



**VIVRITI CAPITAL PRIVATE LIMITED**

**CIN: U65929TN2017PTC117196**

**REGD OFFICE: 12TH FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM,  
CHENNAI-600035, TAMILNADU, INDIA.**

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SHORTER NOTICE is hereby given that the 21<sup>st</sup> Extra-ordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Friday on the 16<sup>th</sup> of April 2021 at 05:30 PM at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai 600035, Tamil Nadu, India to transact the following businesses:

**SPECIAL BUSINESS:**

**1. To approve the increase in authorized share capital of the Company and amendment of the Memorandum of Association of the Company:**

To consider and if thought fit, to give assent/dissent to the following Ordinary Resolution:

**"Resolved that** pursuant to Sections 13, 61(1) (b) and 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from 104,43,70,630 (Indian Rupees One Hundred and Four Crores Forty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 1,59,00,000 (One Crore Fifty Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each, 8,34,37,063 (Eight Crores Thirty-Four Lakhs Thirty-Seven Thousand and Sixty- Three Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakh Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only) to 105,43,70,630 (Indian Rupees One Hundred and Five Crores Forty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 1,69,00,000 (One Crore Sixty Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each, 8,34,37,063 (Eight Crores Thirty-Four Lakhs Thirty-Seven Thousand and Sixty- Three Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakh Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only).

**Resolved further that** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by substituting the following existing Clause V thereof:

*“The Authorized Share Capital of the Company is 104,43,70,630 (Indian Rupees One Hundred and Five Crores Forty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into the following shares:*

- (i) 1,59,00,000 (One Crore Sixty Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each;*
- (ii) 7,83,48,035 (Seven Crores Eighty-Three Lakhs Forty-Eight Thousand and Thirty-Five Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each;*
- (iii) 8,50,000 (Eight Lakhs Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only).”*

by the following Clause V:

*“The Authorized Share Capital of the Company 105,43,70,630 (Indian Rupees One Hundred and Five Crores Forty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into the following shares:*

- (i) 1,69,00,000 (One Crore Sixty Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each;*
- (ii) 8,34,37,063 (Eight Crores Thirty-Four Lakhs Thirty-Seven Thousand and Sixty-Three Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each;*
- (iii) 8,50,000 (Eight Lakhs Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only).*

**Resolved further that** any of the Directors of the Company be and is hereby authorized to file necessary e-forms in this regard with the Registrar of Companies and also do such other acts and deeds as may be necessary for giving effect to this resolution.

**Resolved further that** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said shares.”

**2. To approve issuance of partly paid-up equity shares (“Series 1A Share Award”) and fully paid-up equity shares (“Series 1B Share Award”) to Independent Directors and Advisors on a private placement basis:**

To consider and if thought fit, to give assent/dissent to the following Special Resolution:

**“Resolved that** pursuant to the provisions of 42 and 62 (1)(c) of the Companies Act, 2013 (including any statutory modification thereto or re-enactment thereof for the time being in force) respectively read with the and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, and in accordance with the provisions of Articles of Association of the Company and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the Members of the Company, subject to the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval from Registrar of Companies, Chennai for increase in authorised share capital of the Company, be and is hereby accorded to invite, offer, and issue on a private placement basis (**“Proposed Allotment”**) on the terms and conditions as set out in the Private Placement Offer Letter Cum Application Form (**“PAS-4”**) of 3,45,483 (Three Lakhs Forty-Five Thousand Four Hundred and Eighty-Three only) partly paid-up equity shares (**“Series 1A Share Award”**) and 1,15,161 (One Lakh Fifteen Thousand One Hundred and Sixty-One only) fully paid-up equity shares (**“Series 1B Share Award”**) of INR 10 (Rupees Ten only) each, each at a price as given below to such Investors;

<b>S. No</b>	<b>Name of the Independent Directors and Advisors</b>	<b>Number of equity shares offered</b>	<b>Price per share (INR)</b>	<b>Whether fully paid-up/ partly paid-up</b>
1	Ms. Namrata Kaul	1,15,161	173.67	Partly paid up
2	Mr. Sanjiv Malhotra	1,15,161	173.67	Partly paid up
3	Mr. Sridhar Srinivasan	1,15,161	173.67	Partly paid up
4	Mr. Narayan Ramachandran	1,15,161	173.67	Fully paid up
	<b>Total</b>	<b>4,60,644</b>	-	

**Resolved further that** subject to the approval of the members of the Company the equity shares to be issued shall rank pari-passu in all respects with the existing equity shares of the Company.

**Resolved further that** pursuant to provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014:

- a) **Series 1A Share Award** and **Series 1B Share Award** (hereinafter referred to as **“Series 1 Share Awards”**) will rank pari passu with the existing Equity shares of the Company, subject to payment of all call monies, *inter alia* in terms of corporate actions including but not limited

to dividend (proportionately), issue of bonus shares, rights issue and repayment of share capital;

- b) Upon payment of the entire call monies on the Series 1 Share Award,
  - a. Holders of the said equity shares shall carry voting rights in proportion to their individual holdings;
  - b. The said equity shares shall be treated as fully paid-up equity shares and shall be eligible for transfer subject to such restrictions in the articles of the company and applicable provisions as provided in the Companies Act, 2013;
- c) Liquidation proceeds, if any, shall be distributed to the holders of Series 1 Advisory Shares on a *pro rata* basis;
- d) The holder of Series 1 Share Awards at all times be governed by the Articles of Association of the Company in force.
- e) The Company can convert partly paid-up shares into fully paid-up shares (without calling for the uncalled amount on shares) through capitalization of profit in accordance with provisions of applicable law.

**Resolved further that** the members take note of the separate bank account with **RBL Bank, GN Chetty Road branch**, for the purpose of receiving the aforesaid investment; and (ii) the valuation report dated 13<sup>th</sup> April 2021 issued by SPA Capital Advisors Ltd and Ms. Neena Agarwal holding IBBI Reg. No. IBBI Reg No: IBBI/RV/05/2019/11667, enrolled with ICAMI RVO as a Registered Valuer placed at the meeting, be and is hereby adopted.

**Resolved further that** the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized, to:

- a. execute, dispatch and circulate such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be required in relation to or in connection with or pursuant to the issuance of the PAS-4 for issuance of the partly paid-up equity shares to the Investors and to give effect to any transactions contemplated herein ("**Documents**") on behalf of the Company, including any amendments, modifications, supplements, restatements or novation's thereto (now or in the future);
- b. do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, governmental / regulatory authorities, including but not limited to the Registrar of Companies, Reserve Bank of India, and Income Tax authorities;
- c. sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Documents;
- d. to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the Documents, the transactions contemplated therein and the resolutions mentioned herein; and
- e. subject to the approval of the shareholders, record the name of the private placement offerees in Form PAS-5.

**Resolved further that** the copies of the foregoing resolutions, certified to be true by Directors of the Company or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”

**Order of the Board**

**For Vivriti Capital Private Limited**

SD/-

**P S Amritha**

**Company Secretary**

**Mem No. A49121**

**Chennai**

**13<sup>th</sup> April 2021**

**Notes**

1. The Extra-ordinary General Meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 with the consent given in writing/by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting. The Shareholders are requested to sign the enclosed consent for shorter notice to attend the meeting and send it to the Company. Kindly make yourself available to the meeting.
2. 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 the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the company duly completed not later than forty-eight hours before the commencement of the meeting.
3. Explanatory statement under Section 102(1) is enclosed.
4. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company
5. Route map and prominent landmark for easy location of the venue of the Meeting.

### **Explanatory statement as per Section 102 of the Companies Act, 2013**

#### **Item No.1: To approve the increase in authorized share capital of the Company and amendment of the Memorandum of Association of the Company:**

The Authorised Capital of your Company as on date 104,43,70,630 (Indian Rupees One Hundred and Four Crores Forty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 1,59,00,000 (One Crore Fifty Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each, 8,34,37,063 (Eight Crores Thirty-Four Lakhs Thirty-Seven Thousand and Sixty- Three Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakh Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only) each.

It is proposed to increase the Authorised Share Capital of your Company from INR 104,43,70,630 /- to INR 105,43,70,630 /-and for that purpose, the Memorandum of Association of your Company is proposed to be suitably amended by increasing the Authorised Share Capital as set out in the resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for amending the Capital clause of the Memorandum of Association of the Company.

None of the Directors of your Company is, in any way, concerned or interested in this resolution. Draft copy of altered Memorandum of Association can be inspected by the members before the meeting at 05.30 pm at the registered office of the Company. The Board of Directors of your Company recommends the Ordinary Resolution for approval of the Shareholders.

#### **Item No. 2: To approve issuance of partly paid-up equity shares (“Series 1A Share Award”) and fully paid-up equity shares (“Series 1B Share Award”) to Independent Directors and Advisors on a private placement basis:**

The Board of Directors at its meeting held on 13<sup>th</sup> April 2021, subject to the approval of the shareholders and other necessary approval(s), has approved issue of 3,45,483 (Three Lakhs Forty-Five Thousand Four Hundred and Eighty-Three only) partly paid-up equity shares (“**Series 1A Share Award**”) and 1,15,161 (One Lakh Fifteen Thousand One Hundred and Sixty-One only) fully paid-up equity shares (“**Series 1B Share Award**”) of INR 10 (Rupees Ten only) each, as per the terms and conditions set out in Private Placement Offer Letter Cum Application Form (“PAS-4”).

The disclosures required pursuant to Section 42 and 62(1)(c) of the Act read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended by the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 are as below:

- i. **The objects of the issue:** The equity shares of the Company are being issued in lieu of part of cash remuneration, to compensate the Advisors and the Independent Directors for their valuable professional contribution and domain expertise to the growth of the business carried on by the Company.

**ii. The total number of shares or other securities to be issued:**

- a. 3,45,483 (Three Lakhs Forty-Five Thousand Four Hundred and Eighty-Three only) partly paid-up Equity Shares having face value of INR 10 (Ten) each at a price of INR 173.67 (Indian Rupees One Hundred Seventy-Three and Sixty-Seven paise only) each, including premium of INR 163.67 (Indian Rupees One Hundred Sixty-Three and Sixty-Seven paise only) for cash on private placement basis ("**Series 1A Share Award**");
- b. 1,15,161 (One Lakh Fifteen Thousand One Hundred and Sixty-One only) fully paid-up Equity Shares having face value of INR 10 (Ten) each at a price of INR 173.67 (Indian Rupees One Hundred Seventy-Three and Sixty-Seven paise only) each, including premium of INR 163.67 (Indian Rupees One Hundred Sixty-Three and Sixty-Seven paise only) for cash on private placement basis ("**Series 1B Share Award**");

iii. **Kinds of securities offered:** Equity shares

iv. **The price or price band at/within which the allotment is proposed:** INR 173.66 per share

v. **Premium:** INR 163.66

vi. **Amount which the company intends to raise by way of such securities:** INR 8,00,00,043.48/-

vii. **Basis on which the price has been arrived at along with report of the registered valuer:** Discounted Cash Flow Method as per valuation reports of

- SPA Capital Advisors Limited, having address at SEBI Registered CAT 1 Permanent Merchant Bankers, 25, C- Block Community Centre, Janakpuri, New Delhi – 110058.
- Ms. Neena Agarwal holding IBBI Reg. No. IBBI Reg No: IBBI/RV/05/2019/11667, enrolled with ICAMI RVO as a Registered Valuer

viii. **Relevant date with reference to which the price has been arrived at:** Valuation date 13<sup>th</sup> April 2021 based on Financial Statements as on 31<sup>st</sup> March 2021.

ix. **The class or classes of persons to whom the allotment is proposed to be made:** Individuals (Independent Directors and Advisors)

x. **Date of passing of Board Resolution:** 13.04.2021

xi. **Intention of promoters, directors or key managerial personnel to subscribe to the offer:** The Independent Director of the Company intend to subscribe to the Series 1A Share Award, which shall be partly paid up.

xii. **The proposed time within which the allotment shall be completed:** The allotment will be made within a maximum period of 60 days of receipt of the application money and call money, wherever applicable. Given below is the call dates schedule for each investor subscribing to partly paid-up shares:

a) For Ms. Namrata Kaul and Mr. Sridhar Srinivasan

S. No	Description	Amount per share
1	Application and allotment money (Including face value and premium)	17.367
2	1 <sup>st</sup> Call (Including face value and premium)	52.101
3	2 <sup>nd</sup> Call (Including face value premium)	52.101
3	3 <sup>rd</sup> Call (Including face value premium)	52.101

b) For Mr. Sanjiv Malhotra

S. No	Description	Amount per share
1	Application and allotment money (Including face value and premium)	43.42
2	1 <sup>st</sup> Call (Including face value and premium)	43.42
3	2 <sup>nd</sup> Call (Including face value premium)	43.42
3	3 <sup>rd</sup> Call (Including face value premium)	43.42

*Note: Call notice shall be issued by the Company at least 30 days in advance to the respective shareholder. The call dates shall be decided by the Company as per its discretion.*

Kindly note that the equity shares being issued to Mr. Narayan Ramachandran shall be fully paid.

xiii. **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Name of proposed allottee	No. of securities offered to be allotted	Percentage of post offer capital on a fully diluted basis	Percentage of post offer capital on Non diluted basis
Ms. Namrata Kaul	1,15,161	0.13	0.11
Mr. Sanjiv Malhotra	1,15,161	0.13	0.11



Mr. Sridhar Srinivasan	1,15,161	0.13	0.11
Mr. Narayan Ramachandran	1,15,161	0.13	0.11

xiv. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil.

xv. The change in control, if any, in the company that would occur consequent to the preferential offer: Not Applicable.

xvi. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

xvii. The pre issue and post issue shareholding pattern of the Company in the following format-

S. No.	Category	Pre-issue		Post-issue	
		No. of shares held	Percentage (%) of shareholding	No. of shares held	Percentage (%) of shareholding
<b>A</b>	<b>Promoters' holding</b>				
	<b>Indian</b>				
1	Individual –Equity	98,00,000	10.62%	98,00,000	10.58%
	Individual - OCRPS	8,11,402		8,11,402	
	Bodies Corporate				
	Sub-total				
2	Foreign promoters				
	<b>Sub-total (A)</b>	<b>1,06,11,402</b>	<b>10.62%</b>	<b>1,06,11,402</b>	<b>10.58%</b>
<b>B</b>	<b>Non-promoters' holding</b>				
1	Institutional Investors				
2	Non-Institutional Investors				
3	Private Corporate Bodies - Equity	200	83.53%	200	83.14%
	Private Corporate Bodies – CCPS	8,34,20,634		8,34,20,634	

4	Directors and relatives			1,15,161	0.11%
5	Indian public				
6	Others [Including Non-Resident Indians (NRIs)]	16,63,750	1.67%	20,09,233	2.00%
7	Vivriti ESOP Trust	41,77,060	4.18%	41,77,060	4.16%
	<b>Sub-total (B)</b>	<b>8,92,61,644</b>	<b>89.38%</b>	<b>8,97,22,288</b>	<b>89.42%</b>
	<b>GRAND TOTAL</b>	<b>9,98,73,046</b>	<b>100%</b>	<b>10,03,33,690</b>	<b>100%</b>

xviii. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in the said resolution except the Independent Director of the Company, who is subscribing to the Series 1A Share Award.

**xix. Material terms of raising such securities:**

- a) **Series 1A Share Award and Series 1B Share Award** (hereinafter referred to as “**Series 1 Share Awards**”) will rank pari passu with the existing Equity shares of the Company, subject to payment of all call monies, *inter alia* in terms of corporate actions including but not limited to dividend (proportionately), issue of bonus shares, rights issue and repayment of share capital;
- b) Upon payment of the entire call monies on the Series 1 Share Award,
  - a. Holders of the said equity shares shall carry voting rights in proportion to their individual holdings;
  - b. The said equity shares shall be treated as fully paid-up equity shares and shall be eligible for transfer subject to such restrictions in the articles of the company and applicable provisions as provided in the Companies Act, 2013;
- c) Liquidation proceeds, if any, shall be distributed to the holders of Series 1 Advisory Shares on a *pro rata* basis;
- d) The holder of Series 1 Share Awards at all times be governed by the Articles of Association of the Company in force.
- e) The Company can convert partly paid-up shares into fully paid-up shares (without calling for the uncalled amount on shares) through capitalization of profit in accordance with provisions of applicable law.

**xx. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:** A sum of INR 2,00,00,010.87 for the issue of 1,15,161 Series 1A Share Award (partly paid-up shares) to Independent Director of the Company, namely Ms. Namrata Kaul.

**xxii. Principle terms of assets charged as securities:** Not Applicable.

Your directors request the shareholders to grant their consent for offer and issue Series 1A Share Award and Series 1B Share Award on private placement basis. The proposed issue is also in compliance with the conditions of Section 42 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, either directly or indirectly, in the proposal contained, except to the extent of their shareholding in the Company. Accordingly, the Board of Directors recommend that the Shareholders approve the resolution mentioned in item no. 2 as Special Resolution.

Documents and papers referred to in the resolution along with detailed projections, valuation report and other related documents shall be available for inspection between 9 a.m. to 6 p.m. on all working days at the Registered Office of the Company and shall also be available for inspection during the meeting and shall be sent as an attachment to the email invitation for this general meeting.

**Order of the Board**

**For Vivriti Capital Private Limited**

SD/-

**P S Amritha**

**Company Secretary**

**Mem No. A49121**

**Chennai**

**13<sup>th</sup> April 2021**

**Consent by shareholder for shorter notice**

Pursuant to section 101(1) of the Companies Act, 2013

To,

The Board of Directors,  
Vivriti Capital Private Limited,  
12th Floor, Prestige Polygon,  
No. 471, Annasalai, Nandanam,  
Chennai - 600 035

**Consent of the member for shorter notice of Extra-ordinary General Meeting to be held on 16<sup>th</sup> April 2021**

Dear Sir,

I, [Name of the member], having registered address at [full address of the member], holding [no of shares held] (number of shares in words) [Rupees in words] each in the Company in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra-ordinary General Meeting on 16<sup>th</sup> April 2021 at a shorter notice.

(Signature)

Name of the member

Date:

Place:

**Proxy Form**  
**FormNo.MGT-11**

**Proxy Form**

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

CIN: U65929TN2017PTC117196  
Name of the Company: VIVRITI CAPITAL PRIVATE LIMITED  
Registered Office: 12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI,  
NANDANAM CHENNAI

Name of Member (s) \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Email ID \_\_\_\_\_  
Folio No \_\_\_\_\_

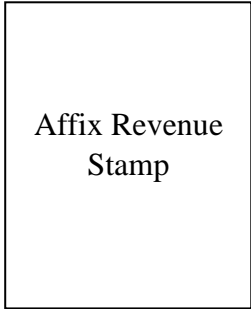
I/We, being the member(s) holding \_\_\_\_\_ (in words \_\_\_\_\_) Equity  
Shares of INR 10 Face Value per share each in the Company here by appoint

1.Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mailId: \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him  
2.Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mailId: \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him  
3.Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mailId: \_\_\_\_\_  
Signature \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf the  
\_\_\_\_\_ Annual General Meeting/ Extraordinary General  
meeting of the company, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_ a  
.m./ p.m. at ..... (place) and at any adjournment there of in Respect of such resolutions as  
are indicated below:

**ResolutionNo.**

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_



Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.

Route map:

