

NOTICE

CALLING ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of the members of the Company will be held on Friday, September 28, 2012 at 9.00 a.m. at its Registered Office situated at Unit No. 32/F, Laxmi Industrial Estate, Shree Laxmi Vijay Industrial Premises Co-op Society Ltd, Link Road, Andheri (West), Mumbai 400053, to transact the following business:

AS ORDINARY BUSINESS

Item No. 1

To consider and adopt the Balance Sheet as at March 31, 2012 and the Profit & Loss Account of the Company for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.

Item No. 2

To appoint a Director in place of Mr. Kunal Ranjan, who retires by rotation, and being eligible seeks re-appointment.

Item No. 3

To re-appoint Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

"RESOLVED THAT M/s. D. P. Agarwal & Associates, Chartered Accountants be and are hereby appointed as Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to determine the remuneration of the Statutory Auditors and the manner of its payment."

AS SPECIAL BUSINESS

Item No. 4

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

“RESOLVED THAT Mr. Rakesh Naik, who was appointed by the Board of Directors as an Additional Director of the Company on June 14, 2012 and who holds office until the date of the Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company who is liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such, acts, deeds, matters and things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

By order of the Board of Directors

Sd/-

(Rajendra Karnik)

Chairman and Managing Director

Registered office:

Unit No. 32/F, Laxmi Industrial Estate,
Shree Laxmi Vijay Industrial Premises
Co-op Society Ltd, Link Road,
Andheri (West), Mumbai 400053

Place: Mumbai

Date: 1st September, 2012

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business is annexed hereto.
3. Corporate members intending to depute their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. A blank Attendance Slip is annexed to the Proxy Form. Members/proxies are requested to fill in their particulars on the attendance slip, affix their signature in the appropriate place and hand it to Company's officials/Registrars at the entrance of the meeting venue.
5. Pursuant to Section 154 of Companies Act, the Register of Members and Share Transfer Books will be closed from Tuesday, September 25, 2012 to Thursday, September 27, 2012 (both days inclusive), for the purpose of Annual General Meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their updated e-mail IDs, bank details, Electronic Clearing Services (ECS), mandates, nominations, power of attorney, change of address, change of name, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records that will help the Company and their RTA's to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to their RTA, at E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri(E), Mumbai - 400 072. Contact No. 91-22-40430200, Fax No. 91-22-28475207.

7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with the physical shares and for ease in portfolio management. Members can contact with RTA Bigshare Services Private Limited in this regard.
8. Members intending to seek explanation/clarification/copy of any document at the meeting about the information contained in the Annual Report are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available.
9. As per the Circular No. MRD/Dop/Cir-5/2009 dated May 20, 2009 issued by Securities and Exchange Board of India (SEBI) it is mandatory to quote PAN for transfer of shares in physical form. Therefore, the transferee(s) are required to furnish a copy of their PAN to the Company Registrars.
10. Shareholders desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

Invitation to participate in the Green Initiative launched by the Ministry of Corporate Affairs

The Ministry of Corporate Affairs (MCA) has permitted paperless compliance by the Companies; vide its circular No. 17/2011 and No. 18/2011 dated April 21, 2011 and April 29, 2011 respectively. MCA has clarified that services of documents on Members by e-mail will constitute sufficient compliances with Section 53 of the Companies Act, 1956, provided the Members are given an advance opportunity to register their Email address or changes, if any, therein with the Company.

Pursuant thereto, we once again invite those members who have not registered their e-mail address to participate in the Green Initiative by registering their e-mail address with the Company for the purpose of service of documents namely Annual Report, Notice of General Meeting, etc. by e-mail.

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Item No. 2 – Re-appointment of Mr. Kunal Ranjan as Director of the Company:

In accordance with the provisions of Section 256 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Kunal Ranjan retires by rotation in the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. Details of Mr. Kunal Ranjan, pursuant to the requirement of the Listing Agreement with the Stock Exchanges, relating to Corporate Governance, are given in the statement attached below.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4 – Appointment of Mr. Rakesh Naik as a Director of the Company:

Mr. Rakesh Naik was co-opted as an Additional Director of the Company with effect from June 14, 2012. As per Section 260 of the Companies Act, 1956, read with the Articles of Association of the Company, Mr. Rakesh Naik holds office of Director up to the ensuing Annual General Meeting and is eligible for appointment as a Director liable to retire by rotation. The Company has received notice in writing proposing the candidature of Mr. Rakesh Naik for the office of the Director under the provisions of Section 257 of the Companies Act, 1956.

Details of Mr. Rakesh Naik, pursuant to the requirement of the Listing Agreement, are given in the statement attached below.

None of the Directors, except Mr. Rakesh Naik is, in any way, concerned or interested in the resolution set out at item no. 4 of the notice.

The resolution mentioned in item no. 4 of the notice is recommended for your approval.

By order of the Board of Directors

Sd/-

Place: Mumbai

(Rajendra Karnik)

Date: 1st September, 2012

Chairman and Managing Director