

Notice

NOTICE is hereby given that the 25th Annual General Meeting of Innoventive Industries Limited will be held on **Monday, the 26th day of September, 2016** at 9:30 a.m. at the Registered office of the Company at Gat No. 56/4/5, Pimple Jagtap, Taluka- Shirur, District Pune- 412 208 Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the financial statements of the Company including the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. Reappointment of Mr. Ravindra Katre

To appoint a Director in place of Mr. Ravindra Katre (DIN 00035125) who retires by rotation and being eligible offers himself for re-appointment.

3. Appointment of 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 139,142 and all other applicable provisions if any of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Bharat J. Rughani & Co., Chartered Accountants, Mumbai (Firm's Registration No. 101220W with the Institute of Chartered Accountants of India), who have offered themselves for reappointment and have confirmed their eligibility to be appointed as statutory Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such terms and remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

4. Appointment of Mr. Rajendra Gaikwad 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 Section 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajendra Gaikwad (DIN 06791356), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 08, 2016 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013, in writing, proposing his

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candidature for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Non-Executive Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years.

RESOLVED FURTHER THAT the Board (which includes its Working Group Committee) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”

5. RATIFICATION AND CONFIRMATION OF REMUNERATION OF COST AUDITOR FOR YEAR 2016-17

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) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Amogh Paranjape, Cost Accountant, (Membership No. 18254) who was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the company for the financial year 2016-17, amounting to Rs. 3,00,000/- (Rupees Three Lakhs) as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

**By Order of the Board
For Innoventive Industries Limited**

Pune, 13th August, 2016

Registered Office:

Gat No. 56/4/5, Pimple Jagtap,
Taluka- Shirur, District Pune- 412208
Maharashtra, India

**Chandu Chavan
Chairman & Managing Director
DIN00035213**

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NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item Nos. 2 & 4 of the Notice, are also annexed.
2. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at www.innoventive.in
3. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Bharat J. Rughani & Co., Chartered Accountants, Mumbai retire at the ensuing Annual General Meeting; have offered themselves for reappointment. The Directors propose to reappoint Bharat J. Rughani & Co., Mumbai Chartered Accountants (FRN 101220W) as auditors of the Company who have conveyed their willingness for being appointed as auditors of the Company in the ensuing Annual General Meeting. The Company has received a certificate from them under section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 that if appointed, their appointment will be within the limits.
5. The Register of Members and Transfer Books of the Company will be closed from Monday, 19th September, 2016 to Monday 26th September, 2016; both days inclusive.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), 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 Registrars and Transfer Agents Karvy Computershare Private Limited (Karvy) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Karvy for assistance in this regard.

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8. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Karvy, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members seeking any information with regard to the financial statements are requested to write to the Company at an early date, so as to enable the management to keep the information ready at the meeting.
11. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on 26th August 2016, Unless any Member as on the said date has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy), on all resolutions set forth in this Notice.
13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company /(Registrar and Share Transfer Agent of the Company)
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.
15. Non-Resident Indian Members are requested to inform their Depository Participant, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

The instructions for e-voting are as under:

In case a Member receives an e-mail from Karvy [for Members whose e-mail addresses are registered with the Company/Depository Participant(s)]:

- a. Open the e-mail and also open PDF file namely "IIL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

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- b. Open the internet browser during the voting period and navigate to following URL: <https://evoting.karvy.com>
- c. If you are holding shares in demat form and had logged on to <https://evoting.karvy.com> and had cast your vote earlier for any company, then your existing login ID and password are to be used.
- d. If you are logging in for the first time, please enter the login credentials (i.e. user ID, password & captcha) as given below:
 - i. User Id:- For shareholders holding shares in physical form, event number followed by folio number registered with the Company for shareholders holding shares in demat form:
 - NSDL- 8 character DP ID followed by 8 Digit Client ID
 - CDSL- 16 digit beneficiary ID
 - ii. Password: The unique password as printed on the postal ballot form forwarded through the electronic notice.
 - iii. Captcha: Enter the verification code i.e. enter the alphabets and numbers in the exact way as they are displayed on the screen.
- e. After entering these details appropriately, click on 'LOGIN'
- f. Shareholders will then reach the "Password Change" menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that the Shareholders holding shares in demat form would be able to use the user ID and password for voting on resolutions of any other Company, on which they are eligible to vote, provided that the Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform.
- g. Systems will prompt you to update any contact details like mobile number, email ID, etc. On 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. You need to login again with the new credentials.
- i. On successful login, system will prompt to select the "Event" i.e. Innoventive Industries Limited.
- j. On the voting page, you will see the description of the resolution along with the option 'FOR/ AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any votes in 'FOR' and partially in 'AGAINST', such that the total number of shares in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'
- k. After selecting the resolution you have decided to vote on, click on "SUBMIT" button. 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.

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- I. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- m. Corporates/ Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pankajdhamane@gmail.com copy marked to evoting@karvy.com . The file with the scanned image of the Board Resolution should be in the naming format “Corporate Name_Event no.”
- n. The Members can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- o. Shareholders can cast their vote online till such time they have voted on all the resolutions or till the end of the voting period i.e. the last date of receipt of the postal ballot form, whichever is earlier.
- p. In case a person has become the Member of the Company after the dispatch of Notice but on or before the cut-off date i.e. 19th September, 2016 , may write to the Karvy on the email Id: varghese1@karvy.com or contact to Mr. P.A. Varghese on Contact No. 040-33215424, at [Unit: Innoventive Industries Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. a. to n. as mentioned above, to cast the vote.
- q. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

Members will receive a Ballot Form along with the Annual Report. They have two options:

- i. To opt for e-voting by using the initial password that is provided in the enclosed Ballot Form. Follow all steps as given in Sr. No. a. to Sr. No. n. above, to cast your vote.
- OR
- ii. To opt for casting your vote in physical form, fill in the Ballot Form and post it to the address mentioned in the enclosed Business Reply Envelope.

Other Instructions:

- i. The e-voting period commences on Friday, 23rd September, 2016 (9.00 a.m. IST) and ends on Sunday, 25th September, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 19th September 2016, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 19th September, 2016.

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- iii. Mr. Pankaj Dhamane, Practicing Company Secretary (Membership No. FCS 8195), M/s P. C. Dhamane & Associates, Company Secretaries, Pune; has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Mr. Pankaj Dhamane, Practicing Company Secretary, (Membership No. FCS 8195), at the Registered Office of the Company not later than Sunday, 25th September, 2016 (5.00 p.m. IST).
- vi. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to company.secretary@innoventive.in by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Forms should reach the Registered Office of the Company not later than Sunday, 25th September, 2016 (5.00 p.m. IST).
- vii. Ballot Forms received after this date will be treated as invalid.
- viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.innoventive.in/> and on the website of Karvy: www.karvy.com within two days of the passing of the resolutions at the 25th Annual General Meeting of the Company on 26th September, 2016 and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board
For Innoventive Industries Limited

Pune, 13th August 2016

Registered Office:

Gat No. 56/4/5, Pimple Jagtap,
Taluka- Shirur, District Pune- 412208
Maharashtra, India

Chandu Chavan
Chairman & Managing Director
DIN 00035213

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by section 102 of the Companies Act, 2013 (Act), the following statement sets out all material facts relating to the special business mentioned under Item No. 4 of the accompanying Notice dated 13th August 2016

Item No. 4

The Company had, pursuant to the provisions of Section 161 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointed Mr. Rajendra Gaikwad (DIN 06791356), as an additional director of the Company who holds office up to the date of this AGM.

Further, Mr. Mr. Rajendra Gaikwad, qualifies for being appointed as an Independent Director of the Company pursuant to Section 149 read with Schedule IV of the Companies Act, 2013.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director of the Company, therefore, approval of the members is required for appointing him as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years.

A brief profile of Mr. Rajendra Gaikwad is given below:

Mr. Rajendra Gaikwad is having rich experience of 20 years in the corporate field. He has completed his Diploma in civil Engineering from Cusrow Wadia Institute of Technology, Pune-411001.

He is having 29 years core experience in field of construction Business and in the various manufacturing Units and also Residential and commercial constructions. He is also having vast experience solving labour problems, Union matters ect.

He is also Actively involved in doing Social activities in the vicinity in various fields like – Education, Health, and Sanitation. Provided the necessary aids to the poor and financially disabled community in Pune district.

The Board of Directors accordingly recommends the resolution as set out in Item no. 4 of the Notice for approval of Members.

Except Mr. Rajendra Gaikwad, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s A J Paranjape & Co., Cost Accountants, Pune, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2016. In terms of the provisions of section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial Year 2016-17 as set out in the Resolution for the aforesaid services to be rendered by them.

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The Board of Directors recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board
For **Innoventive Industries Limited**

Pune, 13th August, 2016

Registered Office:

Gat No. 56/4/5, Pimple Jagtap,
Taluka- Shirur, District Pune- 412208
Maharashtra, India

Chandu Chavan
Chairman & Managing Director
DIN 00035213

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ANNEXURE

Pursuant to SEBI Listing Regulation information about the director proposed to be re-appointed is furnished below:

RAVINDRA KATRE

Profile:

Mr. Ravindra Katre, aged 48 years, completed his Diploma in Mechanical Engineering from Cusrow Wadia Institute of Technology, Pune, in 1984. Mr. Katre is a post graduate in Management Sciences from the University of Pune. He joined BAL in 1985, where he handled the materials department for a period of 14 years. He joined M/s. Phoenix Enterprises in 1999. Mr. Katre joined the Board of Directors of our Company on November 1, 2002; and has since been an integral part of our Company's management team. Broadly, Mr. Katre oversees raw material procurement and supervises the operations of sheet division of our Company.

Public Companies (other than Innoventive Industries Limited) in which Mr. Ravindra Katre hold directorships and committee memberships.

Directorships Nil

Chairman of Board Committees Nil

Member of Board Committees Nil

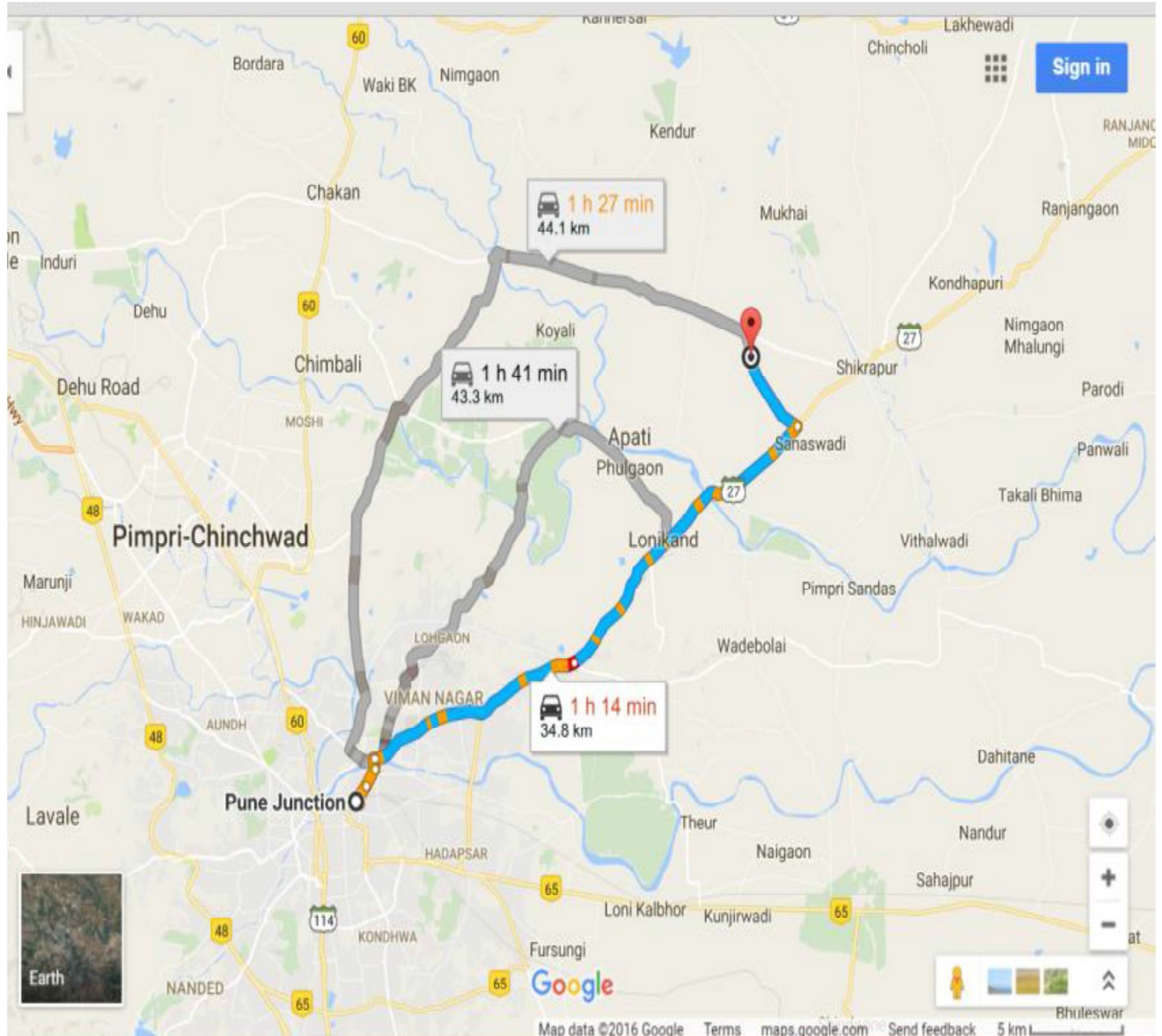
Mr. Ravindra Katre holds 38,24,437 equity shares of the Company.

He is not related to any other director on the Board of the Company as per Section 6 of the Companies Act, 1956.



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- Route Map of the Venue of the Annual General Meeting:





PROXY FORM

Name of the Company : Innoventive Industries Limited
CIN : CIN L29309PN1991PLC063045
Registered Office : Gat No. 56/4/5, Pimple Jagtap, Taluka- Shirur,
District Pune- 412 208 Maharashtra
Tel No (020) 66203549 Fax No (020) 66203549
Email: company.secretary@innoventive.in
Website: www.innoventive.in

Name of the member (s)
Registered address
Email ID
Folio No / DP ID and Client ID

I /We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name:
Address:
Email- iD:
Signature: , or failing him
2. Name:
Address:
Email iD:
Signature: , or failing him
3. Name:
Address:
Email-iD:
Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th Annual General Meeting of the Company, to be held on Monday, the 26th day of September 2016 at 9.30 a.m. at the Gat No. 56/4/5, Pimple Jagtap, Taluka- Shirur, District Pune- 412 208 Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Particulars of Resolutions	Optional#	
		For	Against
Ordinary Business:			
1	Adoption of the Financial Statement for the financial year ended on 31st March, 2016 and also the reports of the Auditors and the Board of Directors thereon.		
2	Reappointment of Mr. Ravindra Katre, Director who retires by rotation.		
3	Reappointment of M/s. Bharat J Rughani, Chartered Accountants as Auditors and to authorise the Board of Directors to fix their remuneration		
Special Business:			
4.	Ratification of the remuneration of the Cost Auditors		

Signed this day of 2016

Signature of Member :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

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 a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 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 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 a proxy does not prevent a member from attending the meeting in person if he so wishes.



ATTENDANCE SLIP

Name of the Company : Innoventive Industries Limited
CIN : CIN L29309PN1991PLC063045
Registered Office : Gat No. 56/4/5, Pimple Jagtap, Taluka- Shirur,
District Pune- 412 208 Maharashtra
Tel No (020) 66203549 Fax No (020) 66203549
Email: company.secretary@innoventive.in
Website: www.innoventive.in

Please fill Attendance Slip, sign and hand it over at the entrance of the Meeting Hall.

Name of the Member :

Address of the Member :

DP ID. * :

Client ID * :

Folio No. :

No. of shares :

I hereby record my presence at the **25TH ANNUAL GENERAL MEETING** of the Company held on Monday, the 26th day of September 2016 at 9.30 a.m. at the Gat No. 56/4/5, Pimple Jagtap, Taluka- Shirur, District Pune- 412 208

Signature of the Member or the Proxy

*Applicable for investors holding shares in electronic form.



INNOVENTIVE INDUSTRIES LIMITED

Reg Off: Gat No. 56/4/5, Pimple Jagtap, Taluka: Shirur, Pune- 412208
Tel.:02137-669001/02 Fax: 02137-669014
Corporate Off: 604, Nucleus Mall, 1 Church Road, Camp, Pune – 411001
CIN: L29309PN1991PLC063045

E-mail ID: company.secretary@innoventive.in Website: www.innoventive.in

BALLOT FORM

Sr. No.:

SR.NO.	PARTICULARS	DETAILS
1.	Name of first named shareholder	
2.	Postal Address	
3.	Registered Folio/*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	No. of Shares held	

I/We hereby exercise my/our vote in respect of Ordinary resolution(s) to be passed for the business stated in the Notice dated 13th August, 2016 convening the 25th Annual General Meeting of the Company to be held on 26th September, 2016 by recording my/our assent or dissent to the said resolution in the following manner:

Sr. No.	Description of Resolution	No. of Shares held by me	I/We assent to the resolution	I/We dissent from the resolution
Ordinary Business				
1.	Adoption of Financial Statements			
2.	Re-appointment of Mr. Ravindra Katre(DIN 00035125)			
3.	Appointment of Auditor			
Special Business				
4.	Ratification and confirmation of remuneration of cost auditor for year 2016-17			

Place:

Date:

Signature of the Shareholder

NOTE: Kindly read the instructions printed overleaf before filling of the form. Valid Postal Ballot Forms received by the scrutinizer up to 5.00 p.m. on 25th September, 2016 shall only be considered.

E-VOTING

Users who wish to opt for e-voting may use the following login credentials:

EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to <https://evoting.karvy.com>

INSTRUCTIONS FOR BALLOT

- i. The Board has appointed P.C.Dhamane and Associates, Practicing Company Secretaries, Pune as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- ii. Members may fill up the ballot form printed overleaf and submit the same in the enclosed self-addressed business reply envelope to the Scrutinizers so as to reach by 5:00 P.M on 25th September, 2016. Ballot Form received thereafter will strictly be treated as if not received.
- iii. Shareholders have option to vote either through e-voting i.e. electronically or to convey assent/dissent in physical form. If a shareholder has opted for this physical ballot form, then he/she should not vote electronically and vice-versa. However, in case of shareholders cast their vote through physical ballot form and e-voting, then vote cast through e-vote shall be considered, subject to it being found to be valid and vote cast through this form shall be treated as invalid.
- iv. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 19th September, 2016 (cut-off date)
- v. The right of voting by Ballot Form shall not be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- vi. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- vii. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- viii. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders
- ix. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form excepting giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
- x. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- xi. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
- xii. The Scrutinizer shall within a period of not exceeding three (3) working days from the date of conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a scrutinizer's report of the votes cast in favors or against, if any, forthwith to the Chairman of the Company.
- xiii. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of Resolutions.