

NOTICE

NOTICE is hereby given that the Fourth Annual General Meeting of the members of the Company will be held on Wednesday 26th September, 2012 at 98, Bahadarpur Road, Burhanpur (M.P.) at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2012 and the Profit and Loss account for the period ended 31st March, 2012 and the report of the Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Sunil Kumar Maheshwari** who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company and to fix their remuneration. The retiring auditor M/s. Pankaj Somaiya and Associates are eligible for reappointment.

BY ORDER OF THE BOARD

Place: Burhanpur

Date: 16th August, 2012

Sanjay Agrawal

Chairman

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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES DULY STAMPED AND SIGNED MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR THE HOLDING THE MEETING.
2. The relevant details as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking re-appointment/appointment as Directors under Item Nos. 2 of the Notice, are annexed hereto.
3. Members/ Proxies are requested to bring along with them Annual Reports being sent to them and should bring the attendance slip sent herewith, duly filled, in order to attend the meeting.
4. The Share Transfer Book and Register of Members of the Company will remain closed from 20th September 2012 to 26th September, 2012 (both days inclusive).
5. Members are requested to send their queries, if any, at least seven days in advance of the meeting.
6. The Register of Director's Shareholding maintained under section 307 of the Companies Act, 1956, will be available for inspection at the venue to the Annual General Meeting of the company during the Annual General Meeting. The Register of Director's Share Holding is also available for inspection of the members at the registered office of the company, fourteen days before and three days after, the date of the Annual General Meeting of the Company.
7. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. The ISIN No. For the Equity Shares of the Company is INE141K01013. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agents Karvy Computershare Private Limited, Karvy House, 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad – 500 034

8. Members are requested to register their e-mail addresses through their Depository Participant where they are holding their Demat Accounts for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.

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

Item No. 1 and 3 –are self explanatory and do not require any explanation.

Item No. 2 - Brief profile of director, who retires by rotation and offers himself for reappointment.

Mr. Sunil Kumar Maheshwari

Mr. Sunil Kumar Maheshwari, aged 48 years is Non Executive Independent Director of the company and has more than 24 years experience in the field of Audit, management consultancy and Direct Taxes.

He completed his Bachelor of Commerce from Doctor Harisingh Gour Vishwavidyalaya Sagar, Madhya Pradesh in the year 1984.

He is a Fellow member of Institute of Chartered Accountants of India. He began his career in the year 1988 as practicing Chartered Accountant at Burhanpur.

He is a Chairman of Audit Committee and Member of Remuneration Committee and Treasury Committee of the Company.

Directorship / Committee membership in other public companies (excluding foreign companies and section 25 companies): Nil

Mr. Sunil Kumar Maheshwari does not hold any equity share of the company.

The Board commends at the item no. 2 of the Notice for approval of the members.

None of the Directors excluding Mr. Sunil Kumar Maheshwari are interested in the above resolution.

BY ORDER OF THE BOARD

Place: Burhanpur

Date: 16th August, 2012

Sanjay Agrawal
Chairman