



PRESTIGE ESTATES PROJECTS LIMITED
REGD OFF: THE FALCON HOUSE, NO. 1, MAIN GUARD CROSS ROAD,
BENGALURU - 560 001
CIN: L07010KA1997PLC022322

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting (AGM) of the Members of Prestige Estates Projects Limited will be held on Wednesday, 30th September 2015 at 3.30 P.M at Aloft Cessna Bengaluru, Cessna Business Park, Sarjapur – Marathahalli Outer Ring Road, Kadubeesanahalli, Bellandur Post, Bengaluru - 560 103, to transact the following Business:

ORDINARY BUSINESS

- 1] To receive, consider, approve and adopt the financial statements of the Company for the year ended 31st March 2015, including the Audited Balance Sheet as at 31st March 2015, the Statement of Profit and Loss Account for the year ended on that date, together with the Reports of the Board of Directors, Auditors thereon and the Report on Secretarial Audit.
- 2] To declare a first and final dividend of ₹ 1.5 per share (15%) on Equity Shares for the year ended on 31st March 2015.
- 3] To appoint a Director in place of Mr. Rezwan Razack Director (DIN: 00209060), who retires by rotation and being eligible, offers himself for re-appointment.
- 4] To ratify appointment of Statutory Auditors of the Company and to fix their remuneration. The statutory auditors of the Company, M/S Deloitte Haskins & Sells have been appointed for a term from the conclusion of 17th AGM to the conclusion of 20th AGM of the Company. Pursuant to Section 139 of the Companies Act, 2013 read along with the Companies (Audit & Auditors) Rules, 2014, the appointment of Statutory Auditors shall be annually ratified by the shareholders of the Company at the Annual General Meeting:

“**RESOLVED THAT** the consent of the Board be and is hereby accorded to ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors to hold office upto the conclusion of ensuing AGM on a remuneration as may be mutually discussed and decided between the appointee and Mr. Irfan Razack, Chairman & Managing Director, on behalf of the Company.”

SPECIAL BUSINESS

- 5] **To regularize the appointment Ms. Uzma Irfan (DIN 01216604) as Director of the Company:**

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**, with or without modification:

“**RESOLVED THAT** Ms. Uzma Irfan (DIN 01216604), who was appointed as an Additional Director of the Company with effect from 11th November 2014 in terms of Section 161 of the Companies Act 2013 and who holds office upto the date of 18th Annual General Meeting of the Company, be and is hereby appointed as Director of the Company.”

“**RESOLVED FURTHER THAT** any Director/Company Secretary of the Company be and is hereby authorized to file necessary forms with ROC for intimation of the regularization of appointment.”

- 6] **Issue of Non-Convertible Debentures on a Private Placement basis:**

To consider and, if thought fit, to give assent or dissent to the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or reenactment thereof, for the time being in force) and Rule 14 of the Companies

(Prospectus and Allotment of Securities) Rules, 2014 and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Listing Agreements entered into by the Company with the respective stock exchanges and subject to the approval, permissions and sanctions of the lenders of the Company, SEBI, stock exchanges, Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscription for secured or unsecured redeemable non-convertible debentures in one or more series or tranches, aggregating up to ₹ 10,00,00,00,000 (Rupees One thousand Crore only), on a private placement basis, on such terms and conditions as the Board of Directors may, from time to time, determine and consider proper and beneficial to the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the members hereby authorize the Board of Directors to do all such acts, deeds, matters and things, settle all question, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7] **Payment of remuneration to the Cost Auditor for the financial year 2015-16 :**

To consider and if thought fit, to pass the following resolution as an ordinary resolution, with or without modification:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, and other applicable enactments, as amended from time to time, the consent of the Members of the Company is hereby accorded to ratify the remuneration recommended by the Audit Committee and approved by the Board of Directors to Mr. Pranabandhu Dwibedy, Cost Accountant in practice, who was appointed by the Board on the recommendation of Audit Committee, as the Cost Auditor of the Company for the Financial Year 2015 - 2016, as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, with authority to the Board of Directors to revise the terms and conditions of remuneration from time to time”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of the Directors or any Director or Company Secretary or Officer in this regard to give effect to the above said resolution.”

By order of the Board of Directors,
For PRESTIGE ESTATES PROJECTS LIMITED

Sd/-

MEDHA GOKHALE

COMPANY SECRETARY & COMPLIANCE OFFICER

Date: 30th May 2015

Place : Bengaluru

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH 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 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Limited Companies, Societies etc, must be supported by appropriate resolution as applicable. A proxy form is enclosed for this purpose.
2. Explanatory statement in pursuance of Section 102 of the Companies Act, 2013 is annexed to the notice. As per Clause 49 of Listing Agreement, the relevant details of persons seeking appointment/ re-appointment as Directors are annexed herewith.
3. Register of members and Share Transfer books of the Company will remain closed from 25th September 2015 to 30th September 2015 (both days inclusive) for the purpose of payment of dividend.

4. The Register of Directors' shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. Dividend on Equity Shares, if declared at the meeting, shall be paid on or before 29th October 2015 as under:
 - a) To all Beneficial Owners (in respect of shares held in dematerialized) form as per the data made available by the depositories as of the close of business hours of 24th September 2015.
 - b) To all Members (in respect of shares held in physical form), those of whose names appear on the Register of Members, as of the close of business hours of 24th September 2015.
6. Members are requested to visit the website of the Company viz www.prestigeconstructions.com for viewing the quarterly and annual financial results and for more information on the Company. The Annual Report of 2014-15 circulated to the members is also available on the website (www.prestigeconstructions.com).
7. For any investor-related queries, communication may be sent by e-mail to the Company, at investors@prestigeconstructions.com.
8. The Investor-related queries may also be addressed to the Registrar & Share Transfer Agent, Link Intime India Private Limited (Link Intime) at the following address:

Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound

L. B. S. Marg, Bhandup (West)

Mumbai - 400 078, Maharashtra, India

Tel. no: +91-22-25963838

Fax no: +91-22-25946821

E-mail- rnt.helpdesk@linkintime.co.in

9. Members/Proxies are requested to kindly take note of the following:
 - (i) Copies of Annual Report will not be distributed at the venue of the meeting;
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
 - (iii) In all correspondences with the Company and/or Link Intime, Folio No. or DP & Client ID no., as the case may be, must be quoted.
10. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member 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.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime/Depositories.
12. For effecting changes in email/address/bank details/ECS (Electronic Clearing Service) mandate, members are requested to notify:
 - (i) Link Intime, if shares are held in **physical** form; and
 - (ii) their respective Depository Participant (DP), if shares are held in **electronic** form.
13. In compliance with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the company is providing e-voting facility to all shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s Central Depository Services (India) Limited for facilitating e-voting facility to enable the Shareholders to cast their votes electronically.
14. In terms of the Companies (Management and Administration) Rule, 2014 as amended from time to time, the Company will conduct a poll on the day of meeting and members who have not cast their vote through e-voting, shall be able to exercise their right to vote in the poll.

15. The Board of Directors has appointed Mr. Nagendra D. Rao, Practising Company Secretary as the Scrutinizer for conducting the e-voting process and poll in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (Three) working days from the conclusion of the Annual General Meeting, prepare a Scrutinizer's report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer's report shall be placed on the website of the company and on the website of CDSL.

16. The Instructions for e-voting forms annexure to this Notice.

By order of the Board of Directors,
For PRESTIGE ESTATES PROJECTS LIMITED

Sd/-

MEDHA GOKHALE

COMPANY SECRETARY & COMPLIANCE OFFICER

Date: 30th May 2015

Place : Bengaluru

Details of the Directors seeking appointment/re-appointment in Eighteenth Annual General Meeting pursuant to Clause 49 of Listing Agreement of Stock Exchanges:

Name of the Director	Rezwan Razack	Uzma Irfan
Date of Birth	10/02/1955	01/03/1979
Relationships with other Directors inter-se	Brother of Mr. Irfan Razack & Mr. Noaman Razack	Daughter of Mr. Irfan Razack
Date of Appointment	04/06/1997	11/11/2014
Expertise in specific Functional areas	Construction and engineering activities	Corporate Communication
Qualification	Bachelor of Commerce	Bachelor's degree in Business Administration
No. of Equity shares held in the Company	65625000	5475750
List of directorship in other companies	<ol style="list-style-type: none"> 1. I C B I (India) Private Limited 2. Prestige Fashions Private Limited 3. West Palm Developments Private Limited 4. Prestige Amusements Private Limited 5. Dollars Constructions And Engineers Private Limited 6. Prestige Garden Resorts Private Limited 7. Prestige Construction Ventures Private Limited 8. Prestige Builders And Developers Private Limited 9. Prestige Golf Resorts Private Limited 10. Valdel Xtent Outsourcing Solutions Private Limited 11. Prestige Projects Private Limited 12. CapitaLand Retail Prestige Mall Management Private Limited 13. K2K Infrastructure India Private Limited 14. Vijaya Productions Private Limited 15. Sai Chakra Hotels Private Limited 	<ol style="list-style-type: none"> 1. Prestige Bidadi Holdings Private Limited 2. Prestige Whitefield Investment And Developers Private Limited 3. Exora Business Parks Private Limited 4. Prestige Garden Constructions Private Limited 5. Northland Holding Company Private Limited 6. Prestige Amusements Private Limited 7. Dollars Hotel & Resorts Private Limited 8. ICBI (India) Private Limited
List of committees of the Board of Directors (across all other companies) in which Chairmanship/ Membership is held	NA	NA

Note:

Directorship held by Directors mentioned above is as per latest disclosure received from them and it does not include Directorship of Foreign Companies, and Section 8 Companies.

PRESTIGE ESTATES PROJECTS LIMITED
REGD OFF: THE FALCON HOUSE, NO. 1, MAIN GUARD CROSS ROAD,
BANGALORE – 560 001
Corporate Identification Number: L07010KA1997PLC022322
Explanatory statement
(Pursuant to Section 102) of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special business mentioned under Item Nos. 5 to 7 of the accompanying notice

Item No. 5: To regularize the appointment of Ms. Uzma Irfan (DIN 01216604) as Director of the Company:

Ms. Uzma Irfan was appointed as an Additional Director of the Company on 11th November 2014.

Ms. Uzma Irfan joined the Prestige Group in January 2007 as Executive Director- Corporate Communications. Over the years, the Prestige Group has grown by leaps and bounds and she can be credited for single-handedly strengthening the public image of the company during this phase. From systematically profiling the company and its diverse interests in the media to assisting the company in its various networking forums, she has played an instrumental role in communication and marketing. Uzma Irfan is currently responsible for Marketing Communication, Corporate Communication, Branding and all image related initiatives for the Prestige Group.

During her stint, the Prestige Group has secured a lion's share of various industry and media awards, at both national and international platforms. Uzma Irfan has single-handedly championed this effort and the awards' list includes those from highly reputed organisations like FIABCI, CNBC, Cityscape, CREDAI and PRCI to name a few. In 2013, Uzma was honoured with the FICCI-FLO Award for 'Indomitable Spirit' in inspiring the modern woman. Uzma holds a Bachelor's degree in Business Administration, with focus on Management, from the American Inter Continental University in London. She has graduated with Honours and a dual degree.

In the opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Director.

Declaration on directorship in Boards and Committees of various Companies, received from Ms. Uzma Irfan, as per Clause 49 of the Listing Agreement is annexed to the notice.

Mr. Irfan Razack and his relatives are interested/concerned in the resolution except Mr. Biji George Koshy.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee recommends the Ordinary Resolution set out in Item No. 5, for approval by the members.

Item No. 6: Issue of Non-Convertible Debentures on a Private Placement basis:

The Company in order to execute various projects has to borrow money from banks and other financial institutions as a means of finance. The Board of Directors envisages a need for the funding requirements of the Company to be met with various Instruments, viz. equity, project loans, general purpose corporate loans, borrowings from Banks and financial institutions, debentures etc. A mix of these instruments would result in optimum utilization of funds at optimum cost and help to meet the various business requirements of the Company.

The Board of Director of the Company are contemplating the feasibility of borrowing money through the issue of non-convertible debentures, subject to the approval of the Members of the Company by passing a Special Resolution.

Pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014, issue of any non-convertible debentures on a private placement basis requires a prior approval of the members of the Company by way of a Special Resolution and such approval shall be valid for all private placements made during the year.

Accordingly consent of the members is being sought to enable the Board of Directors to offer or invite subscriptions for redeemable non-convertible debentures in one or more series or tranches as may be required.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

Item No. 7: Payment of Remuneration to the Cost Auditor for the financial year 2015-16 :

A proposal for appointment of Cost Auditor for 2015-16 was recommended by the Audit Committee to the Board. The Board approved the appointment of Mr. Pranabandhu Dwibedy, Cost Accountant in practice, as the Cost Auditor of the Company for the year 2015-16, with the remuneration as recommended by the Audit Committee and as may be mutually agreed to by the auditor and the Board of Directors.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors, Managers and Key Managerial personnel or their relatives are interested in the above resolution.

The Board of Directors, recommends the Ordinary Resolution set out in Item No. 7, for approval by the members.

By order of the Board of Directors,
For PRESTIGE ESTATES PROJECTS LIMITED

Date: 30th May 2015
Place : Bengaluru

Sd/-
MEDHA GOKHALE
COMPANY SECRETARY & COMPLIANCE OFFICER

The instructions for members for voting electronically are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 last 8 digits of the demat account/folio number in the PAN field.● In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Prestige Estates Projects Limited > on which you choose to vote.

- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on **26th September 2015 at 9.00 a.m** and ends on **29th September 2015 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 (record date) of 23rd September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.



PRESTIGE ESTATES PROJECTS LIMITED
Regd. Office: The Falcon House, No. 1, Main Guard Cross Road, Bengaluru - 560001
CIN: L07010ka1997plc022322

ATTENDANCE SLIP

18th Annual General Meeting – Wednesday, 30th September 2015

Name & Address of shareholder	DP Id & Client Id No./ Registered Folio No.	No. of Shares held

I hereby record my presence at the 18th Annual General Meeting of the Company held on Wednesday, the 30th September 2015 at Aloft Cessna Bengaluru, Cessna Business Park, Sarjapur – Marathahalli Outer Ring Road, Kadubeesanahalli, Bellandur Post, Bengaluru - 560 103 at 3.30 P.M.

If shareholder, please sign here	If proxy, please sign here

Shareholders/Proxies are requested to fill up the attendance slip and hand it over at the venue. Members/Proxies are also requested to bring their copy of Annual Report to the meeting as no copies will be distributed at the venue.

Note: No Gift/Gift Coupons/ Refreshment Coupons will be distributed at the Meeting

..... Please tear here

ELECTRONIC VOTING PARTICULARS

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

Note: Please read the instructions given in the Notes to the Notice of Eighteenth Annual General Meeting dated 30th September 2015. The E-Voting period starts 26th September 2015 at 9.00 a.m and ends on 29th September 2015 at 5.00 p.m. The E- Voting module shall be disabled by CSDL for voting thereafter.



PRESTIGE ESTATES PROJECTS LIMITED
 Regd. Office: The Falcon House, No. 1, Main Guard Cross Road, Bengaluru - 560001
 CIN: L07010KA1997PLC022322

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
 (Management and Administration) Rules, 2014]

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Name of Member(s) :

Registered Address :

Email Id :

Folio No / Client ID :

DP ID :

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

1. NameAddress

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 Eighteenth Annual General Meeting of the Company, to be held on Wednesday, the 30th September 2015 at Aloft Cessna Bengaluru, Cessna Business Park, Sarjapur – Marathahalli Outer Ring Road, Kadubeesanahalli, Bellandur Post, Bengaluru - 560 103 at 3.30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No:	Brief Description of Resolutions
Ordinary Business	
1	Adoption of Financial Statements and Reports thereof for the financial year 2014-15.
2	Declaration of Dividend.
3	Reappointment of Mr. Rezwan Razack Director (DIN: 00209060) Director retiring by rotation.
4	To ratify appointment of Statutory Auditors of the Company and to fix their remuneration.
Special Business	
5	Regularization Ms. Uzma Irfan as Director of the Company
6	Issue of Non-Convertible Debentures on a Private Placement basis
7	Payment of remuneration to the Cost Auditor

Signed this day of 2015.

Signature of Shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

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.