McDOWELL HOLDINGS LIMITED

Dated: 08-09-2016

The Manager
Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai-400001

BSE Scrip Code:532852

The Asst. Vice President
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block – G
Bandra-Kurla Complex, Bandra (East)
Mumbai-400051

NSE Symbol: MCDHOLDING

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

Dear Sir,

Pursuant to Regulation 30 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of 12th Annual General Meeting of the Company to be held on 29th September, 2016 at 03:15 p.m. at Conference Hall, UB Tower, Level -1, UB City, 24 Vittal Mallya Road, Bangalore 560001, Karnataka is enclosed.

Kindly treat this as compliance of the provisions under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you

Yours faithfully

For **McDowell Holdings Limited**

Manoj Kumar
[DGM-Legal & Company Secretary]

McDOWELL HOLDINGS LIMITED

CIN: L05190KA2004PLC033485
Registered Office: UB Tower, Level-12, UB City, 24, Vittal Mallya Road, Bengaluru – 560 001
E-mail: mhlinvestor@ubmail.com Website: www.mcdowellholdings.co.in
Tel. : +91 80 3985 6500 Fax : +91 80 2227 4890

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING of members of McDowell Holdings Limited will be held at Conference Hall, Level - 1, UB Tower, UB City, 24, Vittal Mallya Road, Bengaluru – 560 001 on **Thursday, 29th September, 2016 at 3:15p.m.** to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Auditors and Directors thereon.

2. To appoint a Director in place of Mr. Anil Pisharody (DIN 02500666), who retires by rotation and being eligible, offers himself for re-appointment.

3. Ratification of Auditors' appointment and fix their remuneration:

   "RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of Messrs. Vishnu Ram & Co, Chartered Accountants (Firm Registration No. 004742S), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. Appointment of Mr. Manmohan Singh Kapur as an Independent Director:

   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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Manmohan Singh Kapur (DIN:00703815), who was appointed as Additional Director of the Company with effect from 16th May, 2016 in terms of Section 161 of the Companies Act, 2013 and Article 112 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Independent Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for 3 years with effect from 29th September, 2016 not liable to retire by rotation."

By order of the Board

Manoj Kumar
DGM-Legal & Company Secretary
[Membership No. : F6698]

Bengaluru
4th July, 2016

NOTES:

1) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, forms part of this Notice.

2) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE**

AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) 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 MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

3) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Transfer Books and Register of Members will remain closed from **Friday, 23rd September, 2016, to Thursday, 29th September, 2016** (both days inclusive).

4) Members are requested to intimate immediately to the Company's Registrars and Share Transfer Agent, Integrated Enterprises (India) Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru 560 003 (Telephone No. 080-23460815-818 Fax No. 080 2346 0819), any change in their e-mail id / correspondence address along with Pin Code Number.

5) Members holding shares in the same name or same order of names under different ledger folios are requested to apply for consolidation of such folios, to the Company's Registrars and Share Transfer Agent at the address as stated in Note No. 4 above.

6) Members may please address all their documents/ correspondence relating to the equity shares of the Company directly to the Company's Registrars and Share Transfer Agent at the address as stated in Note no. 4 above.

7) Nomination facility for shares is available for members. The prescribed format in this regard can be obtained from the Company's Registrars and Share Transfer Agent at the address as stated in Note no. 4 above.

8) The Company's equity shares are under compulsory dematerialisation. Accordingly, trading of these shares through the Stock Exchanges would be facilitated if the share certificates are dematerialised. Members having the physical share certificates are advised to consider opening of a Demat Account with an authorised Depository Participant and arrange for dematerialising their shareholdings in the Company.

9) The Company has designated an exclusive e-mail id viz, mhlinvestor@ubmail.com to enable the investors to post their grievances and monitor its redressal.

10) There is no unclaimed dividend required to be transferred to the Investor Education and Protection Fund.

11) Members attending the Annual General Meeting are requested to bring with them the following:

    a. Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting;

    b. The Attendance Slip duly completed and clearly indicating their DP ID & Client ID, in case of shares held in dematerialized mode and Folio Number in case of shares held in physical mode, to facilitate identification of membership at the Meeting.

12) The Company would accept only the Attendance Slip from a member actually attending the Meeting, or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours prior to the Meeting. Attendance Slips of Members/valid proxies not personally present at the Meeting, or relating to Proxies which are invalid, will not be accepted from any other member/ person.

13) The Meeting is for members or their proxies only. Please avoid being accompanied by non-members/ children.

14) Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

15) Members are requested to quote the Folio Number / Client ID /DP ID in all correspondence.

16) Members may note that the Notice of the Twelfth Annual General Meeting and the Annual Report for 2015-16 is also available on the Company's website www.mcdowellholding.co.in..

17) Physical copies of all documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except on Saturdays, Sundays and Public Holidays up to and including the date of Annual General Meeting of the Company.

18) The relevant information required under SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 relating to Mr. Manmohan Singh Kapur and Mr. Anil Pisharody Directors seeking appointment/ re-appointment are given in the Annexure to the Notice and forms part of the Corporate Governance Report.

19) Electronic copies of the Annual Report and Notice are being sent to all the Members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report and Notice is being sent in the permitted mode. Members who require communication in physical form in addition to e-communication, or have any queries may write to us on mhlinvestor@ubmail.com

20) Voting options:

I. Voting through electronic means:

A. In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard SS- 2 issued by the Institute of Company Secretaries of India, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on Thursday, 22nd September, 2016 (end of day) being the Cut-off Date (Record Date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depositories Services (India) Limited (CDSL).

B. The remote e-voting period begins on **Monday, 26th September, 2016 at 9.00.a.m. and ends on Wednesday, 28th September, 2016 at 5.00.p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date Thursday, 22nd September, 2016 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

C. The members may participate even after casting their votes through e-voting but shall not be allowed to cast vote again at the AGM.

D. The instructions for members for voting electronically are as under:-

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) 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.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) If you are a first time user follow the steps given below:

(vii)

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 share holders as well as physical shareholders) • 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 le`ss 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. • 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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

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

(xi) Click on the EVSN:160830023 for the Comapny "McDowell Holdings Limited".

(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 you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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 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.

(xx) 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.

II Voting at Annual General Meating

Members who have not cast their votes through remote e-voting, can exercise their voting rights at the AGM.

A. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

B. 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.

C. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

D. A Member can opt for only one mode of voting i.e. either in person or through proxy at the Meeting or through remote e-voting. Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. Members who have already cast their vote by remote e-voting shall not be allowed to vote again at the Annual General Meeting. If a member casts votes by all the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

E. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the Cut-off Date i.e. Thursday, 22nd September, 2016, may obtain a copy of the Notice by sending a request at helpdesk.evoting@cdslindia.com/ mhlinvestor@ubmail.com. Such persons may follow the instructions given in the Notice for casting their votes through e-voting provided by CDSL. In case of any assistance on e-voting, please contact the Registrar at irg@integratedindia.in/ Phone No. 080-23560815-818/ Fax: 080-23460819.

F. 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.

21. The Company has appointed Mr. Sudhir Hulyalkar, Company Secretary in Practice (Membership No. FCS 6040, CP No.6137), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

22. The Scrutinizer shall immediately after the conclusion of the General Meeting, 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 (2) witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman within a period not exceeding three (3) days from the conclusion of the Annual General Meeting.

23. The Results shall be declared at or after the Annual General Meeting of the Company by the Chairman or the person authorized by him. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company- www.mcdowellholdings.in and on the website of CDSL – www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Manmohan Singh Kapur was appointed as an Additional Director of the Company with effect from May 16, 2016 pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013, Article 112 of the Articles of Association of the Company, Section 149(1) of the Companies Act, 2013 and the Rules made thereunder and Listing Regulations. He was appointed in the capacity of non-executive Independent director. He holds office up to the date of this Annual General Meeting.

Mr. Kapur a career banker with more than 41 years' experience and an Ex-Chairman and Managing Director of Vijaya Bank, former Executive Director and Officiating Chairman and Managing Director of Syndicate Bank and Punjab & Sind Bank.

A notice in writing in the prescribed manner as required by Section 160 of the Companies Act, 2013 and Rules made thereunder has been received from a Member proposing the candidature of Mr. Kapur for the office of Director of the Company and necessary deposit has been made by the shareholder as required under law.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Kapur. Accordingly, the Board recommends the resolution as set out under Item No. 4 for the appointment of Mr. Kapur as a Independent Director for a term of 3 years w.e.f. 29th September, 2016 for approval by the Members of the Company as Ordinary Resolution. If appointed Mr. Kapur will be the Independent Non-executive Director

Except Mr. Kapur, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. Mr. Kapur does not hold any equity shares of the Company.

By order of the Board

Manoj Kumar
DGM-Legal & Company Secretary
[Membership No. : F6698]

Bengaluru
4th July, 2016

Annexure to 12th Annual General Meeting Notice

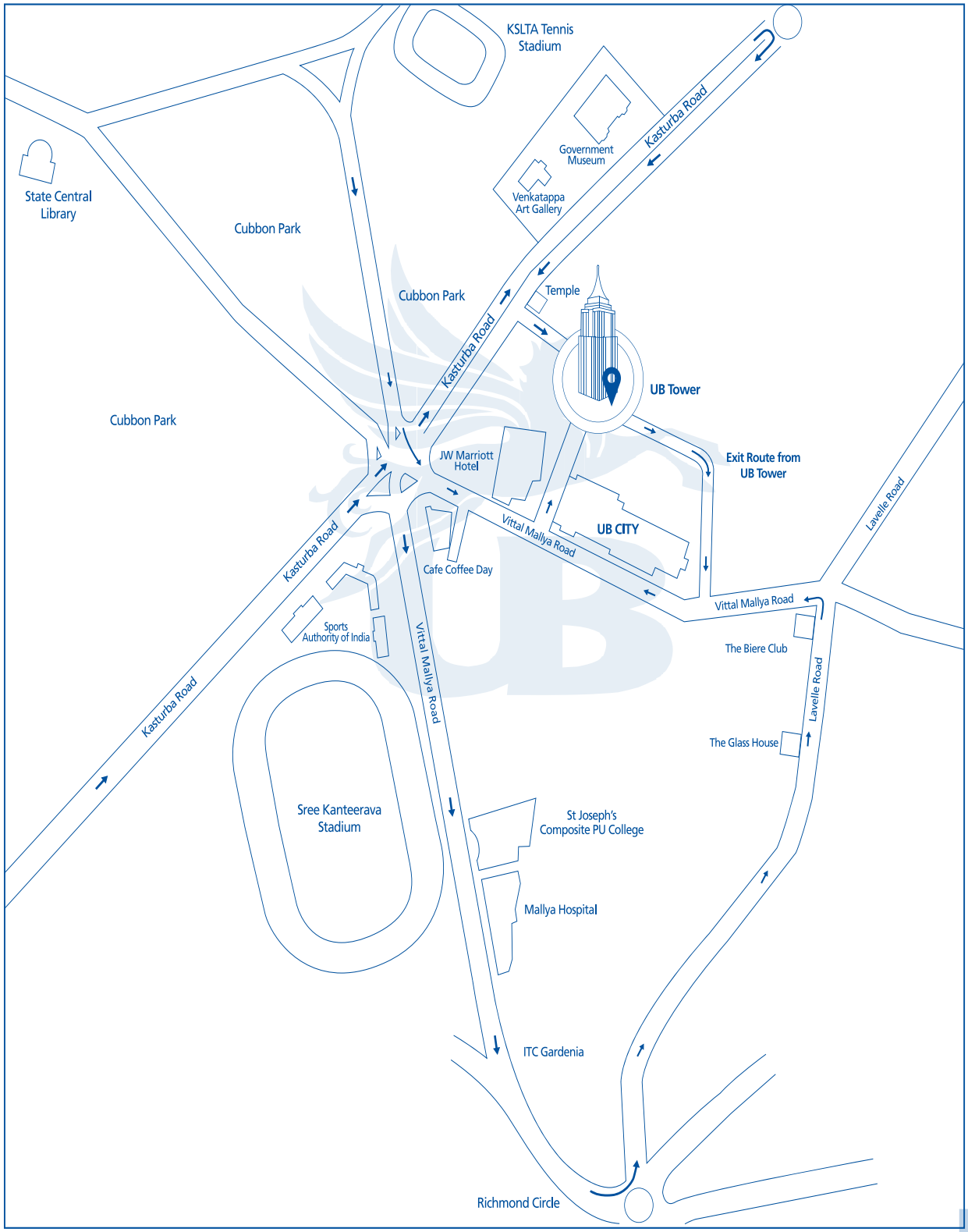
Details of the Directors seeking Appointment / Re-appointment

Sl. No.	Particularsrs	Mr. Manmohan Singh Kapur	Mr. Anil Pisharody
1	Directors Identification No.	00703815	02500666
2	Date of Birth	10-03-1946	27-10-1959
3	Date of appointment	16-05-2016	16-07-2014
4	Expertise in specific field	Banking	Accounts, Finance, Taxation and Administration
5	No. of equity shares held in the Company (as on 31st March, 2016)	Nil	Nil
6	Qualifications	B Sc, MA	B. Com, Chartered Accountant
7	List of other directorships	Listed Company : CHD Developers Limited Sri Adhikari Brothers Television Network Limited United Breweries (Holdings) Limited Unllisted Public Comapany : Shakti Bhog Foods Limited Bangalore Beverages Limited UB Infrastructure Projects Limited Kingfisher Finvest India Limited Private Company : The Lake Shore Palace Hotel Private Limited International Space and Infrastructure Deliveries Private Limited	Unlisted Public Comapny: Herbertsons Limited UB Sports Limited City Properties Maintenance Company Bangalore Limited Private Company : Force India Formula One Team Academy Private Limited Biosynergies India Private Limited Ganapathy Mallya Investment Private Limited Kamsco Industries Private Limited Mallya Private Limited Pharma Trading Company Private Limited Talesi Venture Private Limited The Gem Investment & Trading Company Private Limited UBICS Enterprises Solutions Private Limited UBICS India Private Limited UBICS Technologies Private Limited Vittal Investments Private Limited VJM Investments Private Limited ASR Market Ventures Private Limited
8	Membership/ Chairman of Committees of the other Companies	Listed Companies: Member in Audit Committee of three companies and a member in Stakeholders Relationship Committee. Unlisted Companies: Chairman of Audit Committee of three Companies and member in Nomination and Remuneration Committee of three companies	Listed Company: Member in Audit Committee and Stakeholders Relationship Committee of the Company Nill
9	Relationship, if any between Directors inter se	No relationship	No relationship

The above details do not include Committee Membership not prescribed for the purpose of reconing of limits in terms of Regulation 26(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief profile of the above directors also forms part of the Corporate Governance Report. The above directors are not related to any of the directors and key managerial personnel of the Company.

ROUTE MAP

VENUE: CONFERENCE HALL, LEVEL 1, UB TOWER, UB CITY, # 24 VITTAL MALLYA ROAD, BENGALURU - 560 001.



McDOWELL HOLDINGS LIMITED

Registered Office: "UB Tower", Level 12, UB City, No.24, Vittal Mallya Road, Bangalore 560001
Tel: 080-39856500; Fax: 080-22274890;
Corporate Identity Number: L05190KA2004PLC033485; Website: www.mcdowellholdings.co.in
e-mail:mhlinvestor@ubmail.com

ATTENDANCE SLIP

12TH ANNUAL GENERAL MEETING

Date: Thursday, September 29, 2016 at 3 : 15 p.m.
Place: Conference Hall, Level-1, UB Tower, UB City, No.24, Vittal Mallya Road, Bangalore 560001

I/We hereby record my/our presence at the **TWELTH ANNUAL GENERAL MEETING** of the Company being held on Thursday, September 29, 2016 at 3 : 15 p.m. at Conference Hall, Level-1, UB Tower, UB City, No.24, Vittal Mallya Road, Bangalore 560001.

Signature of the Member(s) / Proxy / Authorised Representative* ……..……

* Strike off whichever is not applicable.

NOTE:

1. The Company will accept only the Attendance Slip of a person personally attending the Meeting as a Member or a valid Proxy duly registered in time with the Company. The Company will not accept Attendance Slip from any other person even if signed by a Member. Members are requested not to bring non-Members or children.
2. Persons representing bodies corporate are required to submit with the Company original Resolution of the Board of Directors or other governing body of such Member, authorizing such person to act as its representative under Section 113 of the Companies Act, 2013.
3. Member/Proxy - holder attending the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.
4. To facilitate Members, registration of attendance will commence at **2 : 45 p.m.** on **September 29, 2016**.
5. Remote e-voting particulars are set out below:

Remote e-voting period begins on	Monday, September 26, 2016 at 9.00.a.m.	
Remote e-voting period ends on	Wednesday, September 28, 2016 at 5.00.p.m.	
Name of the Scrutinizer	Mr. Sudhir Hulyalkar, Practising Company Secretary	
EVSN	USER ID	PASSWORD
160830023		
Help	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	

McDOWELL HOLDINGS LIMITED

Registered Office: "UB Tower", Level 12, UB City, No.24, Vittal Mallya Road, Bangalore 560001
Tel: 080-39856500; Fax: 080-22274890;
Corporate Identity Number: L05190KA2004PLC033485; Website: www.mcdowellholdings.co.in
e-mail:mhlinvestor@ubmail.com

PROXY FORM

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

Name of the Member(s): _____

Registered Address : _____

_____

E-mail Id : _____

Folio No. / Client ID. : _____ DP ID. : _____

I/We, being the holder(s) of _____Equity Shares of McDowell Holdings Limited, hereby appoint :

(1) Name : _____ Address : _____

E-mail Id : _____ Signature : _____, or failing him

(2) Name : _____ Address : _____

E-mail Id : _____ Signature : _____, or failing him

(3) Name : _____ Address : _____

E-mail Id : _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twelth Annual General Meeting of the Company to be held on Thursday, September 29, 2016 at Conference Hall, Level-1, UB Tower, UB City, No 24, Vittal Mallya Road, Bangalore -560001 at 3 : 15 p.m. and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions
1.	Adoption of Financial Statements for the year ended March 31, 2016 and Reports of Directors and the Auditors thereon.
2.	Re-appointment of Mr. Anil Pisharody (DIN 02500666), who retires by rotation and, being eligible, offers himself for re-appointment.
3.	Ratification of appointment of Messrs. Vishnu Ram & Co, Chartered Accountants as Statutory Auditors.
4.	Appointment of Mr. M. S. Kapur (DIN 00703815) as Independent Director of the Company.

Signed this .....day of .....2016.

Affix Re.1/- Revenue Stamp

....

Signature of the Shareholder(s) Signature of the Proxy holder(s)

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members not exceeding Fifty Members and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, 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 member.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member.