



NOTICE

Notice is hereby given that the Fifty Seventh Annual General Meeting of the Members of Force Motors Limited will be held on **Wednesday, the 28th day of September 2016 at 11.30 a.m.**, at the Registered Office of the Company at Mumbai-Pune Road, Akurdi, Pune - 411 035, to transact the following business:

ORDINARY BUSINESS

- 1) To consider and adopt the Audited Financial Statements of the Company, for the Financial Year ended 31st March 2016, together with the Board's Report and Auditors' Report thereon.
- 2) To note the interim dividend as the final dividend for the Financial Year ended on 31st March 2016.
- 3) To appoint a Director in place of Mr. Sudhir Mehta who retires by rotation and being eligible, offers himself for reappointment.
- 4) To appoint Auditors and to fix their remuneration and in this regard to pass with or without modification(s), the following resolution as an **ordinary resolution**:

"RESOLVED that M/s. P. G. Bhagwat, Chartered Accountants (Firm Registration No. 101118W) of Pune be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration of ₹ 20,00,000 (Rupees Twenty Lakh only) plus out of pocket expenses."

SPECIAL BUSINESS

- 5) To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **ordinary resolution**:

"RESOLVED that pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company for contributing to charitable and other funds, a sum up to ₹ 25,00,00,000 (Rupees Twenty Five Crore only), during the Financial Year 2016-17."

- 6) To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **ordinary resolution**:

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and/or of the Companies (Audit and Auditors) Rules, 2014, M/s. Joshi Apte & Associates, Cost Accountants, Pune who are appointed by the Board of Directors of the Company, to verify and review the cost records of the Company for the Financial Year ending 31st March 2017, be paid remuneration of ₹ 2,30,000 (Rupees Two Lakh Thirty Thousand only) plus travelling and out of pocket expenses and taxes, if any."

- 7) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:

"RESOLVED that, subject to the compliance of the provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 or other laws / rules / regulations, as applicable, consent of the Company be and is hereby accorded, unless withdrawn, and the Board of Directors of the Company be and is hereby authorized to invite and accept, from time to time, deposits from Members of the Company and Public to such an extent that the deposits outstanding and the deposits to be accepted shall not exceed 10% of the aggregate Paid up Share Capital, Free Reserves and Securities Premium Account of the Company as per the latest Audited Financial Statements, as adopted by the Company in its General Meeting and 25% of the aggregate of the Paid up Share Capital, Free Reserves and Securities Premium Account of the Company as per the latest Audited Financial Statements, in respect of the deposits to be accepted from the Members of the Company and Public respectively."

"RESOLVED FURTHER that the deposits to be accepted by the Company shall be unsecured deposits, accepted for a term not less than six months and not more than thirty six months and shall carry the rate of interest, as may be decided by the Board of Directors of the Company."

- 8) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:

"RESOLVED that Mr. Arvind Rajindernath Mahajan (DIN 07553144) be and is hereby appointed as an Independent Director of the Company for a period of 3 years from the date of conclusion of this Annual General Meeting."

"RESOLVED FURTHER that the proposed terms and conditions of appointment of Independent Director, as indicated in the Statement dated 30th July 2016, attached to the Notice, be and are hereby approved."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to issue a letter of appointment to Mr. Arvind Rajindernath Mahajan, in respect of his appointment as an Independent Director and to take all necessary steps as may be required in this respect."

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE DULY FILLED IN ALL RESPECT AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten percent of the total share capital of the Company.

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 a Member.

- 2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 3) The Statement, setting out the material facts, pursuant to Section 102 of the Companies Act, 2013 ('the Act' for brevity) concerning the Special Business mentioned in the Notice, is annexed hereto.
- 4) **Members desirous of obtaining any information concerning the accounts or operations of the Company are requested to address their questions to the Company Secretary of the Company, so as to reach at least 15 days before the date of the Meeting so that the information required may be made available at the Meeting.**
- 5) The requisite information about the Directors seeking appointment/re-appointment is included in the Report on Corporate Governance/Statement annexed to the Notice as the case may be.
- 6) Members/Proxies are requested to bring duly filled attendance slip along with their copy of Annual Report to the Meeting.
- 7) **Voting through electronic means :**
In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations' for brevity), the Company is pleased to provide facility to exercise votes on the items of business given in the Notice through remote electronic voting system to Members whose names are recorded in the register of members on 22nd September 2016 (end of day) being the 'cut-off date' for determining voting rights of Members, entitled to participate in the e-voting process, through the remote e-voting platform provided by Central Depository Services (India) Limited (CDSL for brevity).

A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9 a.m. (IST) on 25th September 2016 and ends at 5 p.m. (IST) on 27th September 2016. During this period

shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 22nd September 2016 being the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on 'Shareholders'.
- (v) Enter your User ID
 - a) For CDSL: 16 digits Beneficiary ID,
 - b) For NSDL : 8 characters DP ID followed by 8 digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and click on 'Login'.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted earlier on resolution of any other company, then your existing password is to be used.
- (viii) If a shareholder is a first time user, the shareholder should follow the steps given below:

For Members holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance slip indicated in the PAN field.
Dividend Bank Details or	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
Date of Birth (DOB)	If both the details are not recorded with the Depository Participant or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

After entering these details appropriately, click on 'Submit'.

- (ix) Members holding shares in physical form will then be directed towards the company selection screen. However, Members holding shares in demat form will be directed towards 'Password Creation' menu

wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) for FORCE MOTORS LIMITED.
- (xii) On the voting page, you will see 'Resolution Description' and against the same the option 'Yes/No' for voting. Select the option Yes or No as desired. The option Yes implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- (xiii) Click on the 'Resolutions File Link' if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution if you have decided to vote, click on 'Submit'. A confirmation dialog box will then be displayed. If you wish to confirm your vote, click on 'Ok', else to change your vote, click on 'Cancel' and accordingly modify your vote.
- (xv) Once you 'Confirm' your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (ix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section/tab or write an email to helpdesk.evoting@cdslindia.com.
- B.** Any person who becomes Member after dispatch of Notice of the Meeting and holding shares as on cut-off date i.e. 22nd September 2016 and who have updated their PAN with the Company/Depository Participant, have to follow instructions as per points mentioned in para "A" as aforesaid to vote through remote e-voting during the e-voting period.
 - C.** Any person who becomes Member after dispatch of Notice of the Meeting and holding shares as on cut-off date i.e. 22nd September 2016 and who have not updated their PAN with the Company / Depository Participant can send an email to compliance-officer@forcemotors.com or bhagavant.sawant@linkintime.co.in to obtain sequence number and they will have to follow instructions as per points mentioned in para "A" as aforesaid to vote through remote e-voting during the e-voting period.
 - D.** A Member may participate in the Meeting even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the Meeting.
 - E.** The facility for voting through Poll will also be made available at the Meeting and Members attending the Meeting who have not already cast their vote by remote e-voting will be able to exercise their right at the Meeting.
 - F.** Members who have not cast their vote electronically, by remote e-voting may only cast their vote at the Meeting through Poll paper.
 - G.** The voting rights of Shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 22nd September 2016. Members are eligible to cast vote only if they are holding shares as on that date. A person who is not a Member as on the cutoff date i.e. 22nd September 2016 should treat this Notice for information purpose only.



- H. The Company has appointed Mr. Sanjay Athavale, Chartered Accountant in Practice (FCA No. 83374) having office situated at Suite No. 102, "Orchard", Dr. Pai Marg, Baner, Pune - 411 045, as the Scrutiniser to the remote e-voting process and voting through Poll, to be conducted at the venue of the Meeting in a fair and transparent manner.
- I. At the Meeting, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutiniser, order voting through Poll for all those Members who are present but have not cast their votes electronically using the remote e-voting system.
- J. The Scrutiniser shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting through Poll and thereafter unblock the votes cast through remote e-voting in presence of atleast two witnesses who are not in employment of the Company. The Scrutiniser shall submit a consolidated Scrutiniser's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the Meeting to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the results of the voting forthwith.
- K. The result, along with the Scrutiniser's Report shall be placed on the Company's website www.forcemotors.com and on the website of CDSL immediately after the result(s) is/are declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to the Stock Exchange.
- 8) Members are requested to note that the dividend remaining unclaimed / unpaid for a period of seven years from the date of its transfer to Unclaimed Dividend Account shall be credited to the Investor Education and Protection Fund ('Fund') set up by the Central Government. Members who have so far not claimed the dividend that was declared for the financial years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and / or interim dividend paid in 2015-16 are requested to make their claim with the Company immediately. The details of unpaid and unclaimed amounts lying with the Company for the financial years 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14 as on 26th September 2015 (date of last Annual General Meeting) are uploaded on the website of the Company at www.forcemotors.com, and also on the website of the Ministry of Corporate Affairs at www.mca.gov.in. The details of unpaid and unclaimed amounts lying with the Company for the financial year 2014-15 as on 31st March 2016 and interim dividend for the year 2015-16 as on 30th June 2016 are uploaded on the website of the Company at www.forcemotors.com
- 9) 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 details to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.
- 10) **GREEN INITIATIVE** : As a step for paperless communication with the Members of the Company, Company has decided to forward all notices, circulars and other documents to be served on Members through electronic mode.
- Members of the Company are requested to communicate their e-mail address on which they would like to have these communications. The e-mail address can be communicated by a letter addressed to the Secretarial Department, Force Motors Limited, Mumbai - Pune Road, Akurdi, Pune - 411 035 or Link Intime India Private Limited, Block No. 202, Akshay Complex, Near Ganesh Temple, Off. Dhole Patil Road, Pune - 411 001 and should be signed as per the specimen signature recorded with the Company or Registrar and Share Transfer Agent.
- In view of the provisions of Section 20 of the Act read with Rule 35 of the Companies (Incorporation) Rules, 2014 henceforth the email id provided by the Members holding shares in dematerialised and physical form would be treated as email id provided by the Members for sending communication. Hence Annual Report and notices of any General Meeting or other communication would be made only on these email ids and no separate paper communication would be made with such Members.**
- 11) Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.forcemotors.com.
- 12) The 57th Annual Report 2015-16 of the Company, circulated to the Members of the Company, will be made available on the Company's website at www.forcemotors.com and also on the website of BSE Limited at www.bseindia.com
- 13) All documents referred to in the Notice and Statement are open for inspection at the Registered Office of the Company on all working days (Time: 10.00 a.m. to 3.30 p.m.) till the 57th Annual General Meeting i.e., 28th September 2016.
- 14) Equity Shares of the Company are listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. The Company has paid the annual listing fees to the Stock Exchange.



15) The Directors Identification Number (DIN) of the Directors are as follows :

Sr.no.	Name of Director	DIN
1	Mr. Abhaykumar Firodia	00025179
2	Mr. Prasan Firodia	00029664
3	Mr. Sudhir Mehta	00056867
4	Mr. Pratap Pawar	00018985
5	Mr. S. Padmanabhan	00001207
6	Mr. Nitin Desai	00140239
7	Dr. Indira Parikh	00143801
8	Mr. Arun Sheth	00086891
9	Mr. Arvind Mahajan	07553144
10	Mr. Vinay Kothari	00337134
11	Mr. Prashant V. Inamdar	07071502

16) **The route map of the venue of the Meeting is given at the end of the Annual Report. The prominent landmark for the venue is Khandoba Mandir that adjoins Jaya Hind Industries Limited that adjoins Force Motors Limited.**

By Order of the Board of Directors
For **FORCE MOTORS LIMITED**

Kishore P. Shah

Pune, 30th July 2016. Company Secretary & Compliance Officer

Registered Office :

Mumbai-Pune Road, Akurdi,
Pune - 411 035.

CIN : L34102PN1958PLC011172

Website: www.forcemotors.com

Phone : (Board) +91 20 2747 6381

E-mail : compliance-officer@forcemotors.com

Statement as required pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 5

As per the provisions of Section 181 of the Companies Act, 2013 (**'the Act'** in this statement) prior permission of the Company, in general meeting, is required to contribute to bona fide charitable and other funds, if the aggregate amounts, in any financial year exceeds five percent of the Company's average profits for the three immediately preceding financial years. Considering the Company's profitability position in recent years and the requirement of donating certain amount to charitable institutions, the Board of Directors consider that the consent of the Members of the Company should be obtained to contribute a sum up to ₹ 25,00,00,000 (Rupees Twenty Five Crore only) to bona fide charitable and other funds during the Financial Year 2016-17.

None of the Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

The Board, after considering the recommendation of the Audit Committee, has approved the appointment and remuneration to M/s. Joshi Apte & Associates, Cost Accountants, Pune to conduct verification and review of the cost records of the Company for the Financial Year ending 31st March 2017 on a remuneration of ₹ 2,30,000 (Rupees Two Lakh Thirty Thousand only) plus travelling and out of pocket expenses and taxes, if any.

Considering the applicable provisions of the Act and Rules made thereunder, approval of the Members of the Company is being sought by this ordinary resolution as a matter of caution, though the said Cost Accountants are not appointed to audit the Cost Records of the Company.

The said appointment of M/s. Joshi Apte & Associates was made by the Board, on the basis of recommendations of the Audit Committee.

None of the Directors / Key Managerial Personnel of the Company / their relatives is / are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7

Considering the provisions of the Act and provisions of Companies (Acceptance of Deposits) Rules, 2014, if the Company decides to accept the deposits from the Members/Public, a resolution needs to be passed in the general meeting of the Members of the Company, permitting acceptance of deposits and approving the terms and conditions, unless withdrawn, subject to which such deposits shall be accepted. Considering the present financial position of the Company, Company may not need to accept deposits from time to time. The Company is continuing with the deposits already accepted and shall comply with the provisions of Section 74 of the Act, in case the Board decides to do so.

In order to enable the Board to take a decision about acceptance/renewal of deposits, from time to time, depending on the financial position of the Company and prevalent rate of interest, the Board recommends that the powers be vested in the Directors of the Company to accept deposits from the Members of the Company and from Public, up to the permitted limits.

Such deposits would be unsecured deposits carrying interest rate depending on the rate of interest prevalent from time to time. The term of deposits to be accepted shall not be less than six months and not more than thirty six months.

The Company, before accepting deposits, shall comply with all other formalities as prescribed by the Act and the Companies (Acceptance of Deposits) Rules, 2014, as in force from time to time.

None of the Directors / Key Managerial Personnel of the Company / their relatives, is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Item no. 8

Mr. Arvind Rajindernath Mahajan, aged 60 years, is a Graduate [B.Com. (Hons.)] from Shriram College of Commerce, Delhi University and has a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad, having over all experience of 35 years in the areas of management consulting and industry and expertise in finance and accounting. Presently, he does not hold any directorship(s) in any other company(ies).

Mr. Mahajan was appointed as an Additional Independent Director of the Company on 30th July 2016. As Mr. Mahajan meets with criteria as indicated under Section 149 of the Act, as an Independent Director, and as Jaya Hind Investments Private Limited, the promoter of the Company, proposed his candidature and gave notice as per the provisions of Section 160 of the Act, the resolution in Item No.8 of the Notice is put for the consideration of the Members of the Company for appointing Mr. Arvind Rajindernath Mahajan as an Independent Director on the Board of the Company for a period of three years from the date of the ensuing Annual General Meeting. In the opinion of the Board, Mr. Mahajan fulfills the conditions specified in the Act and the Listing Regulations / Equity Listing Agreement for appointment as an Independent Director and he is independent of the management.

The Company has prepared a standard draft of Appointment Letter to be issued to Independent Director, a copy of which is available for inspection as stated in note no. 13 of the Notes to the Notice.

The Board of Directors is of the view that your Company would greatly benefit from the rich and varied experience of Mr. Mahajan and accordingly recommends the ordinary resolution set forth in Item No. 8 of the Notice for approval of the Members.

Company has received disclosure/declaration in the prescribed Form DIR-8 from Mr. Mahajan in compliance with the provisions of Section 164 of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Except Mr. Mahajan, none of the Directors / Key Managerial Personnel of the Company / their relatives, is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

For further details of Mr. Mahajan, please refer the Report on Corporate Governance.

By Order of the Board of Directors
For **FORCE MOTORS LIMITED**

Kishore P. Shah

Company Secretary & Compliance Officer

Pune, 30th July 2016.

Registered Office :

Mumbai-Pune Road, Akurdi,
Pune - 411 035.

CIN: L34102PN1958PLC011172

Website: www.forcemotors.com

Phone : (Board) +91 20 2747 6381

E-mail : compliance-officer@forcemotors.com

Registered Office :

Mumbai-Pune Road, Akurdi, Pune - 411 035.

Tel: +91 20 27476381

E-mail: compliance-officer@forcemotors.com

Website: www.forcemotors.com



PROXY FORM

Form No. MGT-11

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

CIN : L34102PN1958PLC011172
 Name of the Company : FORCE MOTORS LIMITED
 Registered Office : Mumbai - Pune Road, Akurdi, Pune - 411 035.
 Name of the 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 57th Annual General Meeting of the Company, to be held on Wednesday, the 28th day of September 2016 at 11.30 a.m. at the Registered Office of the Company at Mumbai-Pune Road, Akurdi, Pune - 411 035 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions :

Sr. no	Description
1	Adoption of Financial Statements for the Financial Year ended 31st March 2016 and the Board's and Auditors' Report thereon.
2	Noting of interim dividend as the final dividend for the Financial Year ended on 31st March 2016.
3	Appointment of Director in place of Mr. Sudhir Mehta, who retires by rotation and being eligible offers himself for reappointment
4	Appointment of M/s. P.G.Bhagwat, Chartered Accountants, as Auditors and to fix their remuneration.
5	Resolution relating to permission to the Board to contribute to charitable and other funds.
6	Resolution relating to fix remuneration of M/s. Joshi Apte & Associates, the Cost Accountants, Pune.
7	Resolution relating to permission to the Board to invite and accept deposits.
8	Appointment of Mr. Arvind Mahajan as an Independent Director.

Signed this day of2016

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note : This form of proxy, in order to be effective, must be duly filled, stamped, signed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.

