

UNIVERSAL OFFICE AUTOMATION LIMITED

CIN: L34300DL1991PLC044365

Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110 019. Tel : 011-26444812

Corporate Office : E-4,5,6 Sector XI, Noida-201301. Tel : 0120-2526518

Website :www.uniofficeautomation.com, E-mail : investoroa@hcl.com

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of the Company will be held on Tuesday, the 19th September, 2017 at 3:30 P.M at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Rita Gupta (DIN:00899240) who retires by rotation and being eligible offers herself for re-appointment.
3. To approve the appointment of M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N) as Statutory Auditors of the Company for a term of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2022 subject to ratification at each Annual General Meeting and to authorise the Board of Directors to fix their remuneration . The appointment of M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N) is in place of current Statutory Auditor, M/s S. D. Chopra & Associates (FRN 003789N) whose term expires at the conclusion of the ensuing Annual General Meeting of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution

“RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions, of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Purushothaman Bhutani & Co, Chartered

Accountants, New Delhi, (FRN No 005484N) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting) at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed upon.”

“RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorised to fix remuneration in consultation with them and reimburse travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESSES:

4. To appoint Mr. Sunil Kumar Shrivastava (DIN:00259961) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Sunil Kumar Shrivastava (DIN:00259961) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company 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 under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of Directors by rotation.”

5. To appoint Mr. Sashi Sekhar Mishra (DIN:03072330) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Sashi Sekhar Mishra (DIN:03072330) who was appointed as an Additional

Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company 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 under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of Directors by rotation..”

6. To appoint Ms. Rita Gupta (DIN:00899240) as Managing Director and in this regard 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 196, 197 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regards and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as are agreed to by the Board of Directors (herein after referred as Board in this behalf), consent of the members be and is hereby accorded to the appointment of Ms. Rita Gupta (DIN:00899240), Director as Managing Director of the Company for a period of five years w.e.f 31st March, 2017 without any remuneration”.

“RESOLVED FURTHER THAT as per the recommendation of Nomination and Remuneration Committee of Directors, the Board of Directors (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board
For Universal Office Automation Limited
CIN: L34300DL1991PLC044365**

Noida
26th May, 2017

**Preeti Saxena
Company Secretary**

Notes:

1. The register of members and the share transfer books of the Company will remain closed from Friday 15th September, 2017 to Tuesday 19th September, 2017 (both days inclusive) for the purpose of Annual General meeting of the Company.
2. As a responsible corporate citizen, the Company welcomes and supports the ‘Green Initiative’ taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the Members through electronic mode. The above initiative will go a long way in conserving paper which is a natural resource and also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members.

Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of electronic shareholding; or registering their email addresses with the Company’s Registrar and Transfer Agents, in case of physical shareholding. We hope that Members will join this cause and make the world a cleaner, greener and healthier place to live in.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the “Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ENCLOSED FOR THE USE BY MEMBERS, IF REQUIRED.

3. A person can act as 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 person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

5. Date of determining shareholders for dispatch of Notice and Annual Report is 4th August, 2017 and dispatch shall be on 26th August, 2017.

6. The Members are requested to notify any change in their addresses, mandates/bank details immediately to the Company's Registrar and Share Transfer Agents for shares held in physical mode at the address given below :-

M/s. Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I,
New Delhi-110 020. Tel.: +91 11 26812682 (10 Lines)
Fax: +91 11 26812683 Web: www.skylinerta.com

The shareholders holding shares in electronic form are requested to notify any change in their addresses, mandates/bank details to their depository participants.

7. Members/Proxy holders are requested to produce at the entrance of the auditorium the enclosed admission slip duly completed and signed.

8. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the Members, in respect of the equity shares held by them. Nomination Form SH 13 prescribed by the Government can be obtained from the RTA or the registered office of the Company. 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.

9. Electronic copies of the Notice of 25th Annual General meeting is being sent to all the members whose email id's are registered with the Company/Depository participants for communication purposes unless any member has requested for the hard copies of the same. For members who have not registered their email addresses, physical copies of the Annual report 2017 is being sent in the permitted mode.

10. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are

maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA at the address given below:

M/s. Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I,
New Delhi-110 020.

12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

13. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under sub regulation (3) of Regulation 36 of the Listing Regulation is mentioned at Annexure "A".

14. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Listing Regulation and Secretarial Standards on General Meetings (SS2) issued by Institute of Companies Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Polling Paper".

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 16th September, 2017 (9:00 am) and ends on 18th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

V. The detailed instruction, process and manner for remote e-voting as mentioned in the E-Voting Notice is being sent to all the Shareholders.

15. The route map showing directions to reach the venue of twenty fifth Annual General Meeting is enclosed as Annexure "B".
16. Information for Director seeking appointment /reappointment in 25th Annual General Meeting scheduled to be held on Tuesday, the 19th September, 2017 (Pursuant to sub regulation (3) of Regulation 36 of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015 is enclosed and forms part of this notice as Annexure "A".

Annexure "A"

Details of Directors as on March 31, 2017 seeking appointment/ re-appointment at the 25th Annual General Meeting scheduled to be held on Tuesday , the 19th September, 2017 (Pursuant to sub regulation (3) of Regulation 36 of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-II on General Meetings.

Name of Director	Mr. Sunil Kumar Shrivastava (DIN:00259961)	Mr. Sashi Sekhar Mishra (DIN:03072330)	Ms. Rita Gupta (DIN :00899240)
Date of Birth	15/01/1961	01/11/1968	21/10/1962
Date of Appointment	31.03.2017	31.03.2017	13.08.2014 as Director w.e.f 31.03.2017 as Managing Director
Disclosure of relationship between Directors and inter-se	None	None	None
Nature of expertise in specific functional areas	Vast knowledge and expertise in the legal and Secretarial Field.	Vast knowledge and expertise in the area of Finance & Accounts.	Vast knowledge and expertise in the area of Corporate Finance.
Qualifications	MBA, LLB	Commerce and Law Graduate	Associate Member of the Institute of Chartered Accountants of India
Board Memberships of other Companies as on 31 st March, 2017	1.First Stonex Limited 2.HCL Employees Investments Co Ltd. 3.HCL Infosolutions Limited 4.South Asian Computers Limited 5.Pimpri Chinchwade Services Limited 6.HCL Computing Products Limited 7.International Data Management Ltd. 8.Guddu Investments (Delhi) Pvt Ltd 9.Esthetic Infra – Developers Pvt Ltd.	1.First Stonex Limited 2.HCL Employees Investments Co Ltd. 3.HCL Infosolutions Limited 4.South Asian Computers Limited 5.Pimpri Chinchwade Services Limited 6.HCL Computing Products Limited 7.International Data Management Ltd. 8.Guddu Investments (Delhi) Pvt Ltd 9.Esthetic Infra – Developers Pvt Ltd	1.International Data Management Ltd. 2.RMA Software Park Private Limited 3.Vama Sundari Investments (Pond) (P) Ltd. 4.HCL Infotech Limited 5.HCL Technologies Solutions Limited 6.HCL Axon Solutions (Shanghai) Limited 7.HCL Technologies(Shanghai)Limited 8.Digilife Distribution and Mktg. Services Ltd. 9.HCL Services Limited
Names of Listed entities in which person also holds Directorships as on 31 st March, 2017	International Data Management Ltd.	International Data Management Ltd.	International Data Management Ltd.
Names of Listed entities in which person also holds memberships of Committees of the Board as on 31 st March, 2017			
(1) Audit Committee.	International Data Management Limited - Member	International Data Management Limited - Chairman	NONE
(2) Stakeholders Committee.	International Data Management Limited – Member	International Data Management Limited - Chairman	NONE
(3) Remuneration cum Compensation Committee	International Data Management Limited – Member	International Data Management Limited - Chairman	NONE
Number of shares held in the Company as on date	1182	NIL	NIL
Brief Resume of the Director	Has rich experience of around 24 yrs. in Secretarial and legal fields.	Has wide experience of about 20 yrs. in Finance and Accounts	She has vast knowledge and expertise in the area of Corporate Finance

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No.3

Though not required statutorily, the below statement is provided as additional information to the members.

The Companies Act, 2013 ('The Act') was notified on April 1, 2014, Section 139 of the Act lays down the criteria for appointment and mandatory rotation of Statutory Auditors. Pursuant to Section 139 of the Act and the rules made there under, it is mandatory to rotate the Statutory auditors on completion of two terms of five consecutive years. The rules also lay down the transition period that can be served by the existing statutory Auditor depending on the number of consecutive years for which an audit firm has been functioning as Auditor in the same Company. The incumbent Auditors M/s. S.D. Chopra & Associates (FRN No 003789N), Chartered Accountants has served the Company for over 10 years before the Act was notified and will be completing the maximum number of transition period (three years) at the ensuing Annual General Meeting to be held on 19th September 2017,

In view of the above and based on recommendations of Audit Committee, the Board of Directors at its meeting held on 26th May, 2017 has recommended the appointment of M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N) as Statutory Auditors. M/s Purushothaman Bhutani & Co, Chartered Accountants, New Delhi, (FRN No 005484N) will hold office for a period of five (5) consecutive years from the conclusion of the ensuing 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting to be held in the year 2022 subject to ratification by members of the Company at every Annual General Meeting. The first year of audit will be of financial statement for the year ending March 31, 2018, which will include the audit of the quarterly / half yearly financial statement for the year till expiry of the term of the Auditor.

The Board recommends the passing of the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

The following Statements set out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO 4

In terms of the Corporate Governance Guidelines and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company vide resolution passed on March 31, 2017 approved appointment of Mr. Sunil Kumar Shrivastava (DIN: 00259961) as Additional Director on the Board of the Company with effect from March 31, 2017 in accordance with the provisions contained in Section 161(1) of the Companies Act, 2013. Mr. Sunil Kumar Shrivastava shall hold office up to the date of the Annual General Meeting to be held on September 19, 2017 and shall be eligible for election subject to the approval of the shareholders at this Annual General meeting. The period of his office shall be liable to determination by retirement of Directors by rotation."

Approval of the members is required by way of Ordinary Resolution for appointment at Item No 4.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sunil Kumar Shrivastava for the office of Director of the Company.

Mr. Sunil Kumar Shrivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company whose office shall be subject to retirement by rotation..

He holds "1182" equity shares in the Company.

Brief Resume of Mr. Sunil Kumar Shrivastava :

Mr. Sunil Kumar Shrivastava is a MBA & Law Graduate and has vast knowledge and expertise in the area of Legal

& Secretarial Function. His appointment on the board of directors of the Company would bring new avenues for future growth and prospects of the company.

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors, Key Managerial Personnel of Company or their relatives except Mr. Sunil Kumar Shrivastava are concerned or interested financially or otherwise in the said resolution set out at Item No. 4.

ITEM NO 5

In terms of the Corporate Governance Guidelines and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company vide resolution passed on March 31, 2017 approved appointment of Mr. Sashi Sekhar Mishra (DIN: 03072330) as Additional Director on the Board of the Company with effect from March 31, 2017 in accordance with the provisions contained in Section 161(1) of the Companies Act, 2013. Mr. Sashi Sekhar Mishra shall hold office up to the date of the Annual General Meeting to be held on September 19, 2017 and shall be eligible for election subject to the approval of the shareholders at this Annual General meeting. The period of his office shall be liable to determination by retirement of Directors by rotation.

Approval of the members is required by way of Ordinary Resolution for appointment at Item No 5.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sashi Sekhar Mishra for the office of Director of the Company.

Mr. Sashi Sekhar Mishra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company whose office shall be subject to retirement by rotation..

He holds "NIL" equity shares in the Company.

Brief Resume of Mr. Sashi Sekhar Mishra :

Mr. Sashi Sekhar Mishra is a Commerce and Law Graduate and has vast knowledge and expertise in the area of Accounts & Finance. His appointment on the board of directors of the Company would bring new avenues for future growth and prospects of the company.

The Board commends the Resolution at Item No. 5 for approval by the Members.

None of the Directors, Key Managerial Personnel of Company or their relatives except Mr. Sashi Sekhar Mishra are concerned or interested financially or otherwise in the said resolution set out at Item No. 5.

ITEM NO 6

In terms of the Corporate Governance Guidelines and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company at its meeting held on May 26, 2017 approved appointment of Ms. Rita Gupta, Director as Managing Director of the Company with effect from March 31, 2017 in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 and that Ms. Rita Gupta shall hold office up to the date of the Annual General Meeting to be held on September 19, 2017 and shall be eligible for election subject to the approval of the shareholders at this Annual General meeting.

She is designated as Managing Director in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 for a period of 5 yrs w.e.f 31st March, 2017 without any remuneration. Approval of the members is required by way of Ordinary Resolution for appointment at Item No 6.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Ms. Rita Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Managing Director of the Company whose office shall be subject to retirement by rotation..

She holds “nil” equity shares in the Company.

Brief Resume of Ms. Rita Gupta :

Ms. Rita Gupta is an Associate member of the “Institute of Chartered Accountants of India” and has vast knowledge and expertise in the area of Corporate Finance. Her appointment on the board of directors of the Company would bring new avenues for further growth and prospects of the company.

The Board commends the Resolution at Item No. 6 for approval by the Members.

None of the Directors, Key Managerial Personnel of

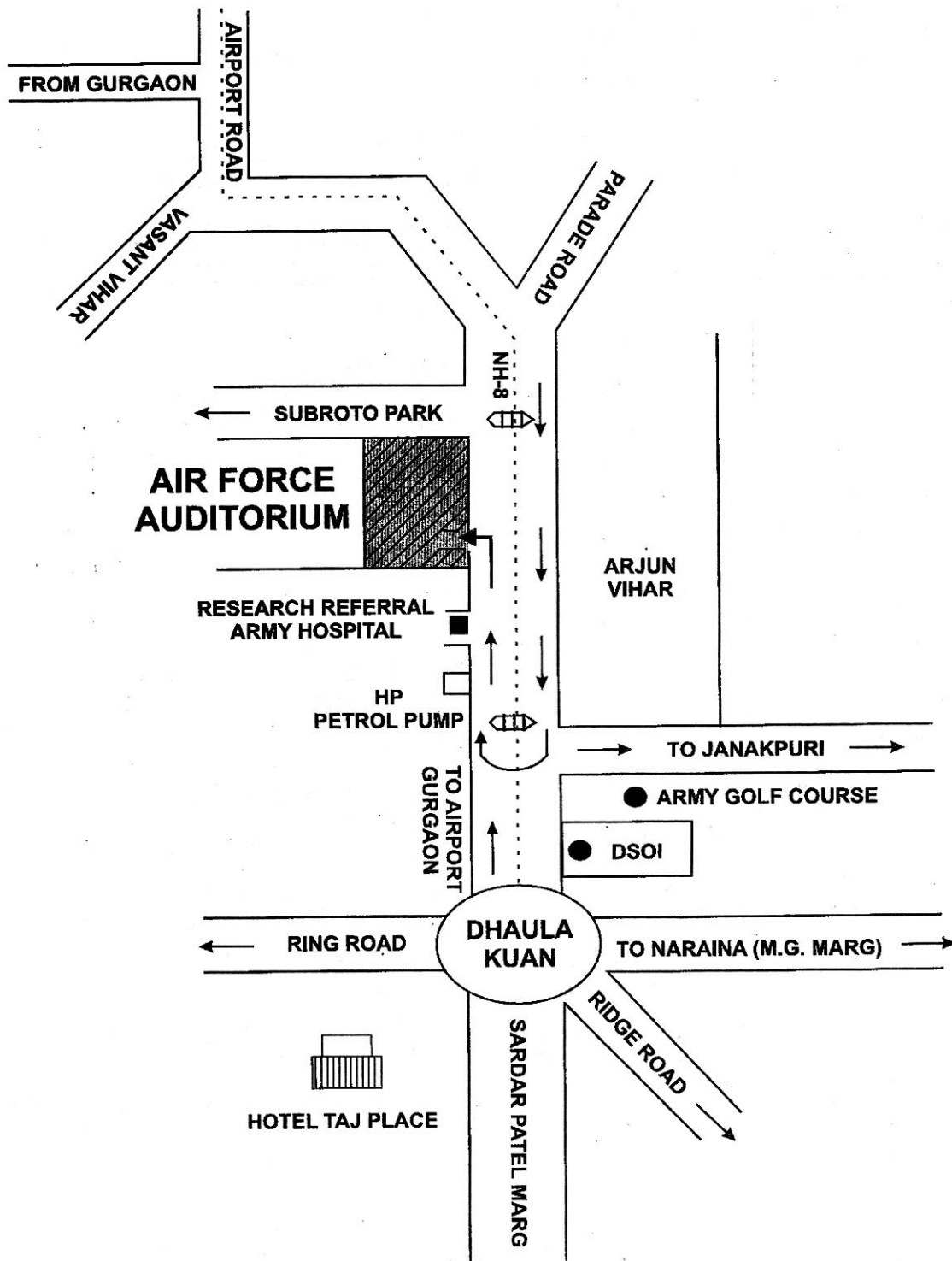
Company or their relatives except Ms. Rita Gupta are concerned or interested financially or otherwise in the said resolution set out at Item No. 6.

By Order of the Board
For Universal Office Automation Limited
CIN: L34300DL1991PLC044365

Noida
26th May, 2017

Preeti Saxena
Company Secretary
Regd. Office: 806, Siddhartha,
96, Nehru Place, New Delhi-110 019.
Email: investoroa@hcl.com

ROUTE MAP



ATTENDANCE SLIP**UNIVERSAL OFFICE AUTOMATION LIMITED**

Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110 019.

CIN: L34300DL1991PLC044365

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
(Joint shareholders may obtain additional slip at the venue of the meeting)

DP ID*		Folio No	
Client ID*		No of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER :

I have recorded my presence at the **25th ANNUAL GENERAL MEETING** of the Company held on Tuesday September 19, 2017 at 3.30 p.m at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110 010

*Applicable for investors holding shares in electronics form

PROXY FORM

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

UNIVERSAL OFFICE AUTOMATION LIMITED

Regd. Office: 806, Siddhartha, 96, Nehru Place, New Delhi-110 019.

CIN: L34300DL1991PLC044365

Name of the member(s)		e-mail Id :	
Registered address		Folio No/* Client Id :	
		*DP Id :	

I/We, being the member(s) of _____ shares of Universal Office Automation Limited , hereby appoint:

- 1) _____ of _____ having e-mail id or failing him
- 2) _____ of _____ having e-mail id or failing him
- 3) _____ of _____ having e-mail id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **25th Annual General Meeting** of the Company, to be held on Tuesday, September 19, 2017 at 3.30 p.m., Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

SI No	RESOLUTION	FOR	AGAINST
1.	ORDINARY BUSINESS To consider and adopt Audited Financial Statements for the year ended 31st March 2017, including Audited Balance sheets and statement of profit and loss account for the year ended on the date together with Reports of Board of Directors and Auditors.		
2.	Reappointment of Mr. Rita Gupta (DIN : 00899240) who retires by rotation		
3.	Appointment of Statutory Auditors		
4.	SPECIAL BUSINESS Appointment of Mr. Sunil Kumar Srivastava (DIN : 00259961) as Director		
5.	Appointment of Mr. Sashi Sekhar Mishra (DIN : 03072330) as Director		

6.	Appointment of Ms. Rita Gupta (DIN : 00899240) as Managing Director		
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* Applicable for investors holding shares in electronic form.

Signed this..... day of.....2017

Affix
1 Rupees
revenue
stamp

**(Signature of
shareholder)**

**(Signature of
first proxy holder)**

**(Signature of
second proxy holder)**

**(Signature of
third proxy hold)**

Notes:

- (1) This form of proxy in order to be elective 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) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4)** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.