

KRATOS ENERGY AND INFRASTRUCTURE LIMITED

CIN No.: L40102MH1979PLC021614

Registered Office: 317, Maker Chamber V, 221,

Nariman Point, Mumbai-400 021

Tel No.: 022-22823852/53

Email: dvfl@rediffmail.com

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Company will be held on Thursday, 27th September, 2018 at 11.00 a.m. at the registered office of the Company situated at 317, Maker Chamber V, 21, Nariman Point, Mumbai – 400 021 to transact the following businesses-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended 31st March, 2018 along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sandhya Kotian (DIN: 07129237), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Vivek Gadiyar (DIN – 01486488) as a Director of the Company**

To consider and if thought fit, to pass the following resolution as **an Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Vivek Gadiyar (DIN – 01486488) who was appointed as an Additional Director of the Company by the Board of Directors on recommendation of Nomination and Remuneration Committee, at its meeting held on 4th December, 2017, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. Re-appointment of Mr. Irfan Ajaz Ahmad Khan (DIN: 02258102), as an Independent Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Irfan Ajaz Ahmad Khan (DIN: 02258102) who was appointed as an Independent Director and who holds office as an Independent Director up to 31st March, 2019 and, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to 31st March, 2024.”

5. Authorisation to give loans/ guarantees, provide securities and make investments in accordance with section 186 of Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sub-section (2) and (3) of Section 186 and other applicable provisions, if any, of Companies Act, 2013 and read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactments thereof) and subject to such approvals, permissions, sanctions and consents of appropriate authorities, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors

- (a) to give any loan to any person or other body corporate in one or more tranches;
- (b) to give any guarantee or provide any security in connection with a loan to any other body corporate or person; and/or
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time,

in future, shall not exceed a sum of Rs. 6 Crores (Rupees Six Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, arising out of, and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of the Directors or any other principal officer(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By Order of the Board,
For **Kratos Energy & Infrastructure Ltd.**

Date: 13th August, 2018
Place: Mumbai

(Rajesh Pawar)
Whole Time Director
DIN: 00232533

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as a proxy on behalf of members not exceeding 50 (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 10% (ten percent) of 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.

3. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the meeting and the proxy holder should prove his identity at the time of attending the meeting. A Proxy Form which does not state the name of the Proxy shall be considered as invalid.
4. Corporate members intending to send their authorised representative 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.
5. The relevant Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of item no. 3 to 5 of the Notice as set out above, is annexed hereto and forms part of the Notice.
6. 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.
7. Individual Shareholders can avail of the facility of nomination. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the shares shall vest in the event of the death of the share holder(s). A minor can be a nominee provided the name of the guardian is given in the Nomination Form. The facility of nomination is not available to non-individual shareholders such as Bodies Corporate, Kartas of Hindu Undivided Families, Partnership Firms, Societies, Trusts and holders of Power of Attorney. For further details, please contact the Company's Corporate office.
8. Members are requested to:
 - a) intimate to the Company's Registrar and Share Transfer Agents, changes, if any, in their respective addresses along with Pin Code Number at an early date.
 - b) Quote Folio Numbers in all their correspondence.
 - c) Consolidate holdings into one folio in case of multiplicity of Folios with names in identical orders.
9. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on 8th June, 2018 to permit transfer of listed securities only in the dematerialized form with a depository from 5th December, 2018. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization. Shareholders can contact the Company's Registrar and Transfer Agents, M/s. Sharex Dynamic (India) Private Limited for assistance in this regard.**
10. Queries on accounts and operations of the Company, if any, may please be sent to the Company at least seven days in advance of the meeting so that the information may be made readily available at the Meeting.

11. The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive) for the purpose of Annual General Meeting of the Company.

12. VOTING THROUGH ELECTRONIC MEANS:

In compliance with Section 108 of the Companies Act, 2013, read with 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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).

- I. The facility for voting through poll 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 poll.
- II. 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.
- III. The remote e-voting period commences on Monday, 24th September, 2018 (9:00 am) and ends on Wednesday, 26th 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 Thursday, 20th September, 2018 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.

IV. The process and manner for remote e-voting are as under:

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open the attached PDF file viz; “Kratos Energy and Infrastructure e-Voting.pdf” with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - (iii) Click on “Shareholder-Login.”
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot

your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

- (v) Password change menu appears. Change the password/PIN 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.
 - (vi) Homepage of remote e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of Kratos Energy and Infrastructure Limited. The remote e-voting period commences on Monday, 24th September, 2018 (9:00 am) and ends on Wednesday, 26th September, 2018 (5:00 pm)
 - (viii) Now you are ready for remote e-voting as “Cast Vote” page opens.
 - (ix) Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on a resolution, you will not be allowed to modify your vote.
 - (xii) 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 through email to jayshreelalpuria@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
 - (ii) Please follow all the steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. 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).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2018.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e.

20th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in

- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through Poll.
- XII. Mrs. Jayshree A. Lalpuria, Practicing Company Secretary (Membership No. 17629) of Jayshree A. Lalpuria & Co. has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through Poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the company www.kratosenergy.in/about.html and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board,
For **Kratos Energy & Infrastructure Ltd.**

Date: 13th August, 2018
Place: Mumbai

(Rajesh Pawar)
Whole Time Director
DIN: 00232533

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at Item No. 3 to 5 of the accompanying Notice dated 13th August, 2018:

Item No. 3

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed, pursuant to Section 161(1) of the Companies Act, 2013 (hereinafter referred to as the “Act”) and Articles of Association of the Company, Mr. Vivek Gadiyar (DIN - 01486488) as an Additional Director of the Company with effect from 4th December, 2017 and he holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Mr. Vivek Gadiyar 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.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that he is appointed as a Director.

Apart from Mr. Vivek Gadiyar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for the appointment of Mr. Vivek Gadiyar as a Director.

Details of Mr. Vivek Gadiyar are provided in the “Annexure” to this Notice.

Item No. 4

Mr. Irfan Ajaz Ahmad Khan (DIN: 02258102), was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013, vide resolution passed by the members at the Annual General Meeting held on 30th September, 2014 and he hold office as an Independent Director of the Company up to 31st March, 2019 (“first term”).

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board’s report.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Irfan Ajaz Ahmad Khan as Independent Directors for a second term

of 5 (five) consecutive years on the Board of the Company from 1st April, 2019 to 31st March, 2024.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that given his background and experience and contributions made by him during his tenure, the continued association of Mr. Irfan Ajaz Ahmad Khan would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Irfan Ajaz Ahmad Khan as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Irfan Ajaz Ahmad Khan 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.

The Company has received notices in writing under Section 160 of the Act proposing the candidature of Mr. Irfan Ajaz Ahmad Khan for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Irfan Ajaz Ahmad Khan that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Mr. Irfan Ajaz Ahmad Khan fulfils the conditions for appointment as Independent Director as specified in the Act. Mr. Irfan Ajaz Ahmad Khan is independent of the management.

Details of Mr. Irfan Ajaz Ahmad Khan are provided in the “Annexure” to this Notice.

Copy of draft letter of appointment of Mr. Irfan Ajaz Ahmad Khan setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Irfan Ajaz Ahmad Khan is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Pursuant to the provisions of Section 186 of the Companies Act, 2013 and rules thereunder, the Company can make loans to, give guarantees, provide securities to and make investments in the securities of any other person/other bodies corporate to the extent of 60%

of its paid-up share capital, free reserves and security premium account or 100% of its free reserves and security premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a special resolution except for the loans, guarantee or security provided to wholly owned subsidiary or a joint venture or investments made in the wholly owned subsidiary.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, it is proposed that the Board of Directors of the Company be authorized to make investment/ extend guarantee/ provide security/ give loan upto an amount of Rs. 6 Crores (Rupees Six Crores only) which, in the opinion of the Board, is directly or indirectly, beneficial to and in the interest of the Company. The source of funds for making these investments would be met from borrowings/surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate.

The Board, accordingly, recommends the special resolution as set out at Item No. 5 of the notice for approval by the members.

None of the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution except to the extent of their shareholdings.

Disclosure relating to Directors seeking appointment/re-appointment pursuant to Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard 2 on General Meetings:

Particulars	Mrs. Sandhya Kotian	Mr. Vivek Gadiyar	Mr. Irfan Ajaz Ahmad Khan
Age	56	36	51
Qualification	Graduate	B.E. & M.B.A.	B.A.
Experience	Day to day administration of the Company	15 years of international business experience in areas of information technology, financial services, consulting and international trade	15 years of experience in the field of travel & tourism and 10 years of experience in the field of share and securities
Terms & Conditions of appointment/ re-appointment	Re-appointment as Director liable to retire by rotation.	Regularization and appointment as Director liable to retire by rotation.	Re-appointment as Independent Director for second term of 5 years from 1st April 2019 to 31st March, 2024
Remuneration to be paid	Nil	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil
Date of first appointment on Board	24 th March, 2015	4 th December, 2017	23 rd July, 2008
Shareholding in the Company	Nil	Nil	19351
Relationship with other Directors/Manager/Key Managerial Personnel	Nil	Nil	Nil
Number of Board Meetings attended during 2017-18	5	5	4
List of Companies in which outside Directorships held as on 31st March, 2018	Nil	1. Jitendra Harjivandas Securities Pvt. Ltd. 2. Arma Financial Services Ltd. 3. Bloomfield Advisors Pvt. Ltd. 4. Canos Trading Pvt. Ltd.	Arma Financial Services Limited
Chairman / Member of the Committees of other Companies on which he / she is a Director as on 31st March, 2018	Nil	Nil	Nil

KRATOS ENERGY AND INFRASTRUCTURE LIMITED

CIN No.: L40102MH1979PLC021614

Registered Office: 317, Maker Chamber V, 221,

Nariman Point, Mumbai-400 021

Tel No.: 022-22823852/53

Email: dvfl@rediffmail.com

ATTENDANCE SLIP

(38th Annual General Meeting)

Folio No. /DP ID No. & Client ID No.

No. of shares held.....

I hereby record my presence at the 38th Annual General Meeting held on Thursday, 27th September, 2018 at 11.00 a.m. at 317, Maker Chamber V, 221, Nariman Point, Mumbai-400 021.

Member's Name:

Proxy's Name:

Member's/ Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the Hall.

KRATOS ENERGY AND INFRASTRUCTURE LIMITED

CIN No.: L40102MH1979PLC021614
Registered Office: 317, Maker Chamber V, 221,
Nariman Point, Mumbai-400 021
Tel No.: 022-22823852/53
Email: dvfl@rediffmail.com

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(s):
Registered Address:

Email 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 38th Annual General Meeting of the Company, to be held on Thursday, 27th September, 2018 at 11.00 a.m. at 317, Maker Chamber V, 221, Nariman Point, Mumbai-400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Vote*	
		For	Against
1	Adoption of Financial Statements for the year ended 31 st March, 2018 together with the reports of the Directors' and Auditors' thereon.		
2	Appointment of Director in place of Mrs. Sandhya Kotian (DIN: 07129237) who retires by rotation and being eligible, offers herself for re-appointment.		
3	Appointment of Mr. Vivek Gadiyar (DIN – 01486488) as a Director of the Company		

4	Re-appointment of Mr. Irfan Ajaz Ahmad Khan (DIN: 02258102), as an Independent Director		
5	Authorisation to give loans/ guarantees, provide securities and make investments in accordance with section 186 of Companies Act, 2013		

*It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Signed this _____ day of _____ 2018

Signature of Shareholder

Signature of Proxy holder (s)

Re.1/- 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. The form should be signed across the stamp as per specimen signature registered with the Company.
 3. A Proxy need not be a member of the Company.

ROUTE MAP TO THE VENUE OF THE 38TH AGM OF THE COMPANY

