 00043059) as a Whole Time Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 18th July, 2016 without any remunaration, who shall be liabile to retire by rotation.

   **RESOLVED FURTHER THAT** Remuneration if any paid to Mr Hitesh Shah in the future during the term of his office has such will be subject to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013.

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

5. **Appointment of Mr. Navin P Nandu as an Independent Director of the Company:**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   **"RESOLVED THAT** pursuant to the provisions of Sections 152, 149 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and as per proposal of candidature received alongwith the requisite deposit from a member under Section 160 of Companies Act, 2013, Mr. Navin P Nandu (DIN: 07114744) be and is hereby appointed as an Independent Director of the Company, for a period of 5 (five) years with effect from conclusion of this Annual General Meeting, to hold office as such upto 29th september 2021. who shall not be liable to retire by rotation.

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

6. **Appointment of Mr. Margen V. Gada as an Independent Director of the Company:**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   **"RESOLVED THAT** pursuant to the provisions of Sections 152, 149 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, and as per proposal of candidature received alongwith the requisite deposit from a member under Section 160 of Companies Act, 2013 ,Mr. Margen V. Gada (DIN:05340444) be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from conclusion of this Annual General Meeting, to hold office as such upto 29th september 2021. who shall not be liable to retire by rotation.

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

7. Appointment of Mrs. Lata T. Mehta as an Independent Director of the Company:

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   **"RESOLVED THAT** pursuant to the provisions of Sections 152, 149 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company, and as per proposal of candidature received alongwith the requisite deposit from a member under Section 160 of Companies Act, 2013, Mrs. Lata T. Mehta (DIN: 02027592) be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from conclusion of this Annual General Meeting, to hold office as such upto 29th september 2021. who shall not be liable to retire by rotation.

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

**By Order of the Board of Directors**
**For Euro Multivision Limited**
**Hitesh Shah**
**Chairman & Whole Time Director**
**DIN : 00043059**

**Place: Mumbai**
**Date: 26th August, 2016**
**Registered Office:**
F/12, Ground Floor,
Sangam Arcade,
Vallabhbhai Road,
Vile Parle (West),
Mumbai 400 056

**NOTES**:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that 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 member.
2. The Statement pursuent to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed here to and forms part of the notice.
3. Members / Proxies are requested to bring duly filled in Attendance slip along with the Annual Report at the Annual General Meeting (AGM). Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM.
4. Brief resume of Directors proposed to be appointed at the ensuing AGM in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as Listing Reguation) and as per Secretial Standard on General Meeting (As As to) is annexed to the Notice. The Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment / re-appointment.
5. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and the Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the AGM.
6. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agent (RTA) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in electronic form may update such details with their respective Depository Participants.
7. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
8. Members are requested to forward all share transfers and other communications to the RTA of the Company at M/s. Link Intime India Private Limited, Unit: Euro Multivision Limited at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400078 and are further requested to always quote their Folio Number in all correspondences with the Company.
9. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the registered office of the Company at least ten days in advance of the Meeting to enable the Company to provide the required information.
10. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited for consolidation of all such shareholding into one folio to facilitate better services.
11. Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2016, to 30th September, 2016 (both days inclusive).
12. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voting Card, etc, having photo identity) while attending the meeting.
13. The Securities and Exchange Board of India 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 their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrars & Share Transfer Agents of the Company – M/s. Link Intime India Private Limited.

14. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.

15. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

    Members are thus requested to kindly submit their e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning this letter by post / email.

    The e-mail ID provided shall be updated subject to successful verification of their signatures as per record available with the RTA of the Company.

16. Route Map for the venue of the ensuing AGM of the Company is appearing at the end of the Annual Report.

17. **E-Voting Process:**

    In compliance with provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and Regulation 44 of Listing Requlation the Company is pleased to offer remote e-voting facility to its members to cast their votes electronically on all the resolutions set forth in the Notice convening the 12th AGM to be held on Friday, 30th September, 2016 through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The members shall refer to the detailed procedures on e-voting mentioned hereinafter.

    The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 12th AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

    The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Friday, 23rd September, 2016 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, 23rd September, 2016 only.

18. The remote e-voting period will commence on Tuesday, 27th September, 2016 (09:00 am) and ends on Thursday 29th September, 2016 (05:00 pm). During e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 23rd September, 2016, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 05.00 pm on 29th September, 2016. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

    The e-voting facility is available at the link **www.evotingindia.com**

**(A) Procedure/ Instructions for e-voting are as under:**

i. Open the web browser during the voting period and log on to the e-voting website www.evotingindia.com.
ii. Now click on "Shareholders" to cast votes.
iii. Now Enter User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
iv. Next enter the Image Verification as displayed and Click on Login.
v. If members are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then their existing password is to be used.
vi. If any members is a first time user follow the steps given overleaf:

| | 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)<br>• 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 demat account/folio number in the PAN field.<br>• In case the sequence number/folio 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/folio number 100 then enter RA00000100 in the PAN field Sequance number printed on attedance sticker. |
| **Dividend Bank Details**<br><br>**OR Date of Birth (DOB)** | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the demat account or in the company records in order to login.<br>• If both details are not recorded with the depository or company please enter the member's DP ID / Client ID / Folio number in the Dividend Bank details field as mentioned in instruction (iii) above. |

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. 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 change their 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Members can also update their mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password same needs to be reset.

xi. Click on the EVSN for **'Euro Multivision Limited'** on which the members 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 the member assents to the Resolution and option NO implies that member dissent to the Resolution.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire AGM Notice.

xiv. After selecting the resolution, members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once members "CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.

xvi. Members can also take out print of the voting done by them 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. 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.

xix. Note for Institutional Shareholders and Custodians:

- Institutional 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) 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.

These details and instructions form an integral part of the Notice for the AGM to be held on Friday, 30th September, 2016.

**(B) General:**

i. In case of any queries regarding e-voting you may refer to the Frequently Asked Questions ('FAQs') and e-voting manual available at **www.evotingindia.com** under 'HELP' or write an email to **helpdesk.evoting@cdslindia.com**

ii. The voting rights of the 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 23rd September, 2016.

iii. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

iv. 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. 23rd September, 2016, may obtain the login ID and password by sending a request at **helpdesk.evoting@cdslindia.com**

v. However, if members are already registered with CDSL for remote e-voting then they can use their existing user ID and password for casting vote. If they forgot their password, they can reset it by using "Forgot User Details/ Password" option available on **www.evotingindia.com**

vi. 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.

vii. The facility of voting through polling papers shall also be made available at the venue of the 12th AGM for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.

viii. 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.

ix. In case, shareholders cast their vote through both remote e-voting and voting through polling paper, then vote casted through remote e-voting shall be considered and vote cast through polling paper shall be treated as invalid.

x. M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

xi. 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 "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

xii. The Scrutinizer shall after the conclusion of voting at the AGM, 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 submit, not later than three 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 or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

xiii. The Results declared along with the Consolidated Report of the Scrutinizer shall be placed on the Company's website **www.euromultivision.com** and on the website of CDSL **www.evotingindia.com** immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The result will immediately be forwarded to the BSE Limited and National Stock Exchange of India and the same will be available on the website **www.bseindia.com** and **www.nseindia.com**.

xiv. The Notice of 12th Annual General Meeting and instructions for remote e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by courier.

**In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India (ICSI) details of Director seeking re-appointment at the ensuing Annual General Meeting are as follows:**

| Particulars | Mr. Hitesh Shah | Mr. Navin P. Nandu | Mr. Margen V. Gada | Mrs. Lata T. Mehta |
|---|---|---|---|---|
| **Date of Birth/ (Age)** | 10th April, 1978 (38) | June 10, 1972 (42) | February 28, 1991 (25) | March 3, 1968 (48) |
| **DIN** | 00043059 | 07114744 | 05340444 | 02027592 |
| **Nationality** | Indian | Indian | Indian | Indian |
| **Date of appointment on the Board** | 18th July, 2016 | NA | NA | NA |
| **Designation** | Whole-time Director | Independent Director | Independent Director | Independent Director |
| **Qualifications** | HSC | S.S.C. | B. B. M. (IB) | H.S.C. |
| **Expertise and Experience in functional area** | He has vast experiences in Finance and Budgeting | Experience of more than 20 years in Retail Business | Experience of more than 3 years in Aluminum Trade Business | Experience of more than 15 years in Retail Business |
| **Number of shares held in the Company** | 296634 | Nil | Nil | Nil |
| **Directorships held in other Companies** | Nil | Nil | Uroneel India Private Limited | Vivazo Enterprises Private Limited |
| **Chairman/Member of the Committees of other Companies** | Nil | Nil | Nil | Nil |
| **Relationship with existing Directors and Key Managerial Personnel of the company** | Not Related | Not Related | Not Related | Not Related |
| **Number of Board Meeting attended during 2015-16** | NA | NA | NA | NA |
| **Remuneration last drawn** | ₹ 6,00,000 p.a. | NA | NA | NA |

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**Item No. 3 and 4 of the accompanying Notice**

Mr. Hitesh Shah is actively associated in the business of plywood, glass and aluminium for past few years. He has a vast experience in retail as well as whole sales marketing of these products. He has been instrumental in setting up a wide dealer/distributors network in India for the above products. In addition, he has vast experiences in Finances and Budgeting. He is closely involved in interaction with Financial Institutions and Banks for raising short term and long term funds.

He is closely associated with Euro Multivision Ltd from the day one. He was actively involved in selection of Technology Providers, selection of Plants and Machineries and setting up the state of the art Optical Disc Unit (CDR-DVDR) and Solar Photovoltaic Cells manufacturing plant at Bhachau in Kutch, Gujarat. He was closely interacting with Financial Institutions for appraisal and arrangement of finances for these projects. Currently Mr. Hitesh Shah looks

after Accounting and Finances for the company. Besides this, he is also responsible for expansion and diversification for the company.

Considering his prolonged association with the Company and vast experience, the Board of Directors on recommendation of Nomination and Remuneration Committee of the Company, in its meeting held on 18th July, 2016 appointed him as an Additional Director of the Company with immediate effect. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Hitesh Shah holds office of Director up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a Member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Further, Mr. Hitesh Shah was also appointed as Whole-time Director of the Company for a period of 5 years w.e.f. 18th July, 2016.

The Board recommends the resolution as set out at item no. 4 and 5 of the Notice of 12th AGM of the Company for your approval.

Except Mr. Hitesh Shah none of the other Directors and Key Managerial Personnel of your Company and their relatives is concerned or interested in the aforesaid resolution.

**Item No. 5, 6 and 7 of the accompanying Notice**

Mr. Navin P. Nandu is having an independent business of retail trading of garments, Mr. Margen V. Gada is having experience in aluminium trading business. Mrs. Lata T. Mehta is having rich experience in retail business and has varied marketing skills.

In terms of the provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 consecutive years and he shall not be liable to retire by rotation.

The Company has received proposals of candidatures from a member of the Company along with the requisite deposit pursuant to Section 160 of the Companies Act, 2013 for appointment of Mr. Navin P. Nandu, Mr. Margen V. Gada and Mrs. Lata T. Mehta as Independent Directors of the Company for a term of 5 (five) consecutive years w.e.f. conclusion of this AGM, who shall not be liable to retire by rotation.

Mr. Navin P. Nandu, Mr. Margen V. Gada and Mrs. Lata T. Mehta have given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013 to the effect that they meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and have consented to act as Independent Directors of the Company.

Brief resume of Mr. Navin P. Nandu, Mr. Margen V. Gada and Mrs. Lata T. Mehta pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 12th AGM of the Company.

Considering the expertise and experience of Mr. Navin P. Nandu, Mr. Margen V. Gada and Mrs. Lata T. Mehta the members considered it justifiable to appoint them as Independent Directors in the interest of the Company at large.

None of the Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested in the aforesaid resolution.

**By Order of the Board of Directors**
**For Euro Multivision Limited**

**Hitesh Shah**
**Chairman & Whole Time Director**
**DIN : 00043059**

**Place: Mumbai**
**Date: 26th August, 2016**

**Registered Office:**
F/12, Ground Floor,
Sangam Arcade,
Vallabhbhai Road,
Vile Parle (West),
Mumbai 400 056

# EURO MULTIVISION LIMITED

(**CIN:** L32300MH2004PLC145995)
**Regd. Off:** F12, Ground Floor, Sangam Arcade, Vallabhbhai Road,
Vile Parle (West), Mumbai – 400 056
**Tel.:** 022-40364036 **Fax :** 022-40364037, **Email :** info@euromultivision.com,
**Website:** www.euromultivision.com

## ATTENDANCE SLIP
## 12TH ANNUAL GENERAL MEETING ON SEPTEMBER 30, 2016

| | |
|---|---|
| Registered Folio / DP ID & Client ID | |
| Name and address of the member(s) | |
| Name of Joint Holder(s), if any | |
| Number of shares held | |

I/we hereby record my/our presence at the 12th Annual General Meeting of the Company held at **Gomantak Seva Sangh, 72/A Mahant Road Extension, Vile Parle(East), Mumbai 400 057** on Friday, September 30, 2016 at 11.30 a.m.

_____ _____

**Members'/Proxy's name** **Members'/Proxy's Signature**

**Note:**

1. Please fill in the Folio No./DP ID-Client ID, name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.

2. Please read the instructions for e-voting given along with Annual Report. The Voting period starts from Tuesday, September 27, 2016 (9.00 a.m.) and ends on Thursday, September 29, 2016 (5.00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

# EEURO MULTIVISION LIMITED

(**CIN:** L32300MH2004PLC145995)
**Regd. Off:** F12, Ground Floor, Sangam Arcade, Vallabhbhai Road,
Vile Parle (West), Mumbai – 400 056
**Tel.:** 022-40364036 **Fax :** 022-40364037, **Email :** info@euromultivision.com,
**Website:** www.euromultivision.com

## 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]

## 12th Annual General Meeting – 30th September, 2016

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: _____

DP ID: _____

I/We, being the member (s) of _____, shares of the above named Company hereby appoint:

(1) Name ……

Address…….. ……

Email Id: ……..…… Signature…….…… or failing him;

(2) Name ……

Address…….. ……

Email Id: ……..…… Signature…….…… or failing him

(3) Name ……

Address…….. ……

Email Id: ……..…… Signature…….……

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company, to be held on the Friday, 30th September, 2016 at 11.30 a.m. at Gomantak Seva Sangh, 72/A, Mahant Road Extension, Vile Parle (East), Mumbai - 400 057 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

| ITEM NO: | RESOLUTIONS | Vote (Optional see Note 2) (Please mention no. of share) | | |
|---|---|---|---|---|
| | | For | Against | Abstain |
| | **Ordinary Business:** | | | |
| 1. | Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31st March, 2016 and the Reports of the Directors' and of the Auditors' thereon. | | | |
| 2. | Ordinary Resolution to ratify the appointment of M/s. Deepak Maru & Co., Chartered Accountants, Mumbai (FRN: 115678W) as approved by members at the 10th Annual General Meeting upto the conclusion of 15th Annual General Meeting and to authorize the Board of Directors to fix their remuneration. | | | |
| | **Special Business:** | | | |
| 3. | Ordinary Resolution for appointment of Mr. Hitesh Shah (DIN: 00043059) has Director of the Company. | | | |
| 4. | Ordinary Resolution for appointment of Mr. Hitesh Shah (DIN: 00043059) as Whole Time Director of the Company. | | | |
| 5. | Ordinary Resolution for appointment of Mr. Navin Nandu (DIN: 07114744) as Independent Director of the Company for a period of 5 (five) years. w.e.f. conclusion of this Annual General Meetings. | | | |
| 6. | Ordinary Resolution for appointment of Mr. Margen Gada (DIN: 05340444) as Independent Director of the Company for a period of 5 (five) years. w.e.f. conclusion of this Annual General Meetings. | | | |
| 7. | Ordinary Resolution for appointment of Mr. Lata Mehta (DIN: 02027592) as Independent Director of the Company for a period of 5 (five) years. w.e.f. conclusion of this Annual General Meetings. | | | |

Signed this_____ day of_____ 2016

Signature of member _____

Signature of proxy holder(s)_____

Affix Revenue Stamp

**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. It is optional to indicate your preference. If you leave the for, against and abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.

# ROUTE MAP FOR AGM VENUE

