

CANOPY FINANCE LIMITED
(Formerly Known as Kartavya Udyog Viniyog Limited)

Regd Office: M/s Prezens Maniram Dewan Road, Bamunimaidan,
Opp Anuradha Cinema, Guwahati, Kamrup 781021

Corporate Office: Shop No. 10, Shiv Dham CHS Ltd, Satya Nagar,
Malpani Complex, Borivali (West), Mumbai- 400092

Tel No: 9892108869, email: info@kartavya.info, Website: www.kartavya.info

CIN: L65910AS1981PLC017921

NOTICE

Notice is hereby given that the 37th Annual General Meeting (AGM) of the shareholders of the Company will be held on Friday, the 28th day of September, 2018 at M/s Prezens Maniram Dewan Road, Bamunimaidan Opp Anuradha Cinema, Guwahati, Kamrup 781021 at 11:30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Directors and Auditors thereon
2. None of the directors are eligible to retire by rotation.

SPECIAL BUSINESS

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

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Mr. Varun Newatia (DIN: 08071741), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 24.03.2018, pursuant to the Articles of Association of the Company and Section 161 (1) of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Varun Newatia as a candidate for the office of Director of the Company, be and is hereby appointed as an Executive, Non – Independent Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

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

“RESOLVED THAT MR. LALIT KUMAR TAPADIA (Din 08117881) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 21st May, 2018 and who as per the provisions of the Section 161(1) of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing

under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company”.

"RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 of the Companies Act 2013 read with Schedule V of the said Act (including any amendment, modification, variation or re-enactment thereof), and subject to approval of the Central Government, if any, the approval of the members be and is hereby accorded to the appointment of MR. LALIT KUMAR TAPADIA (Din 08117881) as the Managing Director of the Company for a period of five years effective from 21st May, 2018 to 20th May, 2023 as per terms & conditions including remuneration as set out in the draft agreement to be executed between him and the Company.

"RESOLVED FURTHER THAT subject to provision of section 197, 198 & schedule V & other applicable provisions of the companies act, 2013, the managerial remuneration is stated below :

- (i) **Salary:** As per the draft agreement executed between the company and the Managing Director. The Nomination and Remuneration Committee may decide the increments from time to time.
- (ii) **Allowance/ Perquisites:**
In addition to the salary, MR. LALIT KUMAR TAPADIA will be entitled to:
- Allowance like leave travel allowance, personal and special allowance.
 - Perquisites such as reimbursement of medical expenses incurred by him and any other perquisites, benefits.
- (iii) **Retirement Benefits:**
- Encashment of leave as per the rules of the company in force from time to time.
- (iv) **General:**
- In the event of absence or inadequacy of profits in any financial year, MR. LALIT KUMAR TAPADIA, shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 2013 and Rules made thereunder or any statutory modification or re-enactment thereof.
 - Perquisites shall be valued in terms of income tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant.
 - The aggregate remuneration (including salary allowances, perquisites, incentives/commission and retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.
 - MR. LALIT KUMAR TAPADIA will be subject to all other service conditions as applicable to any other employee of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

By Order of the Board
For Canopy Finance Limited

Place – Mumbai
Date – 03/09/2018

Sd/-
Lalit Kumar Tapadia
Managing Director
Din No- 08117881

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE AT THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **PROXIES IN ORDER TO BE VALID, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.
4. A brief profile of Directors proposed to be re-appointed at the ensuing Annual General Meeting in terms of SEBI LODR Regulations, 2015 is annexed to the notice. The Company is in receipt of relevant disclosures from the Director pertaining to his re-appointment.
5. Members holding shares in physical form are requested to inform the following additional information to the Registrar and Transfer Agents viz., Purva Sharegistry (India) Pvt. Ltd. at Unit No. 9 Shiv Shakti Ind. Estt., J. R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011
 - a. Email Id
 - b. PAN No
 - c. Unique Identification No.
 - d. Mother's Name
 - e. Occupation
 - f. In case of a minor (Guardian's Name and date of birth of the Member)
 - g. CIN (In case the member is a body corporate)
6. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

7. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
8. Electronic copy of the notice of the 37th Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be send to the members whose email-id is registered with the Company/ Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode.
9. Shareholders are requested to affix their signatures at the space provided on the Attendance Slip and DP ID for easy identification of attendance at the meeting.
10. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
11. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Boards Resolution authorizing their representatives to attend and vote at the AGM.
12. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz., **Purva Sharegistry (India) Pvt. Ltd. at** Unit No. 9 Shiv Shakti Ind. Estt., J. R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400 011 Contact No.: 022 23012518 E-Mail: busicomp@gmail.com.
13. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2018 to September 28, 2018 (both days inclusive).
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, Purva Sharegistry (India) Pvt. Ltd, enclosing their Share Certificates to enable the Company to consolidate their holding into a single folio.

15. 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 details 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's Registrar and Share Transfer Agents, Purva Sharegistry (India) Pvt. Ltd.

16. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.

17. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 Central Depository Services (India) Limited (CDSL).
- II. **Voting at the AGM:** 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. 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.
- III. **The instructions for shareholders voting electronically are as under:**
 - (i) The E-voting period begins on 25th September, 2018 at 09.00 a.m. and ends on 27th September, 2018 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 of 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) 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.

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

(vi) 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.

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

	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 shareholders as well as physical shareholders) <ul style="list-style-type: none">• 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 less 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.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If 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 for the relevant Canopy Finance Limited on which you choose to vote.

(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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) 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 Corporate.
 - 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 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.
- (xix) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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 or contact them at 1800 200 5533.
18. Institutional Members / Bodies Corporate (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 through e-mail at psassco@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 27th September, 2018 upto 5:00 pm without which the vote shall not be treated as valid.
19. 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 21st September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.

20. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 10th August, 2018.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 21st September, 2018 are requested to send the written / email communication to the Company Registrar and Transfer Agents viz., **Purva Shareregistry (India) Pvt. Ltd.** at busicomp@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
23. Mr. Praveen Sharma (Practicing Company Secretary) (Membership No.ACS -30365) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.
24. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kartavya.info and on the website of CDSL. The same will be communicated to the stock exchanges where the shares of the Company are listed.
25. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

Place – Mumbai
Date – 03/09/2018

By Order of the Board
For Canopy Finance Limited
Sd/-
Lalit Kumar Tapadia
Managing Director
Din No- 08117881

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

ITEM NO: 3

Mr. Varun Newatia (DIN: 08071741) was appointed as an additional director by the board of directors of the Company w-e-f 24th March 2018. Pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 Mr. Varun Newatia will hold office upto the date of ensuing AGM.

The Board considers it advantageous and in the interest of the Company to have Mr. Varun Newatia on Board. The matter is being placed before the Members for their consideration and approval.

None of the Directors, Key Managerial Personnel or their relatives are interested in the above said resolution.

ITEM NO: 4

The Board of Director of the Company at its meeting held on 21st May, 2018 had discussed on appointment of Mr. LALIT KUMAR TAPADIA as Managing Director of the Company for a period of 5 years w-e-f 21st May, 2018 on terms of appointment and remuneration payable to Mr. Lalit Kumar Tapadia, Managing Director of the Company as are specified in the draft agreement executed between him and the Company, a copy of which (as has duly approved by the Board) was placed before the meeting.

He is having experience of about 15 years in the field of Capital Market, Financial Sector and Business Strategy.

In terms of the provisions of the Companies Act, 2013 consent of the shareholders is required for appointment of Mr. Lalit Kumar Tapadia as Managing Director of the Company. The Board recommends the resolution for approval of the members as an ordinary resolution. A copy of Board Resolution and the appointment letter issued to Mr. Lalit Kumar Tapadia, Managing Director will be available inspection at the Registered Office of the Company on all working days except holidays between 11.00AM – 1.00 P.M up to the date of Annual General Meeting.

None of the Directors of the Company except Mr. Lalit Kumar Tapadia is, in any way, concerned or interested in the proposed resolution.

By Order of the Board
For Canopy Finance Limited
Sd/-
Lalit Kumar Tapadia
Managing Director
Din No- 08117881

Place – Mumbai
Date – 03/09/2018

Annexure I

Details of Directors seeking appointment at 37th Annual General Meeting to be held on Friday, September 28, 2018

Name of Director	Mr. Varun Newatia
Age	22 years
Date of Appointment	24/03/2018
Expertise in specific field	He is a commerce graduate and having experience in Financing, Business Advisory Services.
Chairman/ Member of the committee(s) of the Board of Directors of the Company	<ul style="list-style-type: none">• Nomination and Remuneration Committee- Member• Stakeholders Relationship Committee- Member
Directorship of other public company (including foreign company)	Nil
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he is a Director	Nil
Shareholding in the Company	Nil

Name of Director	Mr. Lalit Kumar Tapadia
Age	51 years
Date of Appointment	21/05/2018
Expertise in specific field	He is a Commerce Graduate. He is having enriched experience of over 15 years in Finance Marketing and Business Advisory Services.
Chairman/ Member of the committee(s) of the Board of Directors of the Company	<ul style="list-style-type: none">• Audit Committee- Member
Directorship of other public company (including foreign company)	NIL
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he is a Director	Nil
Shareholding in the Company	NIL

CANOPY FINANCE LIMITED

(Formerly Known as Kartavya Udyog Viniyog Limited)

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Tel No: 9892108869, email: info@kartavya.info, Website: www.kartavya.info

CIN: L65910AS1981PLC017921

ATTENDANCE SLIP I/We hereby record my/our presence at the 37 th Annual General Meeting of the Company to be held on Friday, 28th September, 2018 at 11.30 A.M at its registered office at M/s Prezens Maniram Dewan Road, Bamunimaidan, Opp Anuradha Cinema, Guwahati, Kamrup 781021	Folio/DP ID & Client ID No.:
	Name :
	Address :
	Joint holders Name :
	Shares:

.....
Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy

Notes: Members/Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER
180905107		

Please read instructions given in the Notice of the Annual General Meeting carefully before voting electronically.

The e-Voting facility will be available during the following voting period:

Commencement of e-voting: From < Tuesday, 25.09.2018 & 09.00 AM >

End of e-Voting: Up to < Thursday, 27.09.2018 & 5.00 PM >

CANOPY FINANCE LIMITED

(Formerly Known as Kartavya Udyog Viniyog Limited)

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Corporate Office: Shop No. 10, Shiv Dham CHS Ltd, Satya Nagar,

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Tel No: 9892108869, email: info@kartavya.info, Website: www.kartavya.info

CIN: L65910AS1981PLC017921

PROXY FORM- MGT-11

(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 shareholder:

Registered address:

E-mail ID:

Folio No. / Client ID:

DP ID:

I / we, being the shareholder(s) of shares of the above named company, hereby appoint

Name _____ Address _____

Email Id _____ Signature _____ or failing him

Name _____ Address _____

Email Id _____ Signature _____ or failing him

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 Annual General Meeting of the Company, to be held on Friday 28th September, 2018 at 11.30 A.M at its registered office at M/s Prezens Maniram Dewan Road, Bamunimaidan, Opp Anuradha Cinema, Guwahati, Kamrup-781021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resol ution No.	Resolutions	Vote (Optional)	
		For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the year ended March 31, 2018, and the report of the Directors and Auditors thereon.		
2.	None of the directors are eligible to retire by rotation.		
4.	To approve the appointment of Mr. Varun Newatia (DIN: 08071741) as executive Director.		
5.	To approve the appointment of Mr. Lalit Kumar Tapadia (Din 08117881) as Managing Director of the company for a term of five years.		

Signed thisday of2018

Member's Folio /DP ID & Client ID No.....

Signature of Shareholder(s).....

Signature of Proxy holder (s)

Affix
Revenue
Stamp

Note: 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.

If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.