

**NEIL INDUSTRIES LIMITED**

CIN: L51109WB1983PLC036091

R/O: 88B, (Ground Floor), Lake View Road, Kolkata-700029

Corporate Office: 14/113, Civil Lines, 402-403, Kan Chambers, Kanpur-208001

**E Mail: neilil@rediffmail.com**

**Ph: Corp Office: 0512-2303325 WEB: www.neil.co.in**

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Neil Industries Limited will be held on Friday, the 18<sup>th</sup> day of September 2015 at 10:30 A.M. at the Registered Office of the Company at 88B, (Ground Floor), Lake View Road, Kolkata -700029, to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended March 31<sup>st</sup>, 2015 the report of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Shri **ARVIND KUMAR MITTAL** (DIN: 02010445) who retires by rotation and is eligible for re appointment.
3. To Appoint the Statutory Auditors of the Company and fix their remuneration and 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 Sections 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Ranjit Jain & Company. Chartered Accountants (Firm Registration No. 322505E) be and are hereby appointed as Statutory Auditors of the Company in place of the existing auditors M/s R.K Patodi & Company. Chartered Accountants (Firm Registration No. 305091E), whose term is liable for ratification at this Annual General Meeting and from whom a resignation letter has been received by the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company to be held in the year 2020 (subject to ratification of their appointment at every AGM), at such remuneration as may be fixed by the Board of Directors of the Company based on recommendation of Audit Committee plus service tax, out-of-pocket, travelling and living expenses, etc."

**"RESOLVED FURTHER THAT** Mr. Arvind Kumar Mittal, Managing Director and Mr. Vaibhav Agnihotri, Company Secretary of the Company be and is hereby responsible to do all such acts and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**SPECIAL BUSINESS:**

- 4. 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 149, 150 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Companies Act, 2013, Mrs. Pinki Yadav (Din: 06995315) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. October

14<sup>th</sup>, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mrs. Pinki Yadav for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Director of the Company for a term up to five consecutive years commencing from 18<sup>th</sup> September, 2015 or the date of the 37<sup>th</sup> Annual General Meeting, whichever is earlier."

**"RESOLVED FURTHER THAT** Mr. Arvind Kumar Mittal, Managing Director and Mr. Vaibhav Agnihotri, Company Secretary of the Company be and are hereby responsible to do all such acts and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**5. 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 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, recommendations of the Nomination and Remuneration Committee and any rules made thereunder read with Companies (Appointment and Qualifications of Directors), 2014, Mr. Chandra Kant Dwivedi (DIN:06396144) in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Chandra Kant Dwivedi for the office of the Director of the Company, be and is hereby elected and appointed as a Non-Executive Non-Independent Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

**"RESOLVED FURTHER THAT** Mr. Arvind Kumar Mittal, Managing Director and Mr. Vaibhav Agnihotri, Company Secretary of the Company be and are hereby responsible to do all such acts and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**6. To consider and if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of Sections, 197(1), and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and other applicable provisions of other Sections of the Companies Act, consent of the members of the Company be and is hereby accorded for payment to Mr. Arvind Kumar Mittal of a monthly remuneration of Rs. 50,000 (Fifty thousand only) per month all inclusive.

**RESOLVED FURTHER THAT** the Board of Directors (on the recommendations of the Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of the Managing Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 2013 and Schedule V as may be agreed to by and between the Board of Directors and Mr. Arvind Kumar Mittal, without any further reference to the shareholders in general meeting.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during the tenure of service of Mr. Arvind Kumar Mittal as Managing Director of the Company, the payment of salary, shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Arvind Kumar Mittal as the Managing Director shall apart from his salary be entitled to travelling allowance as per the rules prescribed by the Company in this regard.

**RESOLVED FURTHER THAT** as the Managing Director of the Company, Mr. Arvind Kumar Mittal shall, subject to the supervision, control and directions of the Board of Directors of the Company, exercise substantial powers of management and manage the business and affairs of the Company."

**"RESOLVED FURTHER THAT** Mr. Vaibhav Agnihotri, Company Secretary of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this aforesaid resolution

Date: 15<sup>th</sup> July 2015  
Place: Kanpur

By the order of Board  
For Neil Industries Limited

Sd/-  
(Vaibhav Agnihotri)  
Company Secretary

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten 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 shareholder.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Friday **September 11<sup>th</sup> to September 18<sup>th</sup> 2015** (both days inclusive) for the purpose of AGM.
5. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited.
6. Members who have not registered their e-mail id addresses so far are requested to register their e-mail address in case of physical holding with the Company and in case of demat holding with the Depository Participant.
7. Electronic copy of the notice of the 32<sup>nd</sup> Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/Depository

Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the notice of the 32<sup>nd</sup> Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent in the permitted mode.

8. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 32<sup>nd</sup> Annual General Meeting of the Company.
9. Members are requested to bring their copy of Annual Report to the Meeting.
10. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.
12. Corporate Members are requested to send to the Company, a duly certified copy of the Board resolution/Power of Attorney, authorising their representatives to attend and vote at the Annual General Meeting.
13. In case a Member receives physical copy the Notice of the 32<sup>nd</sup> AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting Physical Copy.

(i) Please follow Sl. No. (i) to Sl. No. (xi) above, to cast vote.

14. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The Notice of the 32<sup>nd</sup> AGM of the Company *inter alia* indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. An attendance slip E Voting number (EVEN) shall be mentioned.
- (ii) NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s).
- (iii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
- (iv) Click on Shareholder – Login

- (v) Put user ID and password as initial password noted in step (ii) above. Click Login.
  - (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
  - (viii) Select "EVEN" of Neil Industries Limited.
  - (ix) Now you are ready for e-Voting as Cast Vote page opens
  - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed
  - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote
  - (xiii) Institutional shareholders (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, to the Scrutinizer with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on **15<sup>th</sup> September, 2015 (09:00 am) and ends on 17<sup>th</sup> September, 2015 (05:00 pm)**. 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 **14<sup>th</sup> August 2015** may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. 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 cutoff date **14th August, 2015**.
- VII. A copy of this notice has been placed on the web site of the Company and website of NSDL. Mr. Anurag Fatehpuria Practicing Company Secretary, (Certificate of Practice no 12855) has been appointed as scrutinizer to scrutinize the e voting process in a fair and transparent manner.
- VIII. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14<sup>th</sup>, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

- IX. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- X. The Results shall be declared on or after the 31st Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.neil.co.in** and on the website of NSDL within two(2) days of passing of the resolutions at the 32<sup>nd</sup> Annual General Meeting of the Company on **18th September, 2015** and communicated to the BSE and CSE Limited.

### **Statement pursuant to Section 102 (1) of the Companies Act, 2013**

#### **ITEM NO. 4:**

The Board of Directors of the Company had appointed Mrs. Pinki Yadav (Din: 06995315) as an Additional Director w.e.f October 14, 2014 pursuant to Section 160 of the Companies Act, 1956. Further, Mrs. Pinki Yadav Had to hold office upto conclusion of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Pinki Yadav for the office of Independent Director, to be appointed as such under the provisions of Section 149 and other applicable provisions of the Companies Act, 2013.

The Company has received a declaration from Mrs. Pinki Yadav in writing to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Pinki Yadav as an Independent Director of the Company for a period of five years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and he shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Pinki Yadav, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. Accordingly Board of Directors recommends the passing of the Ordinary Resolution as set out in the **Item no. 4** of the Notice.

No Director, Key Managerial personnel or their relatives, except Mrs. Pinki Yadav, to whom the resolution relates, is interested or concerned in the resolution.

#### **ITEM NO. 5**

Mr. Chandra Kant Dwivedi (DIN: 06396144) is presently serving the Company in the Capacity of the Chief Financial Officer. The Board of Directors of the Company in pursuance of section 149, 150 and 152, read with Companies (Appointment and Qualifications of Directors), 2014 and any other applicable provisions of the Companies Act, 2013 recommend him to be appointed as the Non Executive Non Independent Director of the Company who is subject to retire by rotation under the provisions of the Companies Act, 2013.

The Company has received Notice in writing from a member along with deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Chandra Kant Dwivedi (DIN: 06396144) for the office of Director of the Company.

The resolution seeks the approval of members for the appointment of Chandra Kant Dwivedi (DIN: 06396144) as Non Executive Non Independent Director of the Company.

The Board considers that his continued association as a Director would be of immense benefit to the Company and it is desirable to continue to avail the services of Chandra Kant Dwivedi (DIN: 06396144) as a Non Executive Non Independent Director.

No director, key managerial personnel or their relatives, except Chandra Kant Dwivedi (DIN: 06396144), to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in **Item no. 5** for the approval of the member.

#### **ITEM NO. 6**

Section 197(1) provides that except with the approval of the Company in General Meeting, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent of the net profits to all such directors. Mr. Arvind Kumar Mittal is the managing Director of the Company whose remuneration was fixed to Rs. 50,000 per Month at the Board Meeting held on 14<sup>th</sup> October 2014 which is beyond the Limit of 5 percent of the net profits of the Company. Section 197(1) of the Companies Act 2013 provides that in order to provide for the salary of the Managing Director over the above mentioned limit, approval of members is required.

Therefore the resolution seeks approval of members for payment of remuneration to Mr. Arvind Kumar Mittal over the Limit of 5 percent of the net profits of the Company.

No director, key managerial personnel or their relatives, except Mr. Arvind Kumar Mittal (DIN: 02010445), to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in **Item no. 6** for the approval of the members.

Date: 15<sup>th</sup> July 2015  
Place: Kanpur

By the order of Board  
For Neil Industries Limited

SD/-  
(Vaibhav Agnihotri)  
Company Secretary

**ANNEXURE TO THE NOTICE:**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:**

**ITEM No. 2:**

Mr. Arvind Kumar Mittal is the Managing Director of the Company and therefore is not subject to retirement by rotation. However now Mr. Arvind Kumar Mittal will be subject to retirement by rotation due to the provisions of Section 149 & 152 of the Companies Act, 2013, wherein it is provided that Independent Directors are not subject to retirement by rotation. All Directors in the Board of Directors of the Company are Independent Directors except Mr. Mittal who is the Managing Director of the Company. Since none of the Independent Directors are subject to retire by rotation, Mr. Mittal will retire by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible has offered himself for re-appointment. As per the clarification issued by the Department of Company affairs (Int. Circular No. 3 (No.8/16(1)/61-PR, Dated 9th May 1961), Managing Director's office does not suffer any break if he retires as a director under Section 255 of the Companies Act, 1956 and is re-elected as director in the same meeting.

**REGULARISATION OF MRS. PINKI YADAV AS A NON EXECUTIVE INDEPENDENT DIRECTOR IN THE COMPANY:**

For the details of Mrs. Pinki Yadav, please refer to the above Explanatory Statement in respect of the Special Business set out at Item Nos. 4 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

**APPOINTMENT OF MR. CHANDRA KANT DWIVEDI AS THE NON EXECUTIVE NON INDEPENDENT DIRECTOR IN THE COMPANY:**

For the details of Mr. Chandra Kant Dwivedi, please refer to the above Explanatory Statement in respect of the Special Business set out at Item Nos. 5 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

**INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT RELATING TO DIRECTOR'S SEEKING APPOINTMENT / RE- APPOINTMENT**

**Pinki Yadav**

NAME	Pinki Yadav
FATHER'S NAME	Ram Pal Yadav

D.O.B.	15/10/1979
ADDRESS	15/137 Civil Lines Kanpur-208001 EMAIL-pinkiyadav050@gmail.com
QUALIFICATION	Intermediate
EXPERIENCE	Mrs. Pinki Yadav is an able administrator having 5 years of Experience in the field of administration and social welfare. She has been engaged in the Co. operative work with different social organizations.
OTHER DIRECTORSHIP	Nil
SHAREHOLDING IN THE COMPANY	Nil

**CHANDRA KANT DWIVEDI**

NAME	CHANDRA KANT DWIVEDI
FATHER'S NAME	Late Shri Ganesh Prasad Dwivedi
D.O.B.	15/06/1951
ADDRESS	117/815A, M Block, Kakadev, Kanpur-208001 EMAIL- chandrakantdwivedi51@gmail.com
QUALIFICATION	M.A. (Economics), L.L.B., L.T.
EXPERIENCE	Mr Dwivedi is an economist and has a rich experience of more than 38 years in the field of Economy, and education.
OTHER DIRECTORSHIP	Nil
SHAREHOLDING IN THE COMPANY	Nil

**NEIL INDUSTRIES LIMITED**

CIN: L51109WB1983PLC036091

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**ATTENDANCE SLIP**

(To be presented at the entrance)

Reg. Folio No:

No. of Shares held:

I certify that I am a member/proxy of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held at its Registered Office, 88B,(Ground Floor), Lake View Road, Kolkata-700029(West Bengal) on Friday, the 18<sup>th</sup> day of September 2015 at 10:30 A.M.

Member's/ Proxy name in BLOCK letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting.

**NEIL INDUSTRIES LIMITED**

CIN: L51109WB1983PLC036091

R/O: 88B, (Ground Floor), Lake View Road, Kolkata-700029

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**FORM NO. MGT 11**  
**PROXY FORM**

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 Member

Registered address

E-mail Id:

Folio No/

DP ID- Client ID

I/We, being the member of \_\_\_\_\_ Shares of above mentioned company hereby appoint:

Name

Address

E-mail Id:

Signature

**Or failing him / her**

Name

Address

E-mail Id:

Signature

**Or failing him / her**

Name

Address

E-mail 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, September 18<sup>th</sup>, 2015 at 10.30 A.M. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional <small>refer note 3 below</small>	
Ordinary Business		For	Against
1	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2015.		
2.	Reappoint Shri Arvind Kumar Mittal, (Din: 02010445) as Managing Director who retires by rotation.		
3.	Appointment of M/s Ranjit Jain & Co. (Firm Registration No. 322505E) as Statutory Auditors of the Company.		
Special Business			
4.	Appointment of Ms. Pinki Yadav as Independent Director of the Company.		
5.	Appointment of Mr. Chandra Kant Dwivedi as Non Executive Non Independent Director of the Company.		
6.	Payment of Remuneration to Mr. Arvind Kumar Mittal (Din:02010445) as Managing Director exceeding 5 percent of the net profits of the Company.		

**Signed this ..... day of ..... 2015.**

**Signature of the Member**

**Signature of the Proxy Holder(s)**

AFFIX  
REVENUE  
STAMP NOT  
LESS THAN  
Re 0.15

Note:-

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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.