

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of Morning Glory Leasing and Finance Limited will be held on **Monday, 30th Day September, 2019 at 02:00 p.m.** at its Registered Office situated at IRIS House 16, Business Centre, Nangal Raya, New Delhi- 110046 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019 and the reports of Board of Directors and Auditors thereon.

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

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2019 and Statement of Profit and Loss for the year ended on that date, together with the Directors’ Report and Auditors’ Report thereon as presented before the Members, be and the same are hereby, approved and adopted”.

2. To appoint a director in place of Mr. Rajesh Bagri (DIN: 00062377), who retires by rotation and being eligible offers himself for re-appointment.

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

“RESOLVED THAT Mr. Rajesh Bagri (DIN: 00062377), Director of the Company, retires by rotation and being eligible for re- appointment, be and is hereby re-appointed as the Director of the Company”.

3. To appoint Statutory Auditors of the Company and fix their remuneration.

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

“RESOLVED THAT pursuant to Sections 139 and other applicable provisions, if any, of The Companies Act, 2013 (‘the Act’) and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Kumar Vishnu & Co., Chartered Accountants (FRN -017495C) be and is hereby appointed as the auditors of the company, to hold office from the conclusion of ensuing Annual General Meeting (‘AGM’) till the conclusion of next AGM of the company to examine and audit the accounts of the Company for the Financial Year 2019-20 at such remuneration as may be mutually agreed between the Audit Committee / Board of Directors and Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and

Companies (Appointment and qualification of Directors) Rules, 2014 ('rules'), including any statutory modification(s) or any amendments or any substitution or any re-enactment thereof for the time being in force and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Mr. Yogesh Mendiratta (DIN:02747561), whose first term of appointment shall expire on 28.09.2019, and who has submitted necessary declarations and consent under relevant provisions of the Act and Rules with regard to his re-appointment 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 re-appointed as an Independent Director of the Company not liable to retire by rotation for the further period of 5 (five) years with effect from 29.09.2019 to 28.09.2024".

5. To consider and if thought fit, to pass with or without modification, the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and Companies (Appointment and qualification of Directors) Rules, 2014 ('rules'), including any statutory modification(s) or any amendments or any substitution or any re-enactment thereof for the time being in force and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Mr. Anil Agarwal (DIN: 00062244), whose first term of appointment shall expire on 10.02.2020, and who has submitted necessary declarations and consent under relevant provisions of the Act and Rules with regard to his re-appointment 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 re-appointed as an Independent Director of the Company not liable to retire by rotation for the further period of 5 (five) years with effect from 11.02.2020 to 10.02.2025”.

**By Order of the Board of Directors
For Morning Glory Leasing and Finance Limited**

**Place: New Delhi
Date: 05.09.2019**

**Payal Madaan
Company Secretary cum Chief Compliance Officer
M. No. A58714**

NOTES:

- i. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE APPOINTMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING, IN THE FORM ENCLOSED HERETO, DULY FILLED AND AUTHENTICATED. IT IS ADVISABLE THAT THE PROXY HOLDER'S SIGNATURE MAY ALSO BE FURNISHED IN THE PROXY FORM, FOR IDENTIFICATION PURPOSES.

A person can act as proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the company, carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

- i. In case of joint holders attending the meeting, only the first holder will be entitled to vote.
 - ii. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this Notice.
 - iii. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed 24th September, 2019 to 30th September, 2019 (both days inclusive).
 - iv. Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated 20th April, 2018 has directed all Companies to obtain the Bank Account details of their members and update security holder's data so that the dividend may be paid via electronic bank transfer. Accordingly, members holding shares in physical form who have not yet provided their Bank details are requested to provide their PAN, Bank Account Number, name and address of the Bank & IFSC Code. In respect of members who are holding shares in electronic form, their bank particulars registered against their respective depository accounts, will be used by the Company for payment of dividend. Any change in bank particulars, will therefore be intimated to Depository Participants.
 - v. Members who still hold the shares of Company in physical form are advised to contact their Depository Participant for dematerialization of their holdings in their own interest. The ISIN No. allotted to Company is INE607D01018. Further, SEBI has vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further notifications in this regard, stated that with effect from 01st April, 2019, transfer of shares of a listed Company shall take place in dematerialized form only.
 - vi. The Annual Report 2018-19 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.morninggloryleasing.in and also on the website of the respective Stock Exchanges at www.nseindia.com.
 - vii. Members holding equity shares in physical form are requested to notify any change in address, bank mandate or e-mail ID to the Company's Registrar i.e. Bigshare Services Private Limited at
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4E/8, First Floor, Jhandelwala Extension, New Delhi-110055. Members holding equity shares in electronic form are requested to notify any change in address, bank mandate or e-mail ID to their Depository Participants (DPs).

- viii. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days except on Saturdays and Sundays and Holidays during business hours up to the date of Annual General Meeting.
- ix. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH.13 either to the Company or its Registrar and Share Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.
- x. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. However, the members having their shareholding in the Demat form are requested to provide their PAN details to their respective DPs and those who have in physical mode are requested to provide their PAN details to the company or its registrar.
- xi. As per Companies Act, 2013 and rules made thereunder, the Annual Report for the FY 2018-19 has been sent electronically to those members whose e-mail IDs are registered with the Company Depositories Participant(s) for communication purpose unless any such member has requested for a hard copy of the same. For members who have not registered their email address with Company/ Depository Participant(s), physical copies of the Annual Report for FY 2018-19 is being sent through permitted mode and the same is also placed on the website of the company viz. www.morninggloryleasing.in
- xii. 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 send the share certificates to the Company / Bigshare Services Private Limited for consolidation into a single folio.
- xiii. In compliance with the provisions of section 108 of the Act and Rules framed there under, the members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all resolutions set forth in this Notice.
- xiv. “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, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate cyber security.

“Remote e-voting” means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.

The facility for voting, through ballot/polling paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The Instructions for remote e-voting are as under:

A. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) **How to retrieve your 'initial password'?**

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
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2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Morning Glory Leasing and Finance Limited i.e 112329
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vimalchadha@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request.

**By Order of the Board of Directors
For Morning Glory Leasing and Finance Limited**

**Place: New Delhi
Date: 05.09.2019**

**Payal Madaan
Company Secretary cum Chief Compliance Officer
M. No. A58714**

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

Item no. 4

Section 149 of the Companies Act, 2013 provides that subject to the provisions of Section 152, an independent director shall hold office for an initial term of up to five consecutive years on the Board of a Company but shall be eligible for another term of up to five years on passing of a special resolution by the Company. It further provides that no independent director shall hold office for more than two consecutive terms of up to five years each. The members had in the Annual General Meeting held on 29.09.2014, pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and Rules made there under, approved the appointment of Mr. Yogesh Mendiratta as Independent Director of the Company for an initial term of five years from 29.09.2014 to 28.08.2019. Mr. Mendiratta has submitted the necessary declarations and consents with regard to his re-appointment for another consecutive term of five years from 29.09.2019 to 28.09.2024. In the opinion of the Board, Mr. Mendiratta fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 05th September, 2019 recommended the re-appointment of Mr. Yogesh Mendiratta for another consecutive term of five years effective from 29.09.2019 to 28.09.2024 as Independent Director not liable to retire by rotation. A candidature under section 160 of the Companies Act, 2013 has been received from a member of the Company proposing Mr. Mendiratta for the office of Independent Director of the Company. Copy of the letter of appointment of Mr. Yogesh Mendiratta as an Independent Director setting out the terms and conditions is available for inspection of the Members in physical or in electronic form at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m., on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company situated at IRIS House, 16, Business Centre, Nangal Raya, New Delhi – 110046 as well as during the AGM at the venue thereof.

The Board of Directors deliberated and decided that owing to the rich and varied experience of Mr. Mendiratta and it is desirable to avail services of Mr. Mendiratta as an Independent Director. He does not hold directorship in any other Company as per the latest declaration given by him. He does not hold any shares either by himself or for any other person on a beneficial basis as per declaration given by him. In compliance with the provisions of section 149 read with Schedule IV of the Act, his re-appointment as an Independent Director for the said period is now being placed before the Members for their approval. He has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in this resolution except Mr. Yogesh Mendiratta.

The Board recommends the passing of the Resolution at Item No. 4 as a Special Resolution.

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

Item no. 5

Section 149 of the Companies Act, 2013 provides that subject to the provisions of Section 152, an independent director shall hold office for an initial term of up to five consecutive years on the Board of a Company but shall be eligible for another term of up to five years on passing of a special resolution by the Company. It further provides that no independent director shall hold office for more than two consecutive terms of up to five years each. The members had in the Annual General Meeting held on 30.09.2015, pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 and Rules made there under, approved the appointment of Mr. Anil Agarwal as Independent Director of the Company for an initial term of five years from 11.02.2015 to 10.02.2020. Mr. Agarwal has submitted the necessary declarations and consents with regard to his re-appointment for another consecutive term of five years from 11.02.2020 to 10.02.2025. In the opinion of the Board, Mr. Agarwal fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

The Nomination and Remuneration Committee and the Board of Directors have, in their respective meetings held on 05th September, 2019 recommended the re-appointment of Mr. Anil Agarwal for another consecutive term of five years effective from 11.02.2020 to 10.02.2025 as Independent Director not liable to retire by rotation. A candidature under section 160 of the Companies Act, 2013 has been received from a member of the Company proposing Mr. Agarwal for the office of Independent Director of the Company. Copy of the letter of appointment of Mr. Anil Agarwal as an Independent Director setting out the terms and conditions is available for inspection of the Members in physical or in electronic form at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m., on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company situated at IRIS House, 16, Business Centre, Nangal Raya, New Delhi – 110046 as well as during the AGM at the venue thereof. The Board of Directors deliberated and decided that owing to the rich and varied experience of Mr. Agarwal and it is desirable to avail services of Mr. Agarwal as an Independent Director. He does not hold directorship in any other Company as per the latest declaration given by him. He does not hold any shares either by himself or for any other person on a beneficial basis as per declaration given by him. In compliance with the provisions of section 149 read with Schedule IV of the Act, his re-appointment as an Independent Director for the said period is now being placed before the Members for their approval. He has no relationship with any managerial personnel, Director, Key Managerial Personnel of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in this resolution except Mr. Anil Agarwal.

The Board recommends the passing of the Resolution at Item No. 5 as a Special Resolution.

**By Order of the Board of Directors
For Morning Glory Leasing and Finance Limited**

**Place: New Delhi
Date: 05.09.2019**

**Payal Madaan
Company Secretary cum Chief Compliance Officer
M. No. A58714**

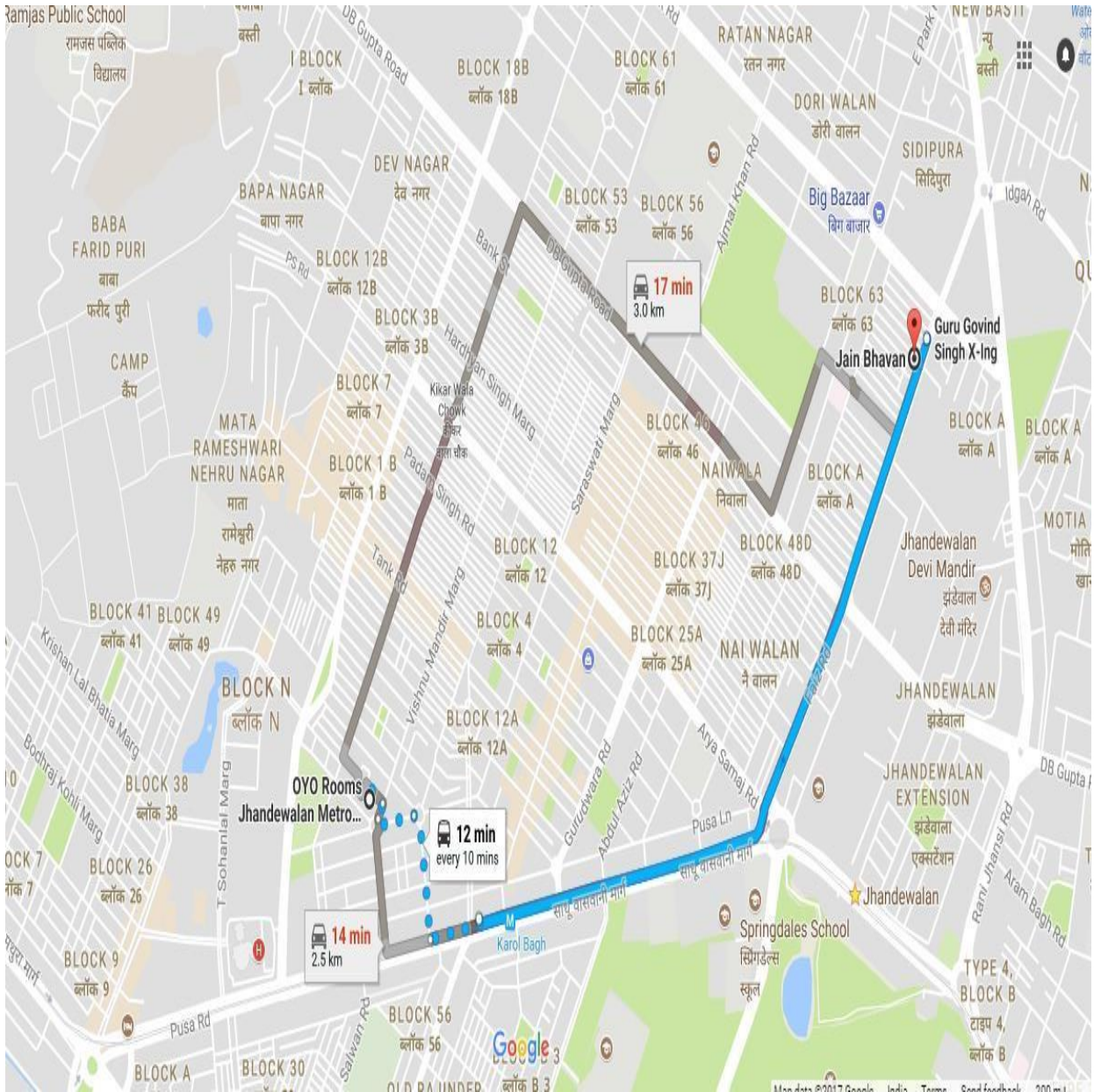
INFORMATION REQUIRED TO BE FURNISHED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. As required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Director seeking appointment / re-appointment in the forthcoming Annual General Meeting is as follows:

Name of Director	Mr. Yogesh Mendiratta
DIN	02747561
Date of Birth	02-01-1973
Date of Appointment	05-10-2011
No. of Shares held (as on 31.03.2019)	NIL
Expertise in Specific Functional area	Legal and Secretarial
Qualification	ACS,B.com and LLb Graduate
No. of board meetings attended during FY 2018-19.	8
Other Listed Companies in which Directorship held as on 31.03.2019	NIL
Chairman / Member of the Committee(s) of the Board of Directors of other listed Companies in which he is a Director	NIL
Relationships between Directors inter-se	NIL

Name of Director	Mr. Anil Agarwal
DIN	00062244
Date of Birth	02-03-1965
Date of Appointment	11.02.2015
No. of Shares held (as on 31.03.2019)	NIL
Expertise in Specific Functional area	Operations, Human Resource, Operations, Marketing.
Qualification	Bachelor of Engineering from MNIT, Jaipur
No. of board meetings attended during FY 2018-19.	8
Other Listed Companies in which Directorship held as on 31.03.2019	NIL
Chairman / Member of the Committee(s) of the Board of Directors of other listed Companies in which he is a Director	NIL
Relationships between Directors inter-se	NIL

ROUTE MAP



ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall.
Only Members or their Proxies are entitled to be present at the Meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 35th Annual General Meeting of the Company being held on **Monday, 30th Day September, 2019 at 02:00 p.m.** at its Registered Office situated at IRIS House 16, Business Centre, Nangal Raya, New Delhi-110046 and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

Note:

1. The copy of Annual Report may please be brought to the Meeting Hall.
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
- Please note that no gifts will be distributed at the Meeting.

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]

CIN: L67120DL1984PLC018872

Name of the company: Morning Glory Leasing And Finance Limited

Registered office: IRIS House 16, Business Centre, Nangal Raya, New Delhi 110046

Name of Member(s) :
Registered address :
E-mail Id :
Folio No/ Client Id:
DP ID :

I/We, being the Member (s) of shares of the above named company, hereby appoint

1. Name :	Address :
E-mail Id :	Signature :

or failing him

2. Name :	Address :
E-mail Id :	Signature :

or failing him

3. 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 35th Annual general Meeting of the company, to be held on **Monday, 30th Day September, 2019 at 02:00 p.m. at its Registered Office situated at IRIS House 16, Business Centre, Nangal Raya, New Delhi- 110046** and at any adjournment thereof in respect of such Resolutions as are indicated below:

S. No.	RESOLUTIONS
Ordinary business	
1	Adoption of Audited Financial Statements for the financial year ended 31st March, 2019 and the reports of Board of Directors and Auditors thereon.
2	Appointment of a director in place of Mr. Rajesh Bagri (DIN: 00062377), who retires by rotation and being eligible offers himself for re-appointment.
3	Appointment of M/s Kumar Vishnu & Co., Chartered Accountants as the Statutory Auditors of the Company for the Financial Year 2019-20.
Special Business	
1.	Re-appointment of Mr. Yogesh Mendiratta (DIN:02747561), Independent Director of the Company not liable to retire by rotation for the further term of five years from 29.09.2019 to 28.09.2024
2.	Re-appointment of Mr. Anil Agarwal (DIN: 00062244), Independent Director of the Company not liable to retire by rotation for the further term of five years from 11.02.2020 to 10.02.2025.

Signed on this day of2019

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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. Those members who have multiple folios with different joint holders may use copies of this attendance slip/ Proxy form.