

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 41st Annual General Meeting of the Members of **APM Industries Limited** will be held on **Friday the 25th day of September, 2015 at 11.30 A.M.**, at its Registered Office at **SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan)** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To confirm the two interim dividends aggregating to Rs 2.70 per equity share as final dividend, already paid for the year ended 31st March, 2015.
3. To appoint a Director in place of Shri S G Rajgarhia, who retires by rotation and being eligible, offers himself for re-appointment.
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 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Chaturvedi & Co., Chartered Accountants (Firm Registration No. 302137E), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

5. **To Appoint Smt Uma Hada (DIN: 06463684) as an Independent Director**
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 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, amended up to the date, **Smt Uma Hada (DIN: 06463684)**, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 46th Annual General Meeting of the Company in the Calendar Year 2020."
6. **To revise the remuneration of Shri H R Sharma (DIN: 00178632), Whole Time Director in the Company**
To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:
"RESOLVED THAT in partial modification of the resolution passed at the 38th Annual General Meeting held on 15th September 2012 and pursuant to Section 197, 198 and other applicable provisions and rules and regulations made there under, read with Section II of Part II of Schedule V of the Companies Act 2013 (including any statutory modification or re-enactment thereof, for the time being in force), consent of members of the Company be and is hereby accorded to revise the remuneration of Shri H R Sharma, Whole Time Director in

the Company, with effect from 01st July 2015, at the remuneration, perquisite and other benefit upon the terms and conditions as set out in explanatory statement of this Notice."

7. Ratification of Remuneration to Cost 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 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

8.. Borrowing limits of the Company

To consider and if thought to fit to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on September 30, 2006 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 75 crore."

9. Creation of charge / Mortgage on the assets of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the Annual General Meeting of the Company held on September 30, 2006 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors to mortgage and/or create charge on all or any of the movable and immovable properties of the Company including the movable current assets viz., stocks, book debts etc., both present and future or the whole of the undertaking or undertakings of the Company for securing any loan, working capital facilities or other facilities obtained or as may be obtained from any financial institutions, banks, Mutual Funds or any corporate body or bodies or any other person from whom the loan is taken, together with interest, costs, charges, expenses and other moneys payable by the Company within the overall borrowing powers delegated to the Board of Directors pursuant to Section 180(1)(a) of the Companies Act, 2013."

Registered Office:
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar (Rajasthan)

New Delhi
August 5, 2015

By Order of the Board

Jyoti Upadhyay
Company Secretary

APM INDUSTRIES LIMITED

CIN No. L21015RJ1973PLC015819

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 3 and 5 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.
3. **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. Proxies in order to be effective must be received by the company not later than forty eight (48) 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.

A member can opt for only one mode i.e. through remote e-voting or voting at Annual General Meeting. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and the voting at Annual General Meeting shall be treated as invalid.

4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
5. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2006-07, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company www.apmindustries.co.in as also on the website of the Ministry of Corporate Affairs.
6. Members seeking any information with regard to the Accounts 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.
7. The company sub-divided the face value of equity shares from Rs.10 to Rs.2. Members were advised to surrender their old share certificates for exchange with the new ones. Members, who have not already exchanged their old certificates which anyway ceased to be valid from that date, may do so by sending the old certificates to the Registrar/Company.

The members are requested to get their shares dematerialized. The company's ISIN Code **INE170D01025** pursuant to change in face value.

8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository

Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

delhi@apmindustries.co.in

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.

9. (a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this remote e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period:

Commencement of remote e-voting : From **9.00 A.M.** on **September 22, 2015 (Tuesday)**

End of remote e-voting : Upto **5.00 P.M.** on **September 24, 2015 (Thursday)**

E-voting shall not be allowed beyond 5.00 P.M., on **September 24, 2015 (Thursday)**. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is **September 18, 2015 (Friday)**

Contact details of concerned person for e-voting:

Jyoti Upadhyay
Company Secretary
Ph. No. 011-26441015

- (b) The company has engaged the services of Skyline Financial Services Private Limited as the Authorized Agency to provide e-voting facilities.
- (c) The company has appointed Mr Ravi Sharma (FCS 4468), a Practicing Company Secretary, CP No. 3666, as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- (d) The login ID and password for remote e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- (e) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.
- (f) "remote e-voting" means the facility of casting vote by a member using an electronic voting system from a place other than venue of a general meeting;

It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

10. The results shall be declared after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.apmindustries.co.in and communicated to the Stock Exchanges.

11. The register of members and share transfer books of the Company will remain closed from **September 19, 2015 (Saturday)** to **September 22, 2015 (Tuesday)**, both days inclusive.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 (1) of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 5 to 9 of the accompanying Notice.

ITEM NO. 5

The Nomination and Remuneration Committee of the Board has recommended the appointment of Smt Uma Hada as an Independent Director under the Act and Clause 49 of Listing Agreement to hold office for a term of five consecutive years for a term up to the conclusion of the 46th Annual General Meeting of the Company in the Calendar Year 2020. Smt Uma Hada (DIN: 06463684), aged 67 years, is a B.A. graduate. She joined the Board of the company on 08.04.2015 as a Woman Director; whose term of office expires at this Annual General Meeting. The Company has received a notice in writing from a member along with a deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing the Candidature of Smt Uma Hada for the Office of Independent Director of the Company.

In the opinion of the Board, Smt Uma Hada fulfills the conditions specified in the Companies Act, 2013 for such an appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director. Smt Uma Hada, has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act.

The Board recommends the passing of ordinary resolution in relation to the appointment of Smt Uma Hada as an Independent Director not liable to retire by rotation.

Except Smt Uma Hada, being an appointee, none of the Directors and Key Managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No. 5.

ITEM NO. 6

The Board of Directors of the Company at their meeting held on August 5, 2015, revised the remuneration being paid to Shri H R Sharma, as Executive Director (whole time) of the Company for the remaining period of his tenure i.e. upto 28th February, 2017 on mutually agreed terms, subject to the consent of shareholders at a general meeting.

The principal terms and conditions governing the payment of remuneration as recommended by the Nomination and Remuneration Committee of Shri H R Sharma are as under:

a) Salary

- i. Basic salary – in the range of Rs. 3,00,000/- to Rs. 5,00,000/- per month w.e.f. 01.07.2015 Rs. 3,00,000/- per month will be paid, thereafter the Board shall fix increments within the above ceiling till his tenure. Other allowances, bonus, perquisites etc. shall also increase accordingly.

- ii. Bonus / Exgratia shall be paid, as payable to Senior Executives of the Company but not exceeding 20% of basic salary.

b) Perquisites

PART- A

i. Housing

Rent free furnished residential accommodation with free electricity the monetary value of which will be evaluated as per Rules 3 of the Income Tax Rules, 1962.

OR

In case own premises are occupied, then house rent allowance payable as per rules of the Company but not exceeding 60% of basic salary. The expenses on electricity will be borne by the Company.

ii. Medical Benefits for self and family

The total cost of medical expenses/ allowance to the Company shall not exceed one month salary per year or three months' salary in a period of three years.

iii. Leave

Leave and leave encashment as per rules of the Company.

iv. Leave travel allowance/ concession

For self and family once in a year shall not exceed one month salary per year.

v. Club fees

Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

PART- B

i. Provident Fund

The Company's contribution towards Provident Fund as per rules of the Company.

ii. Gratuity

Not exceeding half month salary for each completed year of service according to the Company's Scheme.

PART- C

i. Conveyance

The Company will provide a Car with driver partly for official use and partly for private purpose. The car provided for private purpose will be considered as perquisites as per Income Tax Rules.

ii. Telephone

The Company shall provide telephone at residence at Company's cost.

iii. Sitting Fee etc.

No sitting fee shall be paid to him for attending the meetings of Board of Directors or any Committees thereof. He shall not be liable to retire by rotation.

Minimum remuneration: Where, in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Shri H R Sharma, subject to the applicable provisions of Schedule – V of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution for the approval by the shareholders of the company.

APM INDUSTRIES LIMITED

CIN No. L21015RJ1973PLC015819

Except Shri H R Sharma, being an appointee, none of the Directors and Key Managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No. 6.

ITEM NO. 7

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2016. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is Rs. 40,000/-. The remuneration has to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution. The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

ITEM NO. 8 & 9

At the Annual General Meeting of the Company held on September 30, 2006, the Members had, by way of Ordinary Resolutions and in pursuance of the provisions of Section 293(1)(a) and (d) of the Companies Act, 1956, approved of:

- (i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 75 crore at any point of time;

- (ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage / hypothecation on the Company's assets in favour of lending agencies and trustees for the amounts borrowed i.e. upto Rs. 75 crore, including interest, charges, etc. payable thereon, as the documents for the said purpose could contain the power to take over the management of the Company, in certain events.

Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014. The approval of the Members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively.

The Directors commend the Special Resolution at Item Nos. 8 and 9 of the accompanying Notice for the approval of the Members of the Company. None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 8 and 9.

Registered Office:
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar (Rajasthan)

By Order of the Board

New Delhi
August 5, 2015

Jyoti Upadhyay
Company Secretary

ANNEXURE TO ITEM 3 & 5 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Shri S G Rajgarhia	Smt Uma Hada
Director Identification Number (DIN)	00002245	06463684
Date of Birth	21/08/1946	14/07/1948
Age	69 Years	67 Years
Nationality	Indian	Indian
Date of Appointment on Board	26th July, 2000	08 th April, 2015
Qualification	B. Tech. (Hons.) and S.M. (MIT)	B.A.
Experience	45 Years	20 Years
Shareholding in APM Industries Limited	2.66%	NIL
List of Directorships held in other Companies	1. Rajgarhia Leasing and Financial Services Pvt. Ltd. 2. Orient Abrasives Limited 3. Madhushree Properties (P) Ltd 4. Autometers Alliance Limited 5. Sheevam Comfort Hotels Private Limited 6. Rovo Marketing Private Limited	Uma Properties & Traders Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees in other Public Companies	NIL	NIL
Relationship with other directors	Related to Shri R K Rajgarhia	Not related to any Director

APM INDUSTRIES LIMITED

CIN: L21015RJ1973PLC015819

Regd. Office: SP-147, RIICO Industrial Area, Bhiwadi, Dist., Alwar (Raj.)
Tel: 01493 – 522400 Fax: 01493 – 522413, Email: bhiwadi@apmindustries.co.in

PROXY FORM

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

DP ID / Client ID / Folio No.	
No. of Share(s) held	

I/We
 R/o.....
 having email id, being the member(s) and having
 shares of the above named company, hereby appoint
 R/o.....
 having email id or failing him/her
 R/o.....
 having email id or failing him/her
 R/o.....
 having email id..... as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **41st Annual General Meeting** of the company, to be held on **Friday the 25th day of September, 2015 at 11.30 A.M.**, at the registered office of the company situated at **SP-147, RIICO Industrial Area, Bhiwadi, Dist., Alwar (Raj.)** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon		
2	To confirm the two interim dividends aggregating to Rs.2.70 per equity share as final dividend, already paid for the year ended 31st March, 2015		
3	To appoint a Director in place of Shri S G Rajgarhia, 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.		
Special Business			
5	To Appoint Smt Uma Hada (DIN: 06463684) as an Independent Director		
6	To revise the remuneration of Shri H R Sharma (DIN: 00178632), Whole Time Director in the Company		
7	Ratification of Remuneration to Cost Auditor		
8	Borrowing limits of the Company		
9	Creation of charge / Mortgage on the assets of the Company		

Signed this _____ day of _____, 2015

Signature of the Shareholder: _____

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.

Affix
Revenue
Stamp

ATTENDANCE SLIP

I/we hereby record my/our presence at the **41st Annual General Meeting** of the company held on **Friday the 25th day of September, 2015 at 11.30 A.M.**, at the registered office of the company situated at **SP-147, RIICO Industrial Area, Bhiwadi, Dist., Alwar (Raj.)**.

DP ID/ Client ID/ Folio No.	
No. of Share(s) held	

NAME OF THE SHAREHOLDER _____ (Signature)

NAME OF THE PROXY _____ (IN BLOCK LETTERS) _____ (Signature)

E-VOTING PARTICULARS ELECTRONIC VOTING PARTICULARS

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

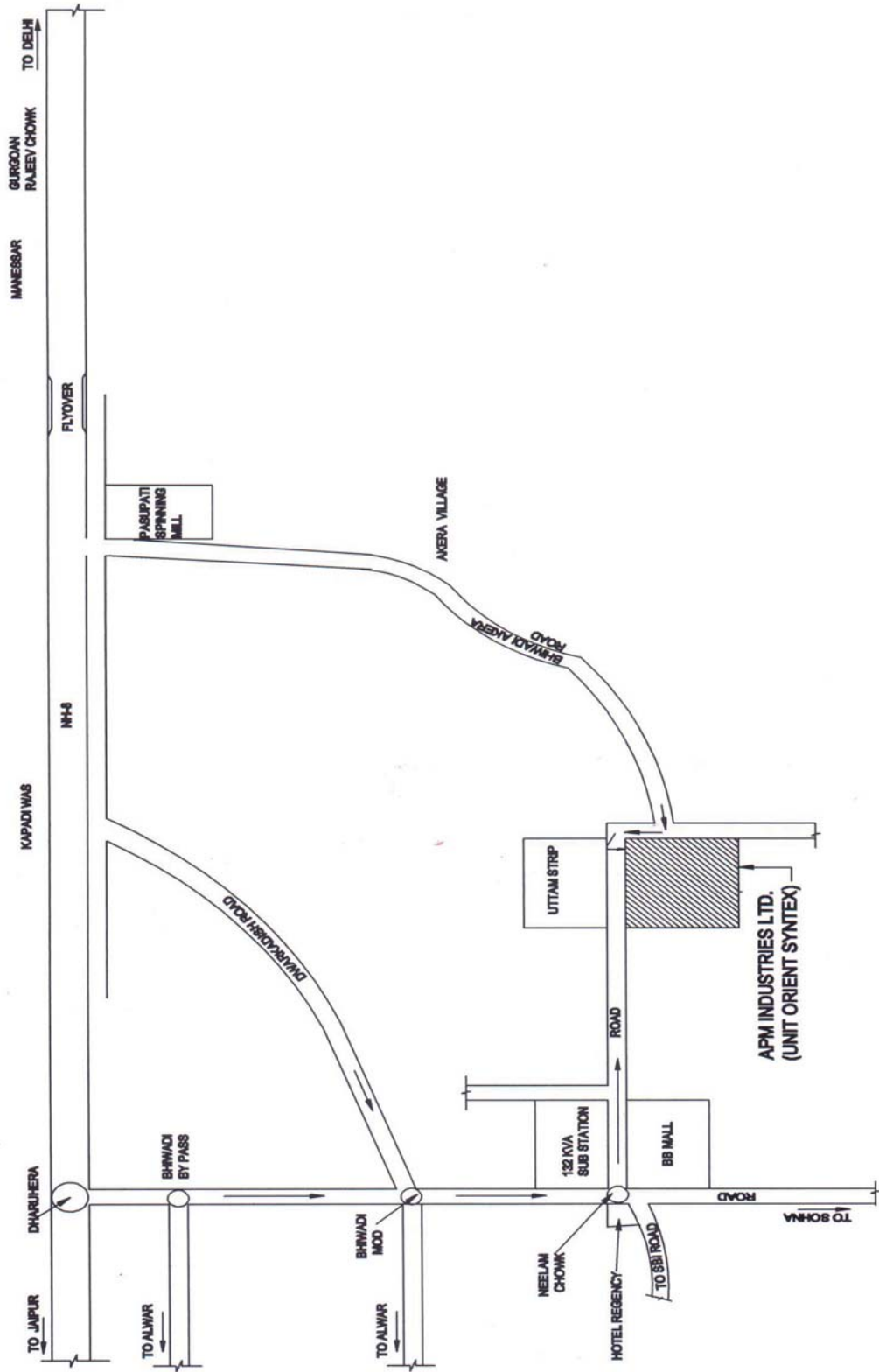
Member's Folio/DP ID-Client ID No.
(to be filled by the member)

Member's/Proxy's Name in Block Letters
(to be filled by the member)

Member's/Proxy's Signature
(to be filled by the member)

Note: Please fill the Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING.

ROUTE MAP FOR VENUE OF 41ST AGM
 APM INDUSTRIES LIMITED – (UNIT : ORIENT SYNTEX)
 SP-147, RIICO INDUSTRIAL AREA, BHIWADI, DIST. ALWAR (RAJASTHAN)



Form No. MGT-12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

APM Industries Limited

CIN: L21015RJ1973PLC015819

Registered office: SP-147, RIICO Industrial Area, Bhiwadi, Rajasthan- 301019

Tel: 01493 – 522400 Fax: 01493 – 522413

Email: bhiwadi@apmindustries.co.in Website: www.apmindustries.co.in

Name of the First Named Shareholder (in block letters):	
Postal address:	
Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
Class of Shares	Equity Shares

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Item	No. of shares held by me	I assent to the resolution	I dissent to the resolution
Ordinary Business				
1	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon			
2	To confirm the two interim dividends aggregating to Rs 2.70 per equity share as final dividend, already paid for the year ended 31st March, 2015			
3	To appoint a Director in place of Shri S G Rajgarhia, 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			
Special Business				
5	To Appoint Smt Uma Hada (DIN: 06463684) as an Independent Director			
6	To revise the remuneration of Shri H R Sharma (DIN: 00178632), Whole Time Director in the Company			
7	Ratification of Remuneration to Cost Auditor			
8	Borrowing limits of the Company			
9	Creation of charge/ Mortgage on the assets of the Company			

Place: Bhiwadi (Rajasthan)

Date: 25th September, 2015

(Signature of shareholder)