Minda Industries Limited

(CIN : L748999DL1992PLCO50333)
Regd. Office: B-64/1, Wazirpur Industrial Area, Delhi - 110052
Website: www.mindagroup.com
Tel. No.: +9111273744, Fax No.: +911242290676/95

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of MINDA INDUSTRIES LTD. will be held on Monday, 10 August, 2015 at 4:00 p.m. at Lakshmipat Singhania Auditorium, PHD House, Opposite Asian Games Village, New Delhi-110016, to transact the following business(es):

Ordinary Business:

1. To receive, consider and adopt:
   a. the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet of the Company as at March 31, 2015, and Statement of Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon; and
   b. the audited consolidated financial statements for the financial year ended March 31, 2015.
2. To confirm the interim dividend on 3% Cumulative Redeemable Preference Shares already paid for the year ended March 31, 2015.
3. To confirm the interim dividend of Rs. 2.50 per equity share, already paid for the year ended March 31, 2015.
4. To declare final dividend of Rs. 3.50 per equity shares.
5. To appoint a Director in place of Mr. Nirmal K. Minda, (holding DIN 000014942) who retires by rotation and being eligible, offers himself for re-appointment.
6. To consider, and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, B S R & Co., LLP, Chartered Accountants, (LLP Registration no. 101248W/W-100022), the Auditors, appointment to hold office from the conclusion of this Meeting until the conclusion of the Twenty Fourth Annual General Meeting of the Company be and is hereby ratified and confirmed and that the Board of Directors of the Company (as determined by the Audit Committee of the Company) be and are hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

Special Business:

7. Ratification of Remuneration of Cost Auditor.

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

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Jitender Navneet & Co., the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, the remuneration as set out in the Statement annexed to the Notice convening this Meeting be and is hereby ratified and confirmed."
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms. Renu Challu (DIN 00157204), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19th December, 2014, in terms of Section 161(1) of the Act whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for two consecutive years for a term upto 18th December, 2016, not liable to retire by rotation.

By Order of the Board
For **Minda Industries Ltd.**

(H. C. Dhamija)
V.P. – Group Accounts, Legal,
Secretarial, Indirect Taxes
& Co. Secretary

Place: Gurgaon, Haryana
Date : 26 May, 2015

Notes:

A member entitled to attend and vote at the meeting is entitled to appoint a proxy, to attend and vote on poll instead of himself/ herself and proxy need not be a Member of the Company. Proxy form, in order to be effective must be received by the Company not less than 48 hours before the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

i) Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013, is annexed hereto.

ii) The Register of Members and Share Transfer Books will remain closed from Monday, 3 August, 2015 to Monday, 10 August, 2015 (Both days inclusive).

iii) The register of Directors and Key managerial Person and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

iv) The register of contracts or arrangement in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

v) The Directors recommend the payment of Final Dividend for the year 2014-15 of Rs. 3.50 per equity share, i.e.@ 35%, on the paid-up share capital, when declared at the Annual General Meeting will be paid to the members whose names appear –

i) As beneficial owners of the shares as per list to be furnished by the depositories in respect of the shares held in demat form on the closing hours of the business on 1 August, 2015 and

ii) As Members on the Register of Members of the Company as on 10 August, 2015 after giving effect to all valid shares transfer in physical form which would be received by the Company end of the business hours on 1 August, 2015.

vi) Pursuant to Section 124(5) of the Companies Act, 2013, as amended, any money transferred to the Unpaid Dividend Account of the Company, which remains Unpaid or Unclaimed for a period of 7 (Seven) years from the date of such transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government.

During the year 2014-15, the Company has already transferred the unclaimed dividend on the Equity Shares for the year 2006-07 to the Investor Education and Protection Fund established by the Central Government.

Members who have not claimed the dividend for the year 2007-08 and any subsequent dividend payment(s) are requested to make their claims to the Company.

vii) 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 can submit their PAN details to the Company / Registrars and Transfer Agents, Link Intime whose address in given below.

viii) Members are requested:

a) to bring Attendance slip at the time of the Meeting.

b) to quote their Folio No. in all correspondence.

c) to notify the change in the address, if any, on or before 1 August, 2015, so that dividend warrant can be delivered to new address.

ix) Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of Annual General Meeting.

x) Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in electronic/demat form may file nomination in the prescribed SH-13 (in duplicate) with the respective Depository Participant and in respect of shares held in physical form, the nomination form may be filed with the Company's Registrar and Transfer Agent.

xi) The Registrar & Share Transfer Agent for physical and dematerialization of shares is M/s. Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi - 110028. Interested members may send request for physical share transfer as well as dematerialization of shares through depository participant to M/s. Link Intime India Pvt. Ltd. at its given address.

xii) Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) 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 for 2015 is being sent in the permitted mode.

xiii) Electronic copy of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) 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 Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

xiv) Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.mindagroup.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@mindagroup.com.

xv) Voting through electronic means

i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL):

ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iv. The remote e-voting period commences on 6 August, 2015 (9:00 am) and ends on 8 August, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 3rd August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

v. The process and manner of remote e-voting are as under:

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open email and open PDF file viz; "Minda e-Voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on remote e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Minda Industries Limited.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjaygrover7@ gmail.com or evoting@mindagroup.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

i). Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

REVEN (Remote E Voting Event Number)

USER ID :

PASSWORD/PIN :

ii). Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

xvi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

xvii) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

xviii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

xix) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 3rd August, 2015.

xx) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of cut-off date i.e. 3rd August, 2015, may obtain login ID and password by sending a request at evoting @nsdl.co.in or evoting@mindagroup. com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

xxi) 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 postal ballot.

xxii) Mr. Sanjay Grover, Practising Company Secretary (FCS 4223) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

xxiii) 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.

xxiv) 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 witness not in the employment of the Company and shall make, 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

xxv) The results declared alongwith the report of the scrutinizer shall be placed on the website of the Company www. mindagroup.com immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange Limited, Mumbai.

xxvi) All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 23rd Annual General Meeting of the Company.

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Jitender Navneet

& Co., Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration of Rs. 3 lacs to the Cost Auditors for the financial year ending March 31, 2016.

The Board recommends the proposal at special business Item No. 7 for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Item No. 8

The Board of Directors at their meeting held on 19th December, 2014 appointed Ms. Renu Challu (DIN 00157204), as an Additional Director of the Company under Section 161(1) of the Act. The Company has received a notice from a member proposing Ms. Renu Challu as a candidate for the office of Director of the Company, Ms. Renu Challu is also a member of Audit Committee of the Board of Directors of the Company.

Ms. Renu Challu is a Gold Medalist in MA (Economics) and an Associate of the Indian Institute of Bankers, with nearly four decades of experience in banking and financial markets. She has held various senior positions in State Bank of India and its Subsidiaries, like President & COO of SBI Capital Markets Ltd., MD & CEO of SBIDFHI, Dy. Managing Director (Corporate Strategy and New Businesses) at SBI Corporate Centre and MD of State Bank of Hyderabad.

Director of SMS Infrastructure Limited, Torrent Power Limited, Reliance Life Insurance Co. Ltd., NCC Limited, Fullerton India Credit Co. Ltd., Graphite India Limited, FAG Bearings India Limited, LT Foods Limited and Torrent Cables Limited.

Chairperson of Audit Committee of FAG Bearings India Limited and She is Member of Audit Committee of Torrent Power Limited and Reliance Life Insurance Co. Ltd.; Chairperson of Stakeholders Relationship Committee of FAG Bearings India Limited; Member of nomination and remuneration Committee of Torrent Power Limited, Reliance Life Insurance Co. Ltd. and Fullerton India Credit Co. Ltd.; Member of CSR Committee of Torrent Power Limited, Reliance Life Insurance Co. Ltd., FAG Bearings India Limited and Fullerton India Credit Co. Ltd.

Ms. Renu Challu does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Ms. Renu Challu has given a declaration that she meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Renu Challu fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors Rules, 2014 and Clause 49 of the Listing Agreement for her appointment as an Independent Director of the Company and is independent of the management. Copy of the letter of appointment of Ms. Renu Challu as an Independent Director is available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Renu Challu for the office of Director of the Company.

Board recommends the resolution in relation to appointment of Ms. Renu Challu as an Independent Director for two years for a term upto 18th December, 2016 for the approval by the Shareholders of the Company.

Except Ms. Renu Challu, being appointee, none of the Directors and Key Mangerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no, 8. This Explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

Details of Directors Seeking Appointment / Re-Appointment as Required Under Clause 49 of the Listing Agreement with the Stock Exchange.

Re-appointment of Mr. Nirmal K. Minda (Item No. 5)

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, effective from 1st April, 2014, for the purpose of determining the directors liable to retire by rotation, the Independent Directors shall not be included in the total number of directors of the Company. Mr. Nirmal K. Minda will accordingly be retired at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Nirmal K. Minda is on the Board of the Company since 16th September, 1992. The Shareholders approved the re-appointment of Mr. Nirmal K. Minda at 21st Annual General Meeting held on 18th September, 2013 by way of Special Resolution.

Mr. Nirmal K. Minda is a Science graduate and having more than 35 years of experience in automotive industry and in depth experience of projects set up, financial control and reviews and Joint Venture negotiations. Mr. Nirmal K. Minda is a Director of Mindarika Pvt. Ltd., Minda Automotive Limited, Unitech Sai Pvt. Ltd., Shreeaumji Infrastructure & Projects, Automotive Components Manufacturers Association of India, Shreeaumji Developers SEZ Pvt. Ltd., Shreeaumji Real Estate SEZ Pvt. Ltd., Minda International Limited, Om Marubeni Logistic Pvt. Ltd., Minda Mindpro Ltd., Minda Spectrum and Advisory Limited, Minda Finance Limited, M J Casting Limited, FJM Cylinders Pvt. Ltd., Roki Minda Co. Pvt. Ltd., Kosei Minda Aluminum Company Pvt. Ltd., Suman Nirmal Minda Foundation, Minda iConnect Pvt. Ltd. and Minda Kosei Aluminum Wheel Pvt. Ltd.

He is holding 2401869 Equity shares of the Company.

The Board recommends his re-appointment.

Except Mr. Nirmal K. Minda, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise.

By Order of the Board
For Minda Industries Ltd.

(H. C. Dhamija)
V.P. – Group Accounts, Legal,
Secretarial, Indirect Taxes
& Co. Secretary

Place: Gurgaon, Haryana
Date : 26 May, 2015

Minda Industries Limited

(CIN: L74899DL1992PLC050333)
Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052
Website: www.mindagroup.com
Tel.: +91 11 2737 4444 Fax: +91 124 2290676/95

ATTENDANCE SLIP

S.No. :

Jt1:
Jt2:
No. of Shares:

I / We hereby record my/our presence at the 23rd Annual General Meeting of the Company at Lakshmipat Singhania Auditorium, PHD House, opposite Asian Game Village, New Delhi-110016 on Monday, 10 August, 2015 at 4.00 pm.

Member's Folio/DP ID-Client-ID	Member's/ Proxy's name in Block Letters	Member's/Proxy's Signature

Note:

1) Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at the meeting hall
2) Electronic copy of the Annual Report for 2014-15 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3) Physical copy of the Annual Report for 2014-15 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy.

E-VOTING PARTICULARS

EVEN (e-Voting Event Number)	USER ID	PASSWORD/PIN
102213		

Note: Please read instructions given at note No. xv of the Notice of the 23rd Annual General Meeting carefully before voting electronically

Minda Industries Limited

(CIN: L74899DL1992PLC050333)
Registered Office: B-64/1, Wazirpur Industrial Area, Delhi-110052
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PROXY FORM

S.No. :

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

(1) Name:……..……Address……..……..……

E-mail id……..Signature…….....……or failing him;

(2) Name:……..……Address……..……..……

E-mail id……..Signature…….....……or failing him;

(3) Name:……..……Address……..……..……

E-mail id……..Signature……..……

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting to be held on Monday, 10 August, 2015 at 4.00 p.m. at Lakshmipat Singhania Auditorium, PHD House, Opposite Asian Games Village New Delhi-110016 and at any adjournment thereof in respect of such resolutions, as are indicated below :-

S. No	Resolutions	Type of Resolution	OPTIONAL*	
			For	Against
1.	To receive, consider and adopt: a. the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet of the Company as at March 31, 2015, and Statement of Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon; and	Ordinary		
	b. the audited consolidated financial for the financial year ended March 31, 2015.	Ordinary		
2.	To confirm the interim dividend on 3% Cumulative Redeemable Preference Shares already paid for the year ended March 31, 2015.	Ordinary		
3.	To confirm the interim dividend of Rs. 2.50 per equity share, already paid for the year ended March 31, 2015.	Ordinary		
4.	To declare final dividend of Rs. 3.50 per equity shares	Ordinary		
5.	To appoint a Director in place of Mr. Nirmal K. Minda, (holding DIN 000014942) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary		
6.	To ratify appointment of M/s. B S R & Co., LLP, Chartered Accountants, (LLP Registration no. 101248W/W-100022), the Auditors' of the Company, to hold office from the conclusion of this Meeting until the conclusion of the Twenty Fourth Annual General Meeting of the Company, and authorise the Board of Directors of the Company and the Audit Committee of the Company to fix their remuneration for the said period.	Ordinary		
7.	To ratify the remuneration of the Cost Auditors of the Company for the year ending March 31, 2016.	Ordinary		
8.	To approve appointment of Ms. Renu Challu (DIN 00157204) as Independent Director of the Company for two years i.e. upto December 18, 2016, not liable to retire by rotation.	Ordinary		

Signed this …….day of …….2015

Affix Re 1.00 Revenue Stamp

Signature of shareholder ……..

Signature of proxy holder(s) ……...

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) For the resolutions, explanatory statements and Notes, please refer to the Notice of 23rd Annual General Meeting.
3) *It is optional to put '✓' in the appropriate column for the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
4) Please complete all details including details of member(s) in the above box before submission.