

Brilliant Portfolios Limited

Regd. Off: B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088

Ph. No. 011 –45058963, CIN: L74899DL1994PLC057507

Email ID: brilliantportfolios@gmail.com, Website: www.brilliantportfolios.com

NOTICE OF 23RD ANNUAL GENERAL MEETING

Notice is hereby given that 23rd Annual General Meeting of the Company will be held on Thursday, 28th September, 2017 at 11:15 AM at B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2017 along with Auditors Report and Directors Report thereon.
2. To appoint a Director in Place of Mrs. Sumitra Devi (DIN: 05308543), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in Place of Mr. Ravi Jain (DIN: 02682612), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s Nitin Agrawal & Associates as Statutory Auditors of the company. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provision of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members at Twenty Second Annual General Meeting of the company held on Friday, 30th September, 2016 in respect of the appointment of Statutory Auditor, M/s Nitin Agrawal & Associates, Chartered Accountant (Firm Registration No.015541C), till the conclusion of the Twenty Seventh Annual General Meeting, the company hereby ratified the appointment of M/s Nitin Agrawal & Associates as the Statutory Auditors of the Company to hold office from the conclusion of Twenty Third Annual General Meeting till the conclusion of Twenty Fourth Annual General Meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to decide and finalize the terms and conditions including remuneration of the Statutory Auditor.”

SPECIAL BUSINESS:

5. RE-APPOINTMENT OF MR. RAVI JAIN AS MANAGING DIRECTOR

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

“**RESOLVED THAT** in accordance with the provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors be and is hereby accorded for Re-appointment of Mr. Ravi Jain (DIN No.-02682612) as Managing

Director of the company for a period of 3 years w.e.f. 1st September, 2017 at the Remuneration of Rs.60,000/- p.m. as recommended and approved by the Remuneration Committee in their respective meetings and on the terms and conditions as contained in the explanatory statement attached hereto.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Ravi Jain shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

6. RE-APPOINTMENT OF MR. BHUVNESH KUMAR SHARMA AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including other applicable regulations, Mr. Bhuvnesh Kumar Sharma, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the company to hold office for a period of Three consecutive years for a term up to the conclusion of the Twenty Sixth Annual General Meeting of the Company.”

“RESOLVED FURTHER THATthe Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instrument and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THATthe Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instrument and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

7. RE-APPOINTMENT OF MR. SAJAL JAIN AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including other applicable regulations, Mr. Sajal Jain, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the company to hold office for a period of Three consecutive years for a term up to the conclusion of the Twenty Sixth Annual General Meeting of the Company.”

“RESOLVED FURTHER THATthe Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instrument and writings as may be required and to

delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

8. APPOINTMENT OF MR. ASHISH AS CHIEF FINANCIAL OFFICER

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

“**RESOLVED THAT** in accordance with the provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the approval of the Company be and is hereby accorded for Appointment of Mr. Ashish as Chief Financial Officer in addition to his present responsibilities as Company Secretary and Compliance Officer of the company for a period of 3 years with effect from 1st September, 2017 at the Consolidate Remuneration of Rs.22,000/- p.m. as recommended and approved by the Remuneration Committee in their respective meetings and on the terms and conditions as contained in the explanatory statement attached hereto.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instrument and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

**By order of the Board
For Brilliant Portfolios Limited**

**Place: New Delhi
Date: 11/08/2017**

**(Ashish)
Company Secretary**

NOTES:

1. The relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special business as set out above is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy(s) to attend and vote instead of himself. Proxy(s) need not be a member of the company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive) for the purpose of Annual General Meeting of the company to be held on 28th September, 2017.

4. Board has not recommended payment of dividend for the financial year 2016 – 17 considering the inadequacy of profit.
5. The members are requested to intimate changes if any, in their registered address/bank details to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository Participants for shares held in electronic form.
6. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
7. Electronic copy of the Notice of the 23rd Annual General Meeting, Annual Report for financial year 2016 – 17 and other communications are being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail IDs, a physical copy of the Notice of the 23rd Annual General Meeting, Annual Report for financial year 2016 – 17 and other communications are being sent by the permitted mode. We request the Members who do not have their e-mail IDs registered with the Company/Depository Participant to get the same registered with the Company/Depository Participant. Members are also requested to intimate to the Company/Depository Participant the changes, if any, in their e-mail IDs.

Members may also note that Notice of 23rd Annual General Meeting together with Annual Report for financial year 2016 – 17 are also available on the Company's website www.brilliantportfolios.com for their download. The physical copies of the aforesaid documents are also available at the Company's Registered Office.

8. 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 at the meeting.
9. All documents referred to in the Notice will be available for inspection at the Company's registered office during business hours on working days up to the date of Annual General Meeting.
10. Members/Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
11. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least Ten Days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
12. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically.

The voting period begins on Monday, September 25, 2017 (09:00 a.m.) and ends on Wednesday, September 27, 2017 (05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 21, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The procedure and instructions for e-voting are reproduced hereunder for easy reference:

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company / Depositories)

- a. Open e-mail and open PDF file viz. "BPL –remote e-voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- c. Click on Shareholder - login.
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password 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.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "**Brilliant Portfolios Limited.**"
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. 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 the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agrawal.kundan@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 23rd Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)

- a. Initial password is provided in the box overleaf.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case 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.
- B. 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.
- C. 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).
- D. The voting rights of the 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 21st September, 2017.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of cut-off date i.e. 21st September, 2017, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@masserv.com.

However, 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 or contact NSDL at the following toll free no.: 1800-222-990.

- F. 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.
- G. 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 as well as voting at the AGM.
- H. Mr. Kundan Agrawal, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. 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 for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, 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 consolidate 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.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.brilliantportfolios.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communication to the BSE Limited, Mumbai.

**By order of the Board
For Brilliant Portfolios Limited**

**Place: New Delhi
Date: 11/08/2017**

**(Ashish)
Company Secretary**

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

In the interest of the Company, the Board of Directors in their meeting held on 11th August, 2017 decided to Re-appoint Mr. Ravi Jain, as Managing Director of the Company for a period of 3 years w.e.f. 01st September, 2017 to 31st August, 2020. The remuneration and terms of appointment of Mr. Ravi Jain has been recommended by Nomination & Remuneration Committee, as set out below:-

The terms & conditions of his appointment are as follows: -

- a) Remuneration: Rs 60,000/- per month. All the Statutory benefits applicable to the Company from time to time shall be payable as per applicable provisions and statutory deductions will be made accordingly.
- b) Period of Appointment – 3 years beginning from 1st September, 2017 to 31st August 2020.
- c) The appointment may be terminated by either party by giving one months' notice in writing on such termination or as may be mutually agreed between the parties.
- d) Mr. Ravi Jain shall perform such duties as shall from time to time be entrusted upon him by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.

The Company has received from Mr. Ravi Jain, consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Mr. Ravi Jain.

Item No. 6

The Members of the company at the 20th Annual General Meeting held on 30th September, 2014 had approved the appointment of Mr. Bhuvnesh Kumar Sharma as Non-Executive Independent Director of the company, whose term is due to expire on the conclusion of 23rd Annual General Meeting.

The Board, on recommendation by Nomination and Remuneration Committee hereby proposes his appointment for a second term up to the conclusion of 26th Annual General Meeting and the term is not liable for retirement by rotation. Mr. Bhuvnesh Kumar Sharma has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Bhuvnesh Kumar Sharma fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and he is independent of the management. He has submitted his declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, his consent to act as Director in prescribed Form DIR-2 and his disclosure of interest in prescribed Form MBP-1.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Mr. Bhuvnesh Kumar Sharma.

Item No. 7

The Member of the company at the 20th Annual General Meeting held on 30th September, 2014 had approved the appointment of Mr. Sajal Jain as Non-Executive Independent Director of the company, whose term is due to expire on the conclusion of 23rd Annual General Meeting.

The Board, on recommendation by Nomination and Remuneration Committee hereby proposes his appointment for a second term up to the conclusion of 26th Annual General Meeting and the term is not liable for retirement by rotation. Mr. Sajal Jain has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Sajal Jain fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and he is independent of the management. He has submitted his declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, his consent to act as Director in prescribed Form DIR-2 and his disclosure of interest in prescribed Form MBP-1.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Mr. Sajal Jain.

Item No. 8

The Nomination & remuneration committee of the Board of Director of the company at its meeting held on 11th August, 2017, has identified Mr. Ashish as a fit and proper person to be appointed as Chief Financial Officer in addition to Company Secretary of the company. Based on the recommendation of committee, the Board of Directors in their meeting held on 11th August, 2017 for a period of 3 year from 1st September, 2017 to 31st August 2020, subject to approval by the Members of the company.

The terms & conditions of his appointment are as follows: -

- a) Remuneration: Rs.22,000/- p.m. consolidated for holding post of CFO & CS. All the Statutory benefits applicable to the Company from time to time shall be payable as per applicable provisions and statutory deductions will be made accordingly.
- b) Period of Appointment – 3 years beginning from 1st September, 2017 to 31st August 2020.
- c) The appointment may be terminated by either party by giving one months' notice in writing on such termination or as may be mutually agreed between the parties.
- d) Mr. Ashish shall perform such duties as shall from time to time be entrusted upon him by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.

None of the Directors, KMP or their relatives is interested either directly or indirectly, in the said proposal, except Mr. Ashish.

Information on Directors being appointed / re-appointed as required under regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards –2 on General Meeting.

Name of Director	Mrs. Sumitra Devi	Mr. Ravi Jain	Mr. Bhuvnesh Kumar Sharma	Mr. Sajal Jain
Director Identification Number (DIN)	05308543	02682612	06379632	03206511
Date of Birth	21/05/1986	28/07/1956	01/01/1962	09/11/1986
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	30/03/2015	12/07/2013	15/05/2014	15/05/2014
Shareholding in the company	N.A.	25,200 shares	N.A.	N.A.
List of Directorship held in other Companies (Excluding foreign and section 8 Companies)	<ul style="list-style-type: none"> VivaanRea Itech Private Limited 	<ul style="list-style-type: none"> Trilok Resorts Private Limited Mukul Motors Private Limited AisKar Glass Experts Private Limited 	Nil	<ul style="list-style-type: none"> FAST N FURIOUS MOTOREN PRIVATE LIMITED
Chairman / member in the committees of the boards of Companies in which she/he is a Director (Includes only Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee)	NIL	In Brilliant Portfolios Limited <ul style="list-style-type: none"> Chairman of Stake holder's Relationship Committee 	In Brilliant Portfolios Limited <ul style="list-style-type: none"> Member of Audit Committee Chairman of Stake holder's Relationship Committee Member of Nomination and Remuneration Committee 	In Brilliant Portfolios Limited <ul style="list-style-type: none"> Chairman of Audit Committee Member of Stake holder's Relationship Committee Chairman of Nomination and Remuneration Committee

**By order of the Board
For Brilliant Portfolios Limited**

**(Ashish)
Company Secretary**

**Place: New Delhi
Date: 11/08/2017**

Brilliant Portfolios Limited

Regd. Off: B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi–110088

Ph. No. 011 –45058963, CIN: L74899DL1994PLC057507

Email ID: brilliantportfolios@gmail.com, Website: www.brilliantportfolios.com

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ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting period	From 09.00 a.m (IST) on September 25, 2017
End of e-voting	Upto 05.00 p.m (IST) on September 27, 2017

The cut-off date (i.e. the record date) for the purpose of e-voting is 21stSeptember, 2017.

.....TEAR HERE.....

Brilliant Portfolios Limited

Regd. Off: B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088

Ph. No. 011 –45058963, CIN: L74899DL1994PLC057507

Email ID: brilliantportfolios@gmail.com, Website: www.brilliantportfolios.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall.

Name of Shareholders(s) _____

Address _____

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

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company held on Thursday, 28th September, 2017 at 11.15 A.M. at B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088.

Signature of Member(s)/Proxy

ROUTE-MAP TO THE VENUE OF AGM



Brilliant Portfolios Limited

Regd. Off: B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088

Ph. No. 011 –45058963, CIN: L74899DL1994PLC057507

Email ID: brilliantportfolios@gmail.com, Website: www.brilliantportfolios.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)		E-Mail ID:	
Registered Address:		Folio No./* DP & Client Id.	

I/We, being the members(s) of _____ shares of the above named Company, hereby appoint:-

(1) Name: _____ Address: _____
E-Mail Id: _____ Signature: _____, or falling him/her;

(2) Name: _____ Address: _____
E-Mail Id: _____ Signature: _____, or falling him/her;

(3) Name: _____ Address: _____
E-Mail Id: _____ Signature: _____, or falling him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual general Meeting of the Company to be held on Thursday, 28th September, 2017 at 11:15 A.M at B – 09, 412, ITL Twin Tower, Netaji Subhash Place, Pitampura, New Delhi – 110088 and at any adjournment thereof in respect of such resolutions as are indicated below:-

S.No.	RESOLUTIONS	Optional	
		For	Against
1.	Consider and adopt Audited Financial Statements, Report of Board of Directors and Auditors for the year ended March 31, 2017.		
2.	Re-Appointment of Mrs. Sumitra Devi who retire by rotation		
3.	Re-Appointment of Mr. Ravi Jain who retire by rotation		
4.	Ratification of appointment of Auditor and fixing their remuneration		
5.	Re-appointment of Mr. Ravi Jain as Managing Director		
6.	Re-appointment of Mr. Bhuvnesh Kumar Sharma as an Independent Director		
7.	Re-appointment of Mr. Sajal Jain as an Independent Director		
8.	Appointment of Mr. Ashish as Chief Financial Officer		

Signed thisday of.....2017

Signature of the Shareholder

Signature of first Proxy holder Signature of Second Proxy holder Signature of Third Proxyholder

Note: Please read instructions given overleaf carefully.

Affix Revenue Stamp

***Instruction for Share holders.**

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. A Proxy need not be a member of the Company.
3. For Resolutions, Statement pursuant to Section 102 of the Companies Act, 2013 and Notes, please refer to the Notice of 23rd Annual General Meeting.
4. 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.
5. ****This is only optional. Please put an '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.**
6. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
7. 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.