JET KNITWEARS LIMITED

Reg Office: 119/410-B-1Darshan Purwa Kanpur UP 208012
CIN: L19101UP1996PLC019722, Contact No: 0512-2217553, 2296128
Website: www.jetlycot.comE-mail: info@jetknit.com

NOTICE

Notice is hereby given that the Twenty-Third Annual General Meeting of the Members of the Company will be held on **Friday, September 20, 2019** at **01:00 PM** at **Ruby Hall** at **The Ganges Club Ltd. 9/50-A, Arya Nagar, Kanpur-208002,** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the financial year ended on March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a director in place of Mr. Anil Kumar Narula (DIN:00274462) who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

3.To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of members or such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of Mr. Balram Kumar Narula (DIN-00274566) as Managing Director of the Company to exercise powers of day to day management of affairs of the Company as may be entrusted by the Board of Directors of the Company from time to time for a further period of 3 (Three) years from the expiry of his present term of office, i.e. w.e.f May 14, 2020,on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, Mr.Balram Kumar Narula, (DIN-00274566) Managing Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in

schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard to give effect to this resolution."

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of members or such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of Mr. Anil Kumar Narula (DIN-00274462) as Whole-Time Director of the Company to exercise powers of day to day management of affairs of the Company as may be entrusted by the Board of Directors of the Company from time to time for a further period of 3 (Three) years from the expiry of his present term of office, i.e. w.e.f May 14, 2020, on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit;

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, Mr.Anil Kumar Narula (DIN-00274462) Whole-Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

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

5.To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of members or such other approvals as may be required under any law for the time being in force, the Company hereby approves the re-appointment of Mr. Rakesh Kumar Narula (DIN-00274483) as Whole-Time Director of the Company to exercise powers of day to day management of affairs of the Company as may be entrusted by the Board of Directors of the Company from time to time for a further period of 3 (Three) years from the expiry of his

present term of office, i.e. w.e.f May 14, 2020, on such terms and conditions including remuneration as set out in the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit;

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, Mr.Rakesh Kumar Narula, (DIN-00274483) Whole-Time Director shall be entitled to remuneration by way of salary and perquisites, benefits and amenities as specified supra, not exceeding the ceiling laid down in schedule V of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals.

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

By the Order of the Board
For JET KNITWEARS LIMITED

Place: Kanpur
Date: 17.08.2019

(Divya Saxena)
Company Secretary & Compliance Officer

NOTES FOR MEMBERS' ATTENTION:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 3, 4 and 5 of the accompanying Notice isannexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY THIRD ANNUAL GENERAL MEETING ('AGM' OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS (48) BEFORE THE COMMENCEMENT OF THE MEETING. i.e. BY 01:00 P.M. ON SEPTEMBER 20, 2019.PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE, ISSUED ON BEHALF OF THE NOMINATING ORGANIZATION.**

   As per Section 105 of the Companies Act, 2013 and relevant rules made there under, A person can act as proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A proxy form is annexed herewith. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the person seeking re-appointment as a Director under Item No. 2 to 5 is also annexed.

4. The Register of Members and Share Transfer books of the Company shall remain closed from September 14, 2019 to September 20, 2019 (both days inclusive).

5. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.

6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

7. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.

8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-

mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Bigshare Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Pvt. Ltd.

9. Non-resident Indian Members are requested to inform Registrar and Share Transfer Agent, immediately of:

   i. the change in the residential status on return toIndia for permanent Settlement.
   ii the particulars of their Bank Account maintained inIndia with complete name, branch, account type,account number and address of the Bank with PinCode number, if not furnished earlier.

10. 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 the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agent (Bigshare Services Pvt. Ltd.)

11. Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares. For any help, the Shareholders may contact to the Registrar & Transfer Agent at email id investor@bigshareonline.com and to Company Secretary at email id compliance@jetknit.comor info@jetknit.com

12. Equity Shares of the Company are under compulsory demat trading by all the investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholdings so as to avoid inconvenience in future.

13. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending theMeeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting. Members who hold shares in de-materialized form are requested to bring their DP ID and client ID No.(s) for easier identification of attendance at the Meeting. Members are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.

14. SEBI & Ministry of Corporate Affairs is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative, soft copy of the Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. Further, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 136 of the Companies Act, 2013 including Rules made there under for Members who have not registered their E-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website www.jetlycot.com.

15. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

16. Members desirous of obtaining any information on Annual Financial Statements of the Company at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.

17. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH-13 with the respective depository participant.

18. A route map showing direction to reach the venue of the 23rd Annual General Meeting is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

19. Voting system:
    - Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, the facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting shall be able to exercise their right at the Meeting through polling paper. A Proxy can vote in the ballot/poll process.
    - A Member present in person or by Proxy shall, on a poll or ballot, have votes in proportion to his share in the paid up equity share capital of the company, subject to differential rights as to voting, if any, attached to certain shares as stipulated in the Articles or by the terms of issue of such shares. A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
    - The Members of the Company holding shares on the "cut-off date" of September 13, 2019 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
    - The results of the Ballot process will be placed by the company on its website www.jetlycot.com within 48 hours from the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the company are listed.
    - The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favour of the resolutions.
    - Mr. Gopesh Sahu, Practicing Company Secretary, (Membership No. FCS 7100) has been appointed as the Scrutiniser to scrutinise the Ballot process.

20. The details required to be given in pursuance of Regulation 36 (3) of the SEBI (LODR), Regulations, 2015 and Clause 1.2.5 of the SS-2 for re-appointment of Directors are as under:

Name of the Director and DIN	Mr. Balram Kumar Narula (00274566)	Mr. Anil Kumar Narula (00274462)	Mr. Rakesh Kumar Narula (00274483)
Designation	Promoter and Managing Director	Promoter and Whole Time Director	Promoter and Whole Time Director
Date of Birth	25/05/1951	30/03/1956	18/01/1958

Qualification	Graduate in Science	Post - Graduate in Commerce	Graduate in Commerce
Date of OriginalAppointment	April 10, 2009	April 02, 1996	April 02, 1996
No. of Board Meetings attended during the Year	8 out of 8	3 out of 8	8 out of 8
Experience and Expertise	He founded Jet Knitwears Pvt. Ltd. in the year 1996 for the sole purpose of providing exposure of Premium Quality undergarmentsin a market having very low quality. Our Company under his guidance achievedthe quality products benchmarking by winning 11 National Awards from theGovernment of India, including the most coveted First Prize in Undergarmentcategory in India. With a rich experience of more than 45 years in Manufacturing and Marketingof Undergarments, a premium brand "LYCOT AUSTRALIA"was introduced in 2008 which is a highly admired brand withproducts ranging from undergarments to garments for all age groups. As aresponsible citizen he is involved in various social causes and charity workwhich has earned him great distinction in the society.	He is a businessman having rich experience of more than 38 years in the marketing and manufacturing of Hosiery Undergarments. He is managing Tirupur Manufacturing Unit of the Company. He is the Member of South India Hosiery Manufacturers Association. He serves his social responsibilities by being an active member of UNICEF (A Body for Child Welfare) and Tirupura Seva Samiti (An Association doing Welfare Work for Poor People).	He is a businessman having rich experience of more than 32 years in hosiery manufacturing specializing in Sales and Production. He haswide experience in stitching, bleaching and knitting.
Relationship between Directors, Manager and other Key Managerial Personnel	Mr. Balram Kumar Narula is the real brother of Mr. Anil Kumar Narula (Whole Time Director) and Mr. Rakesh Kumar Narula (Whole Time Director) and father of Mr. Ankur Narula (Chief Financial Officer)	Mr. Anil Kumar Narula is the real brother of Mr. Balram Kumar Narula (Managing Director) and Mr. Rakesh Kumar Narula(Whole Time Director) and uncle of Mr. Ankur Narula (Chief Financial Officer)	Mr. Rakesh Kumar Narula is the real brother of Mr. Balram Kumar Narula (Managing Director) and Mr. Anil Kumar Narula(Whole Time Director) and uncle of Mr. Ankur Narula (Chief Financial Officer)

Directorship in other Companies	Venus Knitwears Company Private Limited and Jet Knit Indclus Private Limited			Front Line Exports Private Limited			Front Line Exports Private Limited		
No. of Equity Shares held in the company	240920 (Jet Knitwears Limited)			445025 (Jet Knitwears Limited)			304595 (Jet Knitwears Limited)		
Terms and conditions of re-appointment & Remuneration sought for	Refer Item No. 3 to 5 of the Explanatory Statement annexed in the Notice			Refer Item No. 3 to 5 of the Explanatory Statement annexed in the Notice			Refer Item No. 3 to 5 of the Explanatory Statement annexed in the Notice		
Details of remuneration last drawn (2018-19)	5,40,000/-			5,40,000/-			5,40,000/-		
Chairmanship/Membership of Committees in the Board of other Companies	Name of the Company	Name of the Committee	Chairman/Member	Name of the Company	Name of the Committee	Chairman/Member	Name of the Company	Name of the Committee	Chairman/Member
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

By the Order of the Board
For JET KNITWEARS LIMITED

Place: Kanpur
Date: 17.08.2019

(Divya Saxena)
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:

ITEM NO. 3 to 5:

The present term of Mr. Balram Kumar Narula, as Managing Director and Mr. Anil Kumar Narula, Mr. Rakesh Kumar Narula as Whole Time Directors is expiring on May 14, 2020. They were appointed for the said post on May 15, 2015.Therefore, the Board of Directors in its meeting held on August 17, 2019 decided to re-appoint them subject to the approval of members and other such authorities as may be required under any law for the time being in force, for a period of 3 years w.e.f. May 14, 2020 and increase in their remuneration from the conclusion of this Annual General Meeting i.e. September 20, 2019.The Board has taken the decision of said re-appointment based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company.

All Directors mentioned above are satisfies all the conditions set out in Part-Iof Schedule V to the Act and also conditions set out under subsection(3) of Section 196 of the Act for being eligible for his re-appointment.He is not disqualified from being appointed asDirector in terms of Section 164 of the Act.

A brief profile of the said Directors is provided as Annexure – A to the Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Broad particulars of the terms of re-appointment and remuneration payable are as under:

Name	**Remuneration by way of Salary, Dearness Allowance, Performance Based Bonus, Commission and other Allowance**
Mr. Balram Kumar Narula	Not exceeding amount of Rs. 24,00,000/- p.a.
Mr. Anil Kumar Narula	Not exceeding amount of Rs. 24,00,000/- p.a.
Mr.Rakesh Kumar Narula	Not exceeding amount of Rs. 24,00,000/- p.a.

In addition to the Salary, Allowances and Perquisites as above, the Managing Director and the Whole Time Directors shall be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified as above:

a) Gratuity- As per the Rules of the Company and applicable statutory provisions, if any, from time to time.
b) Leave Encashment- As per the rules of the Company but not exceeding one month for every eleven months of completed service and un-availed leaves will be allowed to be encashed at the end of the tenure.
c) Conveyance- The Company shall provide one fully insured car with driver for discharge of official responsibilities by the Director.
d) Telephone, Telefax and other communication facilities- The Company shall provide/ reimburse expenses in respect of one or more cellular phones(with handset) for his use, and Telephone connections with STD & ISD facilities, fax connections, Cable Internet connections and other communication facilities at the Director's residence.
e) Security- The Company shall provide for round the clock security at the Director's residences.
(f) Travelling expenses- The Company shall provide travelling expenses for discharge of official responsibilities by the Director.

The approval of members is, therefore, sought for the re-appointment and remuneration of Mr. Balram Kumar Narula as Managing Director and Mr. Anil Kumar Narula, Mr. Rakesh Kumar Narula, as Whole

Time Directors of the Company. Mr. Balram Kumar Narula shall not be liable to retire by rotation as Director of the Company during his tenure of Managing Director of the Company.

None of the Directors of the Company except Mr. Balram Kumar Narula, Mr. Anil Kumar Narula and Mr. Rakesh Kumar Narula are deemed to be concerned or interested in the resolutions relating to their re-appointment as set out in Item Nos. 03 to 5.

The Board commends the Ordinary Resolution set out at Item No. 3 to 5 of the Notice for approval by the members.

By the Order of the Board
For JET KNITWEARS LIMITED

Place: Kanpur
Date: 17.08.2019

(Divya Saxena)
Company Secretary & Compliance Officer

JET KNITWEARS LIMITED

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23rd Annual General Meeting*ATTENDANCE SLIP*

Master Folio:		DP ID**:	
No. of Shares:		Client ID**:	

I hereby record my presence at the 23rdAnnual General Meeting of the Company at **Ruby Hall** at **The Ganges Club Ltd. 9/50-A, Arya Nagar, Kanpur-208002,**on Friday, September 20, 2019.

I am a shareholder of the Company*
I am a Proxy/Authorised Representative of the shareholders(s)*

Name of Shareholder/Proxy :…….

Signature of Shareholder/Proxy: ……..

* Please strike off any one which is not applicable.

** Applicable for shareholders holding shares in electronic form.

Note: 1) Shareholder/Proxy wishing to attend the meeting must bring the Attendance Slip at the meeting and hand over the same at theentrance, duly signed.

2) No gifts would be given to Shareholders for attending the AGM, as per SEBI instructions.

JET KNITWEARS LIMITED

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23rd Annual General Meeting

PROXY FORM
Form MGT-11
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We.....
.....of.....
.....inthe district of .....being a member / members of **JET KNITWEARS LIMITED** hereby appoint .....of.....
.....or failing him/her .....as my/our proxy to attend and vote for me/us and on my/our behalf atthe 23rd Annual General Meeting to be held on Friday, September 20, 2019 at 1.00 PM or at any adjournment thereof.

Master Folio:	
No. of Shares:	

DP ID**:	
Client ID**:	

Resolution No.	Resolutions	Optional*	
		For	Against
	ORDINARY BUSINESS		
1	**Adoption of Audited Financial Statements and Reports of the Directors and the Auditors.**		
2	**Appointment of Director in place of Mr.Anil Kumar Narula (DIN: 00274462) who retires by rotation and being eligible, seeks-re-appointment.**		
	SPECIAL BUSINESS		
3.	**Re-appointment of Mr. Balram Kumar Narula (DIN: 00274566) as Managing Director of the Company.**		
4.	**Re-appointment of Mr. Anil Kumar Narula (DIN: 00274462) as Whole-Time Director of the Company.**		

5.	**Re-appointment of Mr. Rakesh Kumar Narula (DIN: 00274483) as Whole-Time Director of the Company.**		

Affix a₹ 1/- Revenue Stamp

Signed this ----------day of----------2019
Signature of Shareholder----------
Signature of Proxy Holder(s)----------

****Applicable for shareholders holding shares in electronic form.**

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. **A Proxy need not be a member of the Company.**

3. **A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of 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.**

4. **This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate**.

5. **Appointing proxy does not prevent a member from attending in person if he so wishes.**

6. **In the case of joint holders, the signatures of any one holder will be sufficient, but names of all the joint holders should be stated.**

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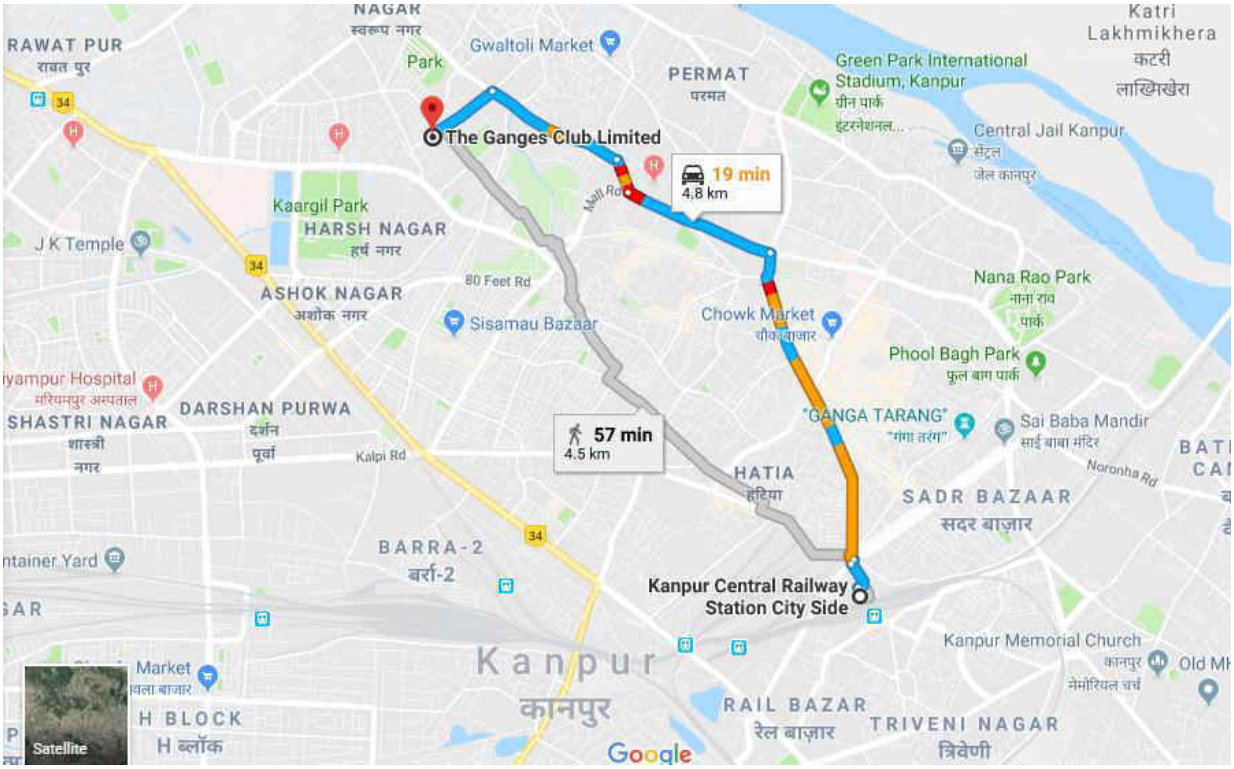
ROUTE MAP TO THE AGM VENUE