

LAUREL ORGANICS LIMITED

Registered Office: Village Bhondsi Tehsil Sohna Distt. Gurgaon Haryana -122102, India,
Tel: 011-29535650, Website:www.laurel.co.in , Email: laurelorganicslimited@gmail.com,
CIN No. L24239HR1993PLC032120

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (NO 01/2016) OF THE MEMBERS OF **LAUREL ORGANICS LIMITED** (THE “COMPANY”) WILL BE HELD ON WEDNESDAY , 30TH MARCH, 2016 AT 10.00 A.M. AT VILLAGE BHONDSITEHSIL SOHNA DISTT. GURGAON HARYANA -122102, INDIATO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

ITEM NO.1: RE-CLASSIFICATION & INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY

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 13, 61, 64 and other applicable provisions of Companies Act, 2013 (hereinafter referred as the “Act”) read with applicable rules thereto (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), if any and the provisions of the Memorandum of Association and Articles of Association of the Company, the current Authorized Share Capital of the Company i.e. 9,00,00,000 (Rupees Nine Crores only) comprising of 90,00,000 (Ninety Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) be and is hereby reclassified by cancelling 16,15,000 (Sixteen Lacs Fifteen Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and concurrently creating 16,15,000 (Sixteen Lacs Fifteen Thousand) Preference Shares of Rs. 10/- (Rupees Ten only) each

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 , 64 and other applicable provisions of the Act read with applicable rules thereto and other applicable provisions, if any and the provisions of the Memorandum of Association and Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from 9,00,00,000 (Rupees Nine Crores) comprising of 9,00,00,000 (Ninety Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) to Rs. 113,850,000 (Rupees Eleven Crore Thirty Eight Lacs Fifty Thousand only) comprising of 7,385,000 (Seventy Three Lacs Eighty Five Thousand) Equity Shares of Rs. 10/- each and 4,000,000 (Forty Lacs) Preference shares of Rs. 10/- each accordingly, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V as under:

“The Authorised Share Capital of the Company is 113,850,000 (Rupees Eleven Crore Thirty Eight Lacs Fifty Thousand only) divided into 7,385,000 (Seventy Three Lacs Eighty Five Thousand) Equity Shares

of Rs. 10/- (Rupees Ten only) each and 4,000,000 (Forty Lacs) Preference Shares of Rs. 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors/Committee(s) of the Board be and are hereby authorized jointly or severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.”

ITEM NO.2: ISSUANCE OF REDEEMABLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made there-under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (including any statutory amendment(s), modification(s) and or re-enactment(s) thereof, for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and/ or sanctions, as may be required, the board of directors of the Company (hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution) be and is hereby authorized to create, offer, issue and allot, on private placement basis, up to 4,000,000 (Forty Lacs) 0.1% Redeemable Non-Convertible Cumulative Preference Shares (“**RPS**”) of face value of Rs.10/- (Rupees Ten only) each fully paid-up for cash at an issue price of Rs.10/- (Rupees Ten only) to the entities belonging to non-Promoter Category on such other terms and conditions as may be approved by the Board including following:

a. the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares;	The said Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company.
b. the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;	The said Preference Shares shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund.
c. the payment of dividend on cumulative or non-cumulative basis;	The payment of dividend shall be on cumulative basis.

d. the conversion of preference shares into equity shares;	The said Preference Shares shall be Non-Convertible.
e. the voting rights;	The voting rights of the persons holding the said Preference Shares shall be in accordance with the provisions of Section 47 of the Companies Act 2013 (including any statutory modifications or re-enactments thereof for the time being in force).
f. the redemption of preference shares.	At the option of the issuer, at any time within a period not exceeding ten years from the date of allotment as per the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the RPS and listing thereof with the Stock Exchange(s), the Board of Directors/Committee(s) of the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said RPS, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

**By order of the Board of Directors
For Laurel Organics Limited**

Sd/-
Kumar Sahay Varma
(Managing Director)
DIN: 00161976

Date: March 01, 2016
Place: Gurgaon

Notes:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PERSONS AS HIS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, SIGNED AND COMPLETED IN ALL RESPECTS AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.**

3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, 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 proxy for any other shareholder. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Electronic copy of the Notice of the aforesaid Extraordinary General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
5. Voting Rights: Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders.

6. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and LODR and other applicable provisions of the Companies Act, 2013, the Company is pleased to provide members facility to cast their votes on all resolutions set forth in the Notice of the EGM using electronic voting system from a place other than the venue of the EGM ('remote e-voting'), provided by Central Depository Services Limited (CDSL) and the business may be transacted through such voting.. The notes and instructions for remote e-voting are given here in below.

The E-voting Event Number and period of E-voting are set out below:

COMMENCEMENT OF E-VOTING	END OF E-VOTING
Saturday, March 26, 2016	Tuesday, March 29, 2016

Note: Please read the instructions printed below before exercising your vote.

The instructions for members for voting electronically are as under:

Process and Manner for members opting for e-voting is as under:-

The instructions for shareholders voting electronically through CDSL are as under:

- I. The voting period begins on Saturday, March 26, 2016 at 9:00 a.m. and ends on 5:00 pm, Tuesday, March 29, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders.
- IV. Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

VIII. After entering these details appropriately, click on "SUBMIT" tab.

- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach '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 for resolutions of any other company on which they are eligible to vote, provided that 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 EVSN for the relevant Company name viz. Laurel Organics Limited on which you choose to vote.
- 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 you have decided to vote on, click on “SUBMIT”. A confirmation box will 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 same 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 & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts 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.

XIX. 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 or write an email to helpdesk.evoting@cdslindia.com

7. Other Instructions:

- I. The members who shall have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- II. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- III. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper
- IV. Ms. Neha Seth, Practicing Company Secretary, (Membership No. C.P. No- 12908) has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e- voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VI. The results declared along with the Scrutinizers report shall be placed on the website of the Company, www.laurel.co.in and on the website of CDSL (www.evotingindia.com) within Forty Eight hours of the passing of the resolutions at the Extraordinary General Meeting of the Company held on Wednesday, March 30, 2016 and will be communicated to the designated stock exchanges where the shares of the company are listed.
- VII. All the documents referred to in the accompanying notice and Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 will be available at the registered office of the Company during the business hours on all working days upto the date of declaration of results of Extraordinary General Meeting.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 Re-classification and increase of Authorised Share Capital of the Company.

To meet the funding requirements for its various business purposes, the Company needs to increase its capital by way of issuance of preference shares. Since the current promoters of the Company are not in a position to put fresh funds in the Company therefore the Board has decided to issue the preference shares to a person belonging to non-promoter category. The current authorized capital of the Company doesn't allow the issuance of preference shares and therefore it is necessary to enhance and reclassify it to the extent of the requirement of the funds of the Company. The enhancement and reclassification of the authorized capital will require consequential changes in Clause V of the Memorandum of Association of the Company.

In terms of the applicable provisions of the Companies Act, 2013, the enhancement and reclassification of the authorised share capital requires approval of the Members of the Company. Accordingly, the resolution at Item No. 1 of the Notice seeks approval of the Members for enhancing and reclassification of the Authorised Share Capital and consequential changes in Clause V of the Memorandum of Association of the Company. The Directors recommend the Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for the approval of the shareholders.

Item No. 2

The performance of your Company during previous few financial years was not encouraging due to several reasons. One of such reasons is acute shortage of working capital, resulting in restricting the Company to successfully conduct its business.

Accordingly, in order to augment the long-term funds and to revive the business operations, the Board has decided to issue 4,000,000 (Forty Lacs) 0.1% Redeemable Non-Convertible Cumulative Preference Shares ("RPS") of Rs. 10 (Rupees Ten only) each on private placement basis to the entities belonging to the non-promoter category of the Company in one or more tranches, as the case may be. The issuance shall be subject to the regulatory approvals as required.

The Salient Features of the Proposed Preferential Issue of Redeemable Non-Convertible Preference Shares in terms of Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

A. Size of the Issue:

4,000,000 (Forty Lacs) 0.1% Redeemable Non-Convertible Cumulative Preference shares at a face value of Rs 10/- (Rupees Ten) each

B. Nature of Shares:

The proposed Shares are Redeemable Non-Convertible Cumulative Preference Shares.

C. Objective of the Proposed Preferential Issue of RPS:

The objective of the proposed preferential allotment of RPS is to augment the long-term funds to revive the business operations of the Company and at the same time to convert the negative networth of the company into positive one and thereby strengthening capital structure of the Company.

D. Manner of Issue of Shares:

The RPS are proposed to be issued on a private placement and in physical form in compliance with the applicable statutes.

E. Proposed Issue Price and the basis and justification of arriving at such issue price:

The proposed issue price of RPS is Rs. 10/- each and the same has been computed on the basis of negotiations.

F. Terms of Issue including terms and rate of dividend on each share, etc.:

The RPS would be issued as per the terms and conditions laid down by the Board of Directors in compliance with the applicable Statutes.

G. Terms of Redemption, including the tenure of redemption, redemption of shares at premium etc.:

The proposed RPS would be issued for a period not exceeding 10 years.

H. Manner and Modes of Redemption:

The Company will redeem such RPS in terms of the provisions laid down in Section 55 of the Companies Act, 2013.

I. Following is the shareholding pattern of the company as on 1st March 2016

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity	Total nos. shares held	% Shareholding
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(I)	(II)	(III)	shares held (IV)	(V) = (IV)	
(A)	Promoter & Promoter Group	4	3629500	3629500	49.15
(B)	Public	12462	3755500	3755500	50.85
(C)	Non Promoter- Non Public	0	0	0	0
(C1)	Shares underlying DRs	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0
	Total	12466	7385000	738500	100.00

J. The expected dilution in equity share capital upon conversion of preference shares.

Not applicable, since the proposed Preference Shares are Non-Convertible in nature.

As per the provisions of Sections 42, 55 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, to the extent notified and in effect and as amended from time to time, the Board of Directors can create, issue, offer and allot Redeemable Non-Convertible Cumulative Preference Shares on private placement basis, only if approved by the members by way of Special Resolution.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

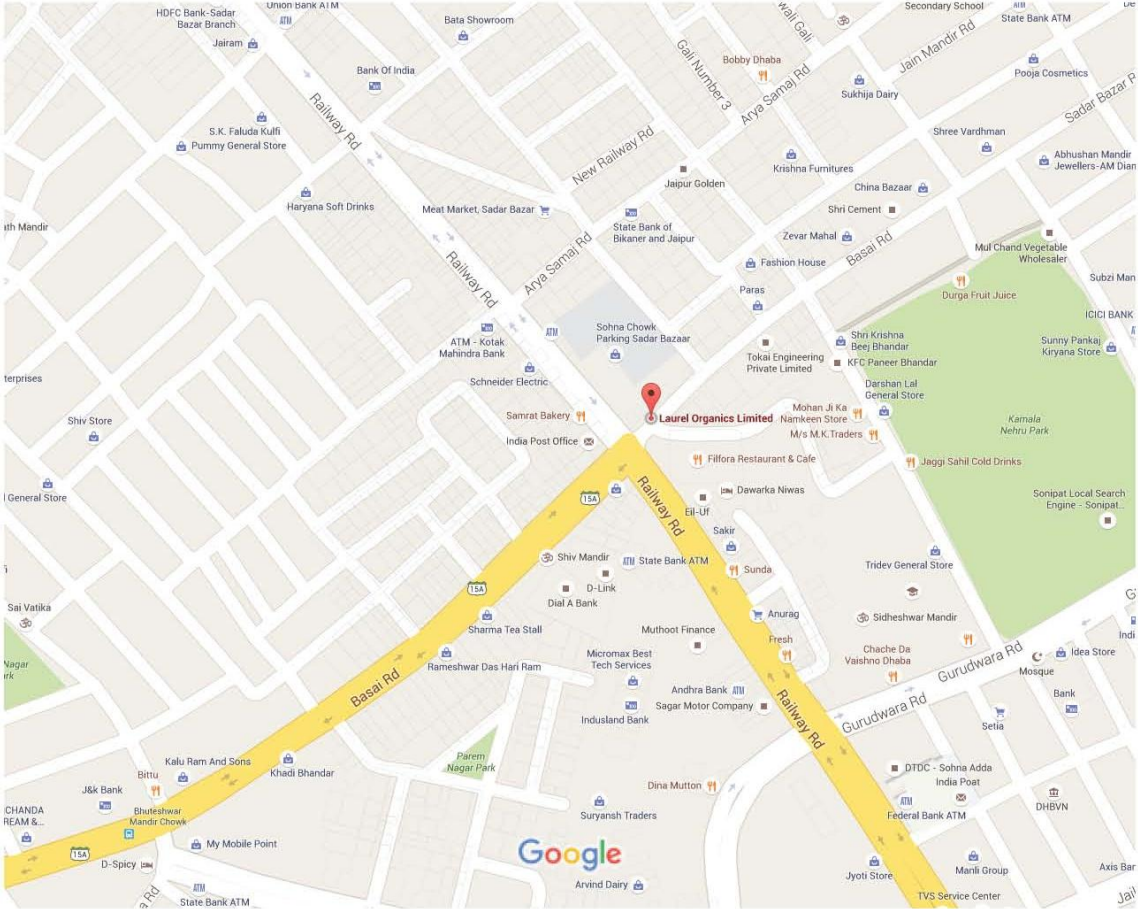
**By order of the Board of Directors
For Laurel Organics Limited**

**Sd/-
Kumar Sahay Varma
(Managing Director)
DIN: 00161976**

Date: March 01, 2016

Place: New Delhi

ROUTE MAP TO THE VENUE OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY THE 30TH DAY OF MARCH, 2016 AT 10:00 A.M.



Map data ©2016 Google 50 m

LAUREL ORGANICS LIMITED

Registered Office: Village Bhondsi Tehsil Sohna Distt. Gurgaon Haryana -122102, India,
Tel: 011-29535650, Website:www.laurel.co.in , Email: laurelorganicslimited@gmail.com,
CIN No. L24239HR1993PLC032120

ATTENDANCE SLIP

Extra Ordinary General Meeting

Day, Date & Time:Wednesday, March 30, 2016 at 10.00 am

Venue of the meeting:Registered office

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Wednesday, March 30, 2016 at 10.00 am at Village Bhondsi Tehsil Sohna Distt. Gurgaon Haryana -_122102, India.

Signature of Member / Proxy

Notes:

1. Registration will start at 9:00 am and close at 10:30 am on the day of the Meeting
2. Members are required to produce their duly signed Attendance slips
3. Members should produce their entry passes at the entrance of the Extra Ordinary General Meeting hall for attending the same.

LAUREL ORGANICS LIMITED

Registered Office: Village Bhondsi Tehsil Sohna Distt. Gurgaon Haryana -122102, India,
Tel: 011-29535650, Website:www.laurel.co.in , Email: laurelorganicslimited@gmail.com,
CIN No. L24239HR1993PLC032120

PROXY FORM

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

Name of the member (s):	
Registered address:	
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 **Extra Ordinary General Meeting** of the Company, to be held on Wednesday, 30th day of March 2016 At 10:00 am at Village Bhondsi Tehsil Sohna Distt. Gurgaon Haryana 122102 India and at any adjournment thereof in respect of such resolutions as are indicated below:

I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated in the box below:

Sl. No.	Resolution	For	Against
1.	Re-classification and increase of Authorized Share Capital		

	of the Company		
2.	Issuance of Redeemable Preference shares on private placement basis		

Affix a Revenue stamp

Signed this..... day of.....2016

Signature of shareholder

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

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. No instruments of proxy shall be valid unless
 - (a) In case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing.
 - (b) In case of joint holder, it is signed by the shareholder first named in the register or his /her attorney, duly authorized in writing
 - (c) In the case of a body corporate signed by its officer or an attorney duly authorized in writing.
4. The proxy together with
 - (a) the power of attorney or other authority (if any) under which it is signed or
 - (b) a copy of the power or authority, certified by a Notary Public or a Magistrate, should be deposited at the registered office of the Company.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
6. This is only optional. Please put a (√) 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. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

7. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes
8. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.