

Varun Industries Limited

Regd. Off.: 13, Shankeshwar Darshan, A. G. Pawar Cross Lane, Byculla (East), Mumbai – 400027.

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Varun Industries Limited will be held on Thursday, the 27th day of March, 2014 at 10:00 AM at S. No. 14/3, Village Waliv, Vasai-Vajreshwari Road, Taluka Vasai, Vasai (East), District Thane – 401 208, Maharashtra to transact the following special business:

SPECIAL BUSINESS:

To consider appointment of the Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. Chunnilal & Company, Chartered Accountants 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 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Sanghvi, Sanghvi & Sanghvi, Chartered Accountants (Membership No. 40835), 10, La-Citadelle, 2nd Floor, 99, Maharshi Karve Road, Mumbai – 400 020 be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Chunnilal & Company, Chartered Accountants, Mumbai vide their letter dated 14th February, 2014 to hold office from the conclusion of this meeting until the conclusion of forthcoming Annual General Meeting of the Company on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on recommendation of the Audit Committee, plus service tax and such other tax(es), as may be applicable and reimbursement of all out of pocket expenses in connection with the audit of the Books of Accounts of the Company for the financial year 2013-2014."

By order of the Board of Directors
For **VARUN INDUSTRIES LIMITED**

Sd/-
JITENDRA J. GANDHI
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Mumbai

Date: 14th February, 2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY MUST REACH TO THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING.**
2. An explanatory statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956 setting out the material facts is annexed hereto.
3. All documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company during office hours except Saturdays, Sundays and public holidays between 3:00 PM to 5:00 PM up to the date of EOGM and the same will be available for inspection at the EOGM.
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting. Members who hold shares in physical form are requested to write their Registered Folio No. and Members who holds shares in dematerialized form are requested to write their DP ID and Client ID in such slip for easy identification.
5. 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 at the meeting.
6. Corporate Members intending to send their Authorised Representatives to attend the meeting are requested to send a duly certified true copy of Board Resolution authorizing their Authorised Representatives to attend and vote at the Meeting for easy identification.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Company's Auditors, M/s. Chunnilal & Company, Chartered Accountants, Mumbai who were appointed by the Members in the last Annual General Meeting (AGM) held on 26th September, 2013 have resigned vide their letter dated 14th February, 2014 and expressed their inability to continue as Statutory Auditors of the Company due to their pre-occupation for audit of books of the Company for the financial year 2013-14, therefore creating casual vacancy in the office of Auditors.

As per proviso to Section 224(6)(a) of the Companies Act, 1956, where casual vacancy is caused by the resignation of an auditor, the vacancy shall only be filled by the Company in general meeting. Therefore, the Board recommends to pass necessary resolution by way of ordinary resolution to appoint M/s. Sanghvi, Sanghvi & Sanghvi, Chartered Accountants (Membership No. 40835), 10, La-Citadelle, 2nd Floor, 99, Maharshi Karve Road, Mumbai – 400 020 as the Statutory Auditors of the Company, to fill the casual vacancy caused by the aforesaid resignation and to hold that office till the conclusion of the forthcoming Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board and the said Auditors.

A copy of the resignation letter tendered by the Auditors, M/s. Chunnilal & Company, Chartered Accountants is available for inspection of the Members at the registered office of the Company during business hours on any working day.

A Certificate has been received from M/s. Sanghvi, Sanghvi & Sanghvi, Chartered Accountants, Mumbai to the effect that they are qualified for appointment as Statutory Auditor of the Company and the proposed appointment if made will be within the limits specified under Section 224 (1B) of the Companies Act, 1956.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution.

The Board of Directors recommends passing of the above resolution.

By order of the Board of Directors
For **VARUN INDUSTRIES LIMITED**

Sd/-
JITENDRA J. GANDHI
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Mumbai

Date: 14th February, 2014

REGISTERED OFFICE:

13, Shankheshwar Darshan,
A. G. Pawar Cross Lane,
Byculla (East),
Mumbai – 400 027.

Varun Industries Limited

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EXTRAORDINARY GENERAL MEETING –THURSDAY, 27TH MARCH, 2014 at 10:00 AM

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Client ID No. :		Regd. Folio No.	
DP ID No.:		No. of shares Held :	

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING at S. No. 14/3, Village Waliv, Vasai-Vajreshwari Road, Taluka Vasai, Vasai (East), District Thane – 401 208, Maharashtra on Thursday, the 27th March, 2014 at 10:00 A.M.

Name of the Member(s)/Proxy's in Block Letters

Member('s)/Proxy's Signature

Notes:

A member/proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance. If you intend to appoint a proxy, please complete the proxy form below and deposit it at the Company's Registered Office at least 48 hours before the meeting.

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EXTRAORDINARY GENERAL MEETING –THURSDAY, 27TH MARCH, 2014 at 10:00 AM

PROXY FORM

Client ID No. :		Regd. Folio No.	
DP ID No.:		No. of shares Held :	

I / We _____ of _____
in the District of _____ being Member(s) of **Varun Industries Limited** hereby appoint
_____ of _____ in the district of _____ or failing him/her appoint
_____ of _____ in the district of _____ or failing him/her
_____ of _____ in the district of _____ as my/our
proxy to attend and vote for me/us on my/our behalf at the EXTRA ORDINARY GENERAL MEETING at S. No. 14/3, Village Waliv, Vasai-Vajreshwari Road, Taluka Vasai, Vasai (East), District Thane – 401 208, Maharashtra on Thursday, the 27th March, 2014 at 10:00 A.M. and at any adjournment thereof.

Affix
Revenue
Stamp

Place :

Date :

Signature.....

This proxy form duly completed must be received at the Company's Registered Office at least 48 hours before the meeting.