

**HARIGANGA MACHINERIES AND ENGINEERING SERVICES LTD.**

Registered Office : Old Motor Stand, Itwari, Nagpur – 440 008.

Telephone: 0712- 2768748/2768749

Website: [www.harigangamachineries.com](http://www.harigangamachineries.com) Email Id: [harigangamachineries@gmail.com](mailto:harigangamachineries@gmail.com)

CIN: L45208MH1980PLC022506

**Notice of Extra Ordinary General Meeting of the  
Members of the Company**

Date : 12th December, 2014

Day : Friday

Time : 10:00 a.m.

Place : Old Motor Stand, Itwari, Nagpur- 440008, Maharashtra



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## NOTICE

**NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED WILL BE HELD ON FRIDAY, 12th DAY OF DECEMBER, 2014 AT 10:00 A.M. AT ITS REGISTERED OFFICE SITUATED AT OLD MOTOR STAND, ITWARI, NAGPUR- 440008, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:**

### ITEM NO. 1

#### **INCREASE IN AUTHORIZED SHARE CAPITAL:**

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 Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made in that behalf and subject to such other rules framed there under as may be applicable the Authorized Share Capital of the Company comprising of Rs. **1,25,00,000** (Rupees One Crore Twenty Five Lacs only) divided into **11,00,000** (Eleven Lacs) Equity Shares of Rs. 10/- each aggregating to **1,10,00,000** (One Crore Ten Lacs Only) and 15,000, 10% Redeemable cumulative Preference shares of Rs.100 each aggregating to Rs. **15,00,000** (Fifteen Lacs Only) total aggregating to Rs. **1,25,00,000** (One Crore Twenty Five Lacs) be and is hereby reclassified into 12,50,000 (Twelve Lacs Fifty Thousand) Equity shares of Rs. 10 each aggregating to **1,25,00,000** (One Crore Twenty Five Lacs Only) and then further increase to Rs. 7,00,00,000 (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- each by creation of additional 57,50,000 (Fifty Seven Lacs Fifty Thousand) Equity Shares of Rs.10/- each.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

### ITEM NO: 2

#### **AMENDMENT OF MEMORANDUM OF ASSOCIATION:**

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 read with Section 61 and other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

**Clause V:-** “The Authorised Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/-each with the power to increase and reduce the share capital and to divide the shares in the capital for the time being into several classes and to attached thereto respectively such preferential rights and privileges or conditions including the power to create preference shares subject to the provision of Companies Act.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.

### ITEM NO. 3

#### **ALTERATION OF ARTICLES OF ASSOCIATION CONSEQUENT UPON THE INCREASE IN THE AUTHORISED SHARE CAPITAL:**

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 14 (1) and other applicable provisions of the Companies Act, 2013, Article 3 (a) of the Articles of Association of the Company be and is hereby substituted and read as under :-

Article 3 (a):- “The Authorised Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- each with the power to increase and reduce the share capital and to divide the shares in the capital for the time being into several classes and to attached thereto respectively such preferential rights and privileges or conditions including the power to create preference shares subject to the provision of Companies Act.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”

#### ITEM NO. 4

#### ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

**“RESOLVED THAT** pursuant to the provision of Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the **“SEBI (ICDR) Regulations, 2009”**) as in force, and subject to the Regulations/Guidelines, if any, issued by the Government of India, Securities and Exchange Board of India(**“SEBI”**), the Stock Exchanges where the shares of the company are listed and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchange and any other relevant statutory, governmental authorities or departments, institutions or bodies (**“Concerned Authorities”**) in this regard **the members at the Extraordinary General Meeting of the Company**, hereby accord its approval for issue and allotment, for cash, upto 56,15,500 (Fifty Six Lacs Fifteen Thousand Five Hundred Only) fully paid-up equity shares of face value of Rs. 10/- each of the Company to the Strategic Investors, not forming part of the Promoter Group of the Company, on Preferential Basis at an Issue Price of Rs.10/- per equity share aggregating to Rs. 5,61,55,000/- (Rupees Five Crores Sixty One Lacs Fifty Five Thousand Only), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009, and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit to the following entities as mentioned below:

Sr. No.	Name	No. of Shares Proposed for Allotment	Allottee is : QIB/ MF/ FI/ Trust/ Banks/ Others - Specify
1	JIGNA BHADRESH SHAH	180000	Individual
2	JAYESH C SHAH	25000	Individual
3	MUKESH JIVRAJ SHAH	50000	Individual
4	ASHOK J SHAH	50000	Individual
5	REKHA MAHESH JAIN	80000	Individual

Sr. No.	Name	No. of Shares Proposed for Allotment	Allottee is : QIB/ MF/ FI/ Trust/ Banks/ Others - Specify
6	ALPESH D JAIN	40000	Individual
7	MAHESH D JAIN	80000	Individual
8	MAHESH D JAIN HUF	40000	HUF
9	MR.ASHISH KARSANDAS BHANSALI	25000	Individual
	MRS. NIMISHA ASHISH BHANSALI		Individual
10	MR. KARSANDAS PURSHOTTAM BHANSALI	25000	Individual
	MRS. JAMNA KARSANDAS BHANSALI		Individual
11	ANAND KARSANDAS BHANSALI	25000	Individual
	TRUPTI ANAND BHANSALI		Individual
12	HARILAL RAVAJI PATEL	40000	Individual
13	VINOD DATRANIYA	50000	Individual
14	BHAVIK TREVADIA	120000	Individual
15	HEMAL TREVADIA	120000	Individual
16	HEMENT MEHTA	100000	Individual
	HINA HEMANT MEHTA		Individual
17	JITENDRA KHANDOL	40000	Individual
18	BHAVANA KHANDOL	40000	Individual
19	KRUNAL JAYANTILAL SHAH	40000	Individual
20	DILIP NAGJI SHAH	25000	Individual
	SHEFALI DILIP SHAH		Individual
21	SHEFALI DILIP SHAH	25000	Individual
	DILIP NAGJI SHAH		Individual
22	MAHESH NAGJI SHAH	25000	Individual
	DINA MAHESH SHAH		Individual
23	DINA MAHESH SHAH	25000	Individual
	MAHESH NAGJI SHAH		Individual
24	DILIP NAGJI SHAH	25000	HUF
	STATUS - HUF		
25	MAHESH NAGJI SHAH	25000	HUF
	STATUS - HUF		

<b>Sr. No.</b>	<b>Name</b>	<b>No. of Shares Proposed for Allotment</b>	<b>Allottee is : QIB/ MF/ FI/ Trust/ Banks/ Others - Specify</b>
26	JAYANTIBHAI SOMCHAND MEHTA	30000	Individual
27	JAYABEN JAYANTIBHAI MEHTA	30000	Individual
28	KETAN RAJNIKANT DOSHI (HUF)	50000	HUF
29	KETAN RAJNIKANT DOSHI	50000	Individual
	SHITAL KETAN DOSHI		Individual
30	SHITAL KETAN DOSHI	50000	Individual
	KETAN RAJNIKANT DOSHI		Individual
31	SHANTILAL R TANK HUF	100000	HUF
32	NIRUBEN SHANTILAL TANK	100000	Individual
33	HARSHAD SHANTILAL TANK	100000	Individual
34	VEERAL SHANTILAL TANK	100000	Individual
35	BHANWAR LAL JAIN AND SONS HUF	22500	HUF
36	PRAKASH CHAND BAGHMAR	22500	Individual
37	CHANDA DEVI BAGHMAR	22500	Individual
38	PADAM CHAND BAGHMAR	22500	Individual
39	SARALA DEVI BAGHMAR	22500	Individual
40	DINESH CHAND BAGHMAR AND SONS HUF	22500	HUF
41	SONAM BAGHMAR	22500	Individual
42	MUKESH CHAND BAGHMAR	22500	Individual
43	MUKESH CHAND BAGHMAR AND SONS HUF	22500	HUF
44	RAMINDERKAUR G GILL	25000	Individual
45	GURBINDER SINGH JASBIR SINGH GILL	25000	Individual
46	JASBIRKAUR JASBIR SINGH GILL	25000	Individual
47	JASBIRSINGH SANTOKHSINGH GILL	25000	Individual
48	HETAL VIJAY SHAH	50000	Individual
49	HASMUKH RAVJI SHAH	50000	Individual
50	MOHAN LAL BOOB	50000	Individual
51	HEMANT LALJI VIRA	35000	Individual
52	PRIYANKA GAURAV TREVADIA	100000	Individual
	GAURAV PRAVIN TREVADIA		Individual

<b>Sr. No.</b>	<b>Name</b>	<b>No. of Shares Proposed for Allotment</b>	<b>Allottee is : QIB/ MF/ FI/ Trust/ Banks/ Others - Specify</b>
53	SHAILESH KHUSHRAJ KHATRI	40000	Individual
54	NILESH SURENDRA SHAH	40000	Individual
55	HARISH P CHHATWANI	20000	Individual
56	KIRTI H CHHATWANI	20000	Individual
57	SUNIL JHUNJHUNWALA HUF	60000	HUF
58	BHARAT M KUBADIA HUF	25000	HUF
59	SHEETAL J KANABAR	25000	Individual
60	JYOTI R. KANABAR	25000	Individual
61	RAKESH R. KANABAR	25000	Individual
62	SHAILESH NARPATCHAND MEHTA	25000	Individual
63	PARESH N MEHTA	25000	Individual
64	MUKESHBHAI BHAYABHAI PATEL	600000	Individual
65	HIMMATBHAI BABUBHAI SORATHIA	600000	Individual
66	DURLABHBHAI PATEL	90000	Individual
67	BHARATBHAI LUKHI	60000	Individual
68	ILABEN BHARATBHAI LUKHI	40000	Individual
69	BHARATBHAI MAIWALA	25000	Individual
70	NIMISHA MAIWALA	25000	Individual
71	PRANAV BIMBHAT	50000	Individual
72	RAJKUMAR SHARMA	100000	Individual
73	KHANDOL VASANTKUMAR DHANJI (HUF)	25000	HUF
74	ROHIT B. MORABIA (HUF)	25000	HUF
75	RAJAN B. MORABIA (HUF)	25000	HUF
76	MURTUZA A KACHWALA	25000	Individual
77	JATIN MANILAL FARIA	50000	Individual
78	SACHIN MANILAL FARIA	50000	Individual
79	ASHOK VOHRA	100000	Individual
80	ANUPA VOHRA	100000	Individual
81	PRAFULLA BHAT	100000	Individual
82	SHUBHASHCHANDRA BHAT	100000	Individual

Sr. No.	Name	No. of Shares Proposed for Allotment	Allottee is : QIB/ MF/ FI/ Trust/ Banks/ Others - Specify
83	DINESH BHIMSHI FURIA	25000	Individual
84	HARSHAD V TOLIA	100000	Individual
85	LATA .H . TOLIA	50000	Individual
86	BHAVIK CHANDRAKANT KOTECHA	25000	Individual
87	DALPATRAJ POKHRAJ JAIN HUF	25000	HUF
88	ZAVER DALPATRAJ JAIN	25000	Individual
89	DARSHAK MAHESH RUPANI	50000	Individual
90	DILIP SHANKERBHAU CHAUDHARY	40000	Individual
91	JAGDISH MADHAVLAL CHAUDHARY	40000	Individual
92	RAKESHKUMAR K CHAUDHARY	40000	Individual
93	VARSHA RAKESH CHAUDHARY	40000	Individual
94	MADHUBHAI KESHARBHAI CHAUDHARY	40000	Individual
95	MUKESH SAMPAT	39000	Individual
96	RASHMI N. JOSHI	39000	Individual
	<b>TOTAL</b>	<b>5615500</b>	

**“RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the above-mentioned Strategic Investors, inter alia, subject to the following:

- the Relevant Date for the purpose of determining the minimum Issue Price of the shares on Preferential basis under the SEBI (ICDR) Regulations, 2009 shall be 12th November, 2014, being the date thirty (30) days prior to 12th December, 2014 i.e., the date on which the Extraordinary General Meeting of the members is convened, in terms of relevant sections of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to consider the proposed preferential issue.
- the equity shares to be issued and allotted pursuant to the preferential allotment, shall be in dematerialized form only.
- the equity shares to be issued and allotted shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on the Stock Exchange and shall rank pari passu in all respects with the existing equity shares of the Company.
- the new equity shares to be allotted to the allottee shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009.
- the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.”



**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and resolve any doubts, difficulties or questions that may arise in regard to offer, issue and allotment of Equity Shares and to effect any modification to the foregoing (including any modification of terms of the said issue) and to execute all such writings, documents and instruments as the Board may at its absolute discretion deem fit, necessary, expedient or desirable.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any amendments, modifications, variations and alterations as the GOI/SEBI or any other regulatory authority may stipulate in that behalf.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company be and hereby severally authorised to do all such acts, deeds and take such steps as may be required to give effect to the above resolutions.”

#### **ITEM NO. 5**

**TO CHANGE THE NAME OF THE COMPANY FROM “HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED” TO “SHIVGANGA MACHINERIES & ENGINEERING SERVICES LIMITED”**

To consider and if thought fit, to pass the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13(2) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Central Government, Registrar of Companies and all other statutory approvals as may be required in this matter, consent of the Company be and is hereby granted for changing the name of the Company from **“HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED”** to **“SHIVGANGA MACHINERIES & ENGINEERING SERVICES LIMITED”** or any other name as may be approved and made available by the Registrar of Companies, West Bengal, Kolkata.”

**“RESOLVED FURTHER THAT** the name **“HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED”** wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name **“SHIVGANGA MACHINERIES & ENGINEERING SERVICES LIMITED.”**

**“RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby authorized to sign and file all the e-forms and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

By Order of the Board

**For HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED**

**Mr. Chetan Shinde**  
**Executive Director**

**Date: 17th November, 2014**

**Place: Nagpur**

## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. Proxies in order to be effective must be received at the registered office of the Company, not less than forty-eight hours before the commencement of this Extra Ordinary General Meeting.
2. The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business set out in the notice is annexed hereto.
4. The Documents referred to in this Notice and Explanatory Statements are open for inspection at the registered office of the Company during office hours on all working days except Saturday and holidays between 10.30 am to 12.30 p.m. up to the date of the Extra Ordinary General Meeting.
5. Members / Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
6. The Board of Directors has appointed Mr. Mandar Palav, Practicing Company Secretary, having membership No. 27695 and Certificate of Practice No. 13006, as the Scrutinizer for conducting this E-voting process in a fair and transparent manner.

## PROCESS FOR E-VOTING:

### 1. Instructions for e-voting:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the EGM, and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited ("CDSL").

Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

### A. The instructions for members voting electronically are as under:

- (i) The voting period begins on 5th December, 2014 at 10:00 A.M. and ends on 6th December, 2014 at 6:00 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 14th November, 2014, 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](http://www.evotingindia.com).
- (iii) Click on "Shareholders".
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, 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](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are first time user follow the steps given below:

	<b>For Members holding shares in Demat and Physical Form</b>
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"><li>• 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.</li><li>• 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 name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
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>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"><li>• Please Enter the DOB or Dividend Bank Details in order to Login. If the details are not recorded with the depository or company then please enter the member id/ folio no. In the Dividend Bank Details fields as mentioned in the instruction (iv).</li></ul>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly 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 EVSN for the HARI GANGA MACHINERIES & ENGINEERING SERVICES 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 Resolutions.

(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 changed password then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.

(xviii) Notes for Institutional Shareholders:

- Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xx) The result of the voting will be announced at Old Motor Stand, Itwari, Nagpur – 440 008 by the chairman of the meeting at the EOGM to be held on 12th December, 2014. The result of the voting will be communicated to the Stock Exchanges and will also be posted on the website of the Company.

### **Explanatory Statement pursuant to section 102 of the Companies Act, 2013**

#### **ITEM NO. 1, 2 & 3:**

In order to generate long term funds by issue of Equity Shares to eligible investors, subject to necessary provisions and approvals, the Board of Directors in their meeting held on November 13, 2014, have decided to reclassify and to increase the existing Authorized Share Capital of the Company presently comprising of Rs. 1,25,00,000 (Rupees One Crore Twenty Five Lacs only) divided into 11,00,000 (Eleven Lacs) Equity Shares of Rs. 10/- each aggregating to 1,10,00,000 (One Crore Ten Lacs Only) and 15,000, 10% Redeemable cumulative Preference shares of Rs.100 each aggregating to Rs. 15,00,000 (Fifteen Lacs Only) total aggregating to Rs. 1,25,00,000 (One Crore Twenty Five Lacs) into 12,50,000 Equity shares of Rs. 10 each aggregating to 1,25,00,000 (One Crore Twenty Five Lacs Only) and then further increase to Rs. 7,00,00,000 (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- each by creation of additional 57,50,000 (Fifty Seven Lacs Fifty Thousand) Equity Shares of Rs.10/- each.

The aforesaid increase in the Authorized Share Capital will require the amendment of the Capital Clause of the Memorandum of Association and the Articles of Association of the Company. Thus the Special Resolution proposed for alteration of Clause V of the Memorandum of Association of the Company and Special Resolution for alteration in Article 3 (a) of the Articles of Association of the Company is required to enable the above proposal to be implemented. Hence the resolutions set out in Item Nos. 1, 2 and 3 are placed for consideration of the shareholders.

The Board of Directors accordingly recommends the passing of resolutions set out in item nos. 1 & 2 as an Ordinary Resolution and 3 as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Items No. 1, 2 & 3.

**ITEM NO. 4:**

The necessary information and disclosures pertaining to the proposed Preferential Allotment in terms of the regulation 73(1) of SEBI (ICDR) Regulations, 2009 are set out as below:

**a) Object of the Issue:**

The main object of the issue of equity shares pursuant to the Resolution set out in the accompanying Notice shall be to augment resources for meeting its business requirements, expansion plans and also to meet long working capital requirements of the Company and other general corporate purpose.

**b) The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:** There is no intention of any Promoters, Directors and Key Management Persons of the Company to subscribe to the captioned Preferential Issue.**C) Shareholding Pattern before and after the Offer: (as of 14th November, 2014)**

PARTICULARS	PRE PREFERENTIAL ISSUE		POST PREFERENTIAL ISSUE (Assuming full allotment of 56,15,500 Equity Shares)	
	No. of Shares	% of share capital	No. of Shares	% of share capital
Class of Shareholders				
A. Promoters & Promoter Group				
a. Indian Promoters	145200	29.04	145200	2.37
b. Foreign Promoter	0	0.00	0	0
Total for Promoter Group	145200	29.04	145200	2.37
B. Public Shareholdings				
i Institutional	0	0.00	0	0
ii Non Institutional				
- Bodies Corporate	0	0.00	0	0
- Individuals				
Individual shareholders holding nominal share capital up to Rs. 1 Lakh	354800	70.96	354800	5.80
Individual shareholders holding nominal share capital excess of Rs. 1 lakh	0	0.00	5615500	91.83
- NRIs/ OCBs	0	0.00	0	0
- Clearing Members	0	0.00	0	0
Total Public Shareholdings	354800	70.96	5970300	97.63
<b>GRAND TOTAL (A) + (B)</b>	<b>500000</b>	<b>100.00</b>	<b>6115500</b>	<b>100.00</b>

**d) Consequential Changes in the Voting Rights:**

Voting rights will change in tandem with the shareholding pattern.

**e) Proposed time within which allotment shall be completed:**

The Board proposes to allot the Equity Shares within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders in the Extraordinary General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any Regulatory Authority or the Central Government, the period of 15 (fifteen) days shall be counted from the date of such approval or permission.

**f) Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares / Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

Sr. No.	Name of the Proposed Allottee	PAN of the Proposed Allottee	Address of the Proposed Allottee	Name (s) of the natural person in control of the proposed Allottee	No. of Equity Shares held prior to the Preferential Allotment	No. of Equity Shares to be issued and allotted	No. of Post Issue Equity and Voting Share Capital	% of Post Issue Equity and Voting Share Capital
1	JIGNA BHADRESH SHAH	AOEPS 3700 F	E-1801/02/03, AGARWAL RESIDENCY, SHANKAR LANE, KANDIVALI (E), MUMBAI - 400 067		0	180,000	180,000	2.94
2	JAYESH C SHAH	AMIPS 6849 R	B/903, PRATAP HERITAGE, L.T. ROAD, OPP VEER SAVARKAR UDYAN, BORIVALI (W), MUMBAI		0	25,000	25,000	0.41
3	MUKESH JIVRAJ SHAH	ALMPS 8387 D	1301, 13TH FLOOR, PUNYA APT, 29/33, DR. WILSON STREET, GIRGAON, MUMBAI - 400 004.		0	50,000	50,000	0.82
4	ASHOK J SHAH	AKYPS 7066 A	1101, 11TH FLOOR, EARTH PRIDE BLDG, SADASHIV LANE, V.P. ROAD, GIRGAON, MUMBAI - 400 004		0	50,000	50,000	0.82
5	REKHA MAHESH JAIN	AHHPJ 3384 J	ORBIT HEIGHT, 31ST FLOOR, FLAT NO.3103/3104, NANA CHOWK, J.D. MARG, GRANT ROAD, MUMBAI - 400 007		0	80,000	80,000	1.31
6	ALPESH D JAIN	AFEPJ 8476 N	ORBIT HEIGHT, 31ST FLOOR, FLAT NO.3103/3104, NANA CHOWK, J.D. MARG, GRANT ROAD, MUMBAI - 400 007		0	40,000	40,000	0.65
7	MAHESH D JAIN	ADYPJ 2863 M	ORBIT HEIGHT, 31ST FLOOR, FLAT NO.3103/3104, NANA CHOWK, J.D. MARG, GRANT ROAD, MUMBAI - 400 007.		0	80,000	80,000	1.31

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8	MAHESH D JAIN HUF	AAKHM 4609P	ORBIT HEIGHT, 31ST FLOOR, FLAT NO.3103/3104, NANA CHOWK, J.D. MARG, GRANT ROAD, MUMBAI - 400 007		0	40,000	40,000	0.65
9	MR. ASHISH KARSANDAS BHANSALI  MRS.NIMISHA ASHISH BHANSALI	AAGPB5122L  AAPPB8003R	ANANDMOULD STEELS PVT. LTD., PLOT NO.1442, ROAD NO.16, KALAMBOLI JOINT WITH WAREHOUSING COMPLEX, KALAMBOLI, NAVI MUMBAI - 410218		0	25,000	25,000	0.41
10	MR. KARSANDAS PURSHOTTAM BHANSALI  MRS. JAMNA KARSANDAS BHANSALI	AAEPB6505F  AAEPB6507H	ANANDMOULD STEELS PVT. LTD., PLOT NO.1442, ROAD NO.16, KALAMBOLI JOINT WITH WAREHOUSING COMPLEX, KALAMBOLI, NAVI MUMBAI - 410218		0	25,000	25,000	0.41
11	ANAND KARSANDAS BHANSALI  TRUPTI ANAND BHANSALI	AAEPB6506G  AACPB6667L	1201-A- WING, KRUSHAL TOWERS, G. M ROAD, CHEMBUR (W), MUMBAI - 400 089.		0	25,000	25,000	0.41
12	HARILAL RAVAJI PATEL	AABPP3789L	PLOT NO. 6, 3RD FLOOR, UMA PARK SOCIETY, B/H.UMABHAVAN, ANKLESHWAR, BHARUCH		0	40,000	40,000	0.65
13	VINOD DATRANIYA	AAVPD9043K	PAWAN LAMINATES, NEAR NAVJIVAN CIRCLE, BHATAD, SURAT		0	50,000	50,000	0.82
14	BHAVIK TREVADIA	ACSPT6419L	401, GALA SHILP, 4TH FLOOR, D. S. BABREKAR MARG, DADAR (W), MUMBAI - 400028		0	120,000	120,000	1.96

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15	HEMAL TREVADIA	AFSPT5556M	5 GANESH NIKETAN, V. S. AGASHE ROAD, OPP. GOKHALE HOSPITAL, DADAR (W), MUMBAI - 28		0	120,000	120,000	1.96
16	HEMANT MEHTA HINA HEMANT MEHTA	AACPM 3267 D AADPM8955B	603, SIDDHI APARTMENT, RIDDHI SIDDHI COMPLEX, TILAK ROAD, RAJAWADI, GHATKOPAR EAST, MUMBAI - 400 077.		0	100,000	100,000	1.64
17	JITENDRA KHANDOL	ABWPK 4380 J	PLOT NO 467, WARD 12/C, LILASHA NAGAR, GANDHIDHAM, KUTCH - 370201		0	40,000	40,000	0.65
18	BHAVANA KHANDOL	AOXPK 8650 F	PLOT NO 467, WARD 12/C, LILASHA NAGAR, GANDHIDHAM, KUTCH - 370 201		0	40,000	40,000	0.65
19	KRUNAL JAYANTILAL SHAH	AWPPS 9535 H	FLAT NO 7, PLOT NO 183, SUDARSHAN BUILDING GARODIA NAGAR, GJATKOPAR EAST MUMBAI - 400 077		0	40,000	40,000	0.65
20	DILIP NAGJI SHAH SHEFALI DILIP SHAH	AAKPS 6079 H AAQPS 0485 F	402, PRANAV RESIDENCY CHS LTD., 302, BHIMANI STREET, MATUNGA (CR), MUMBAI 400 019		0	25,000	25,000	0.41
21	SHEFALI DILIP SHAH DILIP NAGJI SHAH	AAQPS 0485 F AAKPS 6079 H	402, PRANAV RESIDENCY CHS LTD., 302, BHIMANI STREET, MATUNGA (CR), MUMBAI 400 019		0	25,000	25,000	0.41
22	MAHESH NAGJI SHAH DINA MAHESH SHAH	AAGPS 4240 N AAQPS 0527 C	404, PRANAV RESIDENCY, PLOT NO. 303, BHIMANI STREET, MATUNGA (CR), MUMBAI 400 019		0	25,000	25,000	0.41
23	DINA MAHESH SHAH MAHESH NAGJI SHAH	AAQPS 0527 C AAGPS 4240 N	404, PRANAV RESIDENCY, PLOT NO. 303, BHIMANI STREET, MATUNGA (CR), MUMBAI 400 019.		0	25,000	25,000	0.41



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24	DILIP NAGJI SHAH	AAFHD 6189 Q	404 PRANAV RESIDENCY, BHIMANI STREET, MATUNGA (CR) MUMBAI 400 019.		0	25,000	25,000	0.41
25	MAHESH NAGJI SHAH	AAJHM 4144 C	404, PRANAV RESIDENCY, PLOT NO. 303, BHIMANI STREET, MATUNGA (CR), MUMBAI 400 019.		0	25,000	25,000	0.41
26	JAYANTIBHAI SOMCHAND MEHTA	AJIPM9287A	8A, JAYENDRA BHUAVAN, S. K. BOLE ROAD, DADAR WEST MUMBAI - 400 028.		0	30,000	30,000	0.49
27	JAYABEN JAYANTIBHAI MEHTA	AJIPM9288R	8A, JAYENDRA BHUAVAN, S. K. BOLE ROAD, DADAR WEST MUMBAI - 400 028.		0	30,000	30,000	0.49
28	KETAN RAJNIKANT DOSHI (HUF)	AABHD 6184 R	401, SUNRISE APARTMENT, BALIKA VIDYALAYA ROAD, NEAR ADUKIA SCHOOL, KANDIVALI (WEST) MUMBAI 400 067		0	50,000	50,000	0.82
29	KETAN RAJNIKANT DOSHI	AABPD 5985 A	401, SUNRISE APARTMENT, BALIKA VIDYALAYA ROAD, NEAR ADUKIA SCHOOL, KANDIVALI (WEST) MUMBAI 400 067		0	50,000	50,000	0.82
	SHITAL KETAN DOSHI	AAIPD 6602 R	401, SUNRISE APARTMENT, BALIKA VIDYALAYA ROAD, NEAR ADUKIA SCHOOL, KANDIVALI (WEST) MUMBAI 400 067		0	50,000	50,000	0.82
30	SHITAL KETAN DOSHI	AAIPD 6602 R	401, SUNRISE APARTMENT, BALIKA VIDYALAYA ROAD, NEAR ADUKIA SCHOOL, KANDIVALI (WEST) MUMBAI 400 067		0	50,000	50,000	0.82
	KETAN RAJNIKANT DOSHI	AABPD 5985 A	401, SUNRISE APARTMENT, BALIKA VIDYALAYA ROAD, NEAR ADUKIA SCHOOL, KANDIVALI (WEST) MUMBAI 400 067		0	50,000	50,000	0.82
31	SHANTILAL R TANK HUF	AALHS 7358 Q	PLOT NO 88/89, RANCHHOD KRUPA BUNGALOW, SECTOR -1 RSC 22, OPP DAYANAND SCHOOL, CHARKOP KANDIVALI (WEST), MUMBAI 400 067.		0	100,000	100,000	1.64

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32	NIRUBEN SHANTILAL TANK	ABTPT 7753 P	PLOT NO 88/89, RANCHHOD KRUPA BUNGALOW, SECTOR -1 RSC 22, OPP DAYANAND SCHOOL, CHARKOP KANDIVALI (WEST), MUMBAI 400 067.		0	100,000	100,000	1.64
33	HARSHAD SHANTILAL TANK	AHUPT 9664 L	PLOT NO 88/89, RANCHHOD KRUPA BUNGALOW, SECTOR -1 RSC 22, OPP DAYANAND SCHOOL, CHARKOP KANDIVALI (WEST), MUMBAI 400 067.		0	100,000	100,000	1.64
34	VEERAL SHANTILAL TANK	AQRPT 1335 Q	PLOT NO 88/89, RANCHHOD KRUPA BUNGALOW, SECTOR -1 RSC 22, OPP DAYANAND SCHOOL, CHARKOP KANDIVALI (WEST), MUMBAI 400 067.		0	100,000	100,000	1.64
35	BHANWAR LAL JAIN AND SONS HUF	AAAHB 2212 F	FM SHANTHI NIKETAN, NO.43.AUDIAPPA NAICKEN STREET, 3RD FLOOR B FLAT SOWCARPET, CHENNAI-600079		0	22,500	22,500	0.37
36	PRAKASH CHAND BAGHMAR	AAEPB 2907 K	FM SHANTHI NIKETAN, NO.43, AUDIAPPA NAICKEN STREET, 3RD FLOOR B FLAT SOWCARPET, CHENNAI - 600079.		0	22,500	22,500	0.37
37	CHANDA DEVI BAGHMAR	AAGPC 5013 R	FM SHANTHI NIKETAN, NO. 43. AUDIAPPA NAICKEN STREET, 3RD FLOOR B FLAT SOWCARPET, CHENNAI-600079		0	22,500	22,500	0.37
38	PADAM CHAND BAGHMAR	AAEPB 2905 M	FM SHANTHI NIKETAN, NO.43, AUDIAPPA NAICKEN STREET, 3RD FLOOR B FLAT SOWCARPET, CHENNAI-600079		0	22,500	22,500	0.37

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39	SARALA DEVI BAGHMAR	AAEPB 2978 C	FM SHANTHI NIKETAN, NO.43, AUDIAPPA NAICKEN STREET, 3RD FLOOR B FLAT SOWCARPET, CHENNAI - 600079		0	22,500	22,500	0.37
40	DINESH CHAND BAGHMAR AND SONS HUF	AAAHD 2138 J	FM SHANTHI NIKETAN, NO. 43, AUDIAPPA NAICKEN STREET, 3RD FLOOR, B FLAT SOWCARPET, CHENNAI - 600 079		0	22,500	22,500	0.37
41	SONAM BAGHMAR	BZBPB 2401 B	FM SHANTHI NIKETAN, NO. 43, AUDIAPPA NAICKEN STREET, 3RD FLOOR B FLAT, SOWCARPET, CHENNAI - 600079		0	22,500	22,500	0.37
42	MUKESH CHAND BAGHMAR	AAGPM 1887 R	FM SHANTHI NIKETAN, NO.43, AUDIAPPA NAICKEN STREET, 3RD FLOOR B FLAT SOWCARPET, CHENNAI - 600079.		0	22,500	22,500	0.37
43	MUKESH CHAND BAGHMAR AND SONS HUF	AADHM 5301 H	FM SHANTHI NIKETAN, NO.43, AUDIAPPA NAICKEN STREET, 3RD FLOOR B FLAT SOWCARPET, CHENNAI - 600079.		0	22,500	22,500	0.37
44	RAMINDERKAUR G GILL	AJUPG2105K	902, AVALON RAHEJA ACROPOLIS, MEGHANI ESTATE, BEHIND TELECOM FACTORY, DEONAR, MUMBAI - 88		0	25,000	25,000	0.41
45	GURBINDER SINGH JASBIR SINGH GILL	AABPG0698R	902, AVALON RAHEJA ACROPOLIS, MEGHANI ESTATE, BEHIND TELECOM FACTORY, DEONAR, MUMBAI-88		0	25,000	25,000	0.41
46	JASBIRKAUR JASBIR SINGH GILL	AADPG5420D	902, AVALON RAHEJA ACROPOLIS, MEGHANI ESTATE, BEHIND TELECOM FACTORY, DEONAR, MUMBAI-88		0	25,000	25,000	0.41

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47	JASBIRSINGH SANTOKHSINGH GILL	AACPG4670N	902, AVALON RAHEJA ACROPOLIS, MEGHANI ESTATE, BEHIND TELECOM FACTORY, DEONAR, MUMBAI-88		0	25,000	25,000	0.41
48	HETAL VIJAY SHAH	AQDPS9603C	B-63 VANSHREE CHS, GANJAWALA LANE, L T ROAD, BORIVALI WEST MUMBAI - 400091		0	50,000	50,000	0.82
49	HASMUKH RAVJI SHAH	AAGPS9728R	1605 PRATHMESH TOWER, OPP. DON BOSCO SCHOOL, NEW MHB COLONY BORIVALI WEST, MUMBAI - 400091		0	50,000	50,000	0.82
50	MOHAN LAL BOOB	AACP4849A	AMARNATH APT., BLDG NO 1, FLAT NO 3, GUNDAVALI VILLAGE, ANDHERI EAST, MUMBAI - 400069		0	50,000	50,000	0.82
51	HEMANT LALJI VIRA	AAAPV4817C	ROOM NO 1-2, SONAR CHAWL, 909 KATRAK ROAD, OPP SAINATH HOTEL WADALA WEST, MUMBAI 400031		0	35,000	35,000	0.57
52	PRIYANKA GAURAV TREVADIA	APGPT0834G	1301, RAHEJA MAJESTIC, NEXT TO STAR CITY CINEMA, TAIKAL WADI RAOD, MATUNGA		0	100,000	100,000	1.64
	GAURAV PRAVIN TREVADIA	AFUPT4203K	MATUNGA WEST, MUMBAI - 400016.					
53	SHAILESH KHUSHRAJ KHATRI	AGSPK3440J	C/20, SAIBABA ENCLAVE BLDG NO 3., OFF S. V. ROAD, NEAR CITI CENTER, GOREGAON WEST, MUMBAI 400062		0	40,000	40,000	0.65
54	NILESH SURENDRA SHAH	AAGPS7394K	D 22, BLDG NO 3, SAIBABA ENCLAVE, GOREGAON WEST MUMBAI 400-062.		0	40,000	40,000	0.65

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55	HARISH P CHHATWANI	ADZPC9390A	B-607, KAVERI APARTMENTS, JANGID COMPLEX, SILVER PARK, MIRA ROAD (EAST), THANE 401107.		0	20,000	20,000	0.33
56	KIRTI H CHHATWANI	AJEPC4898F	B-607, KAVERI APARTMENTS, JANGID COMPLEX, SILVER PARK, MIRA ROAD (EAST) THANE 401107		0	20,000	20,000	0.33
57	SUNIL JHUNJHUNWALA HUF	AALHS 8549 B	304, ARCADIA, NARIMAN POINT, MUMBAI - 400 021		0	60,000	60,000	0.98
58	BHARAT M KUBADIA HUF	AAGHB 6660 R	115/A/8 SHANKAR NEWAS JAIN SOCIETY, SION (WEST) MUMBAI 400022		0	25,000	25,000	0.41
59	SHEETAL J KANABAR	AWVPK0097N	PODAR BHAVAN, BLOCK -11, 2ND FLOOR, PAREKH LANE, S. V. ROAD, KANDIVALI WEST MUMBAI - 400 067.		0	25,000	25,000	0.41
60	JYOTI R. KANABAR	AWVPK9988M	PODAR BHAVAN, BLOCK -11, 2ND FLOOR, PAREKH LANE, S. V. ROAD, KANDIVALI WEST MUMBAI - 400 067.		0	25,000	25,000	0.41
61	RAKESH R. KANABAR	AJLPK6494N	PODAR BHAVAN, BLOCK -11, 2ND FLOOR, PAREKH LANE, S. V. ROAD, KANDIVALI WEST MUMBAI - 400 067.		0	25,000	25,000	0.41
62	SHAILESH NARPATCHAND MEHTA	AMUPM8578P	SHOP NO-5, GROUND FLOOR. 21, V. P.ROAD, MUMBAI GROUND FLOOR. 21, R.K BLDG, 9TH KHETWADI LANE, V. P.ROAD, MUMBAI		0	25,000	25,000	0.41

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63	PARESH N MEHTA	BEJPM1081F	SHOP NO-5, GROUND FLOOR. 21, R.K BLDG, 9TH KHETWADI LANE V. P.ROAD, MUMBAI		0	25,000	25,000	0.41
64	MUKESHBHAI BHAYABHAI PATEL	ACCPP 1908 Q	1ST FLOOR, SHANTINIKETAN AIR PORT, VESU CHAR RASTA, VESU, SURAT		0	600,000	600,000	9.81
65	HIMMATBHAI BABUBHAI SORATHIA	AEUPS 5370 R	1ST FLOOR, SHANTINIKETAN AIR PORT, VESU CHAR RASTA, VESU, SURAT		0	600,000	600,000	9.81
66	DURLABHBHAI PATEL	AAVPP 7938 H	214-215, VUTHAL NAGAR, N. V. ROAD, HIRA BAUG, VARACHHA, SURAT - 395006		0	90,000	90,000	1.47
67	BHARATBHAI LUKHI	ABRPL 1997 M	214-215, VUTHAL NAGAR, N.V.ROAD, HIRA BAUG, VARACHHA, SURAT - 395006		0	60,000	60,000	0.98
68	ILABEN BHARATBHAI LUKHI	AERPL 2403 D	711, PRITI PARADISE, A WING, BEFORE LALLUBHAI, A1 PARK, DADBHAI X ROAD NO.3, VILE PARLE (W), MUMBAI - 400 056.		0	40,000	40,000	0.65
69	BHARATBHAI MAIWALA	ABLPM 2116 P	6/386, AMLISHERI, GR 3RD FLOOR, KOLSAWAD, MANCHHARPURA, SURAT - 395 003.		0	25,000	25,000	0.41
70	NIMISHA MAIWALA	ACHPM 1048 B	6/386, AMLISHERI, GR 3RD FLOOR, KOLSAWAD, MANCHHARPURA, SURAT - 395003		0	25,000	25,000	0.41
71	PRANAV BIMBHAT	BWYPB 3645 P	80, DR ANNIE BESANT ROAD, WORLI, MUMBAI - 18.		0	50,000	50,000	0.82

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72	RAJKUMAR SHARMA	AQDPS 0708 G	601,DURGA CHAMBER, 40, WATERFEILD ROAD, TURNER ROAD, BANDRA WEST MUMBAI 400050		0	100,000	100,000	1.64
73	KHANDOL VASANTKUMAR DHANJI (HUF)	AAGHK7098L	"PANCHDHAN",15-16, VARDHAMAN NAGAR, HOSPITAL ROAD, BHUJ-KUTCH 370001, GUJARAT.		0	25,000	25,000	0.41
74	ROHIT B. MORABIA (HUF)	AAPHR3600A	B-7, MOHANLAL MANSION, BHANDARKAR ROAD, MATUNGA, MUMBAI - 400019 MAHARASHTRA.		0	25,000	25,000	0.41
75	RAJAN B. MORABIA (HUF)	AAPHR3601B	1001, VASTU BUILDING, 10TH FLOOR, LAXMI NARAYAN LANE, MATUNGA, MUMBAI - 400019.		0	25,000	25,000	0.41
76	MURTUZAA KACHWALA	AGEPK 6143 L	4TH FLOOR, 645 A GIRGOAN ROAD, OPP METRO CINEMA, MUMBAI - 400002.		0	25,000	25,000	0.41
77	JATIN MANILAL FARIA	AAEPF 5812 B	A/302, HARMONY CHS, 3RD CROSS LANE, LOKHANDWALA COMPLEX, ANDHERI WEST, MUMBAI - 400 053.		0	50,000	50,000	0.82
78	SACHIN MANILAL FARIA	AAHPF 1911 C	A/302, HARMONY CHS, 3RD CROSS LANE, LOKHANDWALA COMPLEX, ANDHERI WEST, MUMBAI - 400 053.		0	50,000	50,000	0.82
79	ASHOK VOHRA	ACBPV 9538 P	SOMRAJ COTTAGE, GREEN FIELD ESTAT, A.B. NAIR ROAD, JUHU, MUMBAI - 49		0	100,000	100,000	1.64
80	ANUPA VOHRA	AFMPM 8204 R	SOMRAJ COTTAGE, GREEN FIELD ESTAT, A.B. NAIR ROAD, JUHU, MUMBAI -49		0	100,000	100,000	1.64

Sr. No.	Name of the Proposed Allottee	PAN of the Proposed Allottee	Address of the Proposed Allottee	Name (s) of the natural person in control of the proposed Allottee	No. of Equity Shares held prior to the Preferential Allotment	No. of Equity Shares to be issued and allotted	No. of Post Issue Equity and Voting Share Capital	% of Post Issue Equity and Voting Share Capital
81	PRAFULLA BHAT	AMEPB 0155 F	B-2306, SKY FLAMA, DOSTI FLAMINGOS, CHINA MILL COMPOUND, T J MARG, SEWREE MUMBAI -400 015		0	100,000	100,000	1.64
82	SHUBHASH-CHANDRA BHAT	ABEPB 3345 G	B-2306, SKY FLAMA, DOSTI FLAMINGOS CHINA MILL COMPOUND, T J MARG, PAREL - SEWREE MUMBAI - 400 015.		0	100,000	100,000	1.64
83	DINESH BHIMSHI FURIA	AADPF 9694 G	B1 FLAT NO 101, KAMLA NAGAR, DILIP APARTMENT, M.G. ROAD, KANDIVALI (WEST), MUMBAI - 400067.		0	25,000	25,000	0.41
84	HARSHAD V TOLIA	AAAPT3009N	402, AMRUT CO.OP. HOS SOCIETY, P. M ROAD, NEAR HIGHLIGHT MALL, SANTACRUZ (W), MUMBAI-54.		0	100,000	100,000	1.64
85	LATA H. TOLIA	AAGPT5615C	402, AMRUT CO.OP. HOS SOCIETY, P. M ROAD, NEAR HIGHLIGHT MALL, SANTACRUZ (W), MUMBAI-54.		0	50,000	50,000	0.82
86	BHAVIK CHANDRAKANT KOTECHA	APCPK 0540 A	A-404, BHOOMI ENCLAVE, MAHAVIR NAGAR KANDIVALI (WEST) MUMBAI - 400 067.		0	25,000	25,000	0.41
87	DALPATRAJ POKHRAJ JAIN HUF	AAEHD6218B	3, PARVATI NIWAS, 1ST FLOOR, 556/B, ADENWALA ROAD, MATUNGA (CR) MUMBAI - 400 019.		0	25,000	25,000	0.41
88	ZAVER DALPATRAJ JAIN	ADWPJ8220C	3, PARVATI NIWAS, 1ST FLOOR, 556/B, ADENWALA ROAD, MATUNGA (CR), MUMBAI - 400 019.		0	25,000	25,000	0.41



Sr. No.	Name of the Proposed Allottee	PAN of the Proposed Allottee	Address of the Proposed Allottee	Name (s) of the natural person in control of the proposed Allottee	No. of Equity Shares held prior to the Preferential Allotment	No. of Equity Shares to be issued and allotted	No. of Post Issue Equity and Voting Share Capital	% of Post Issue Equity and Voting Share Capital
89	DARSHAK MAHESH RUPANI	AGTPR6549L	312A, KAILAS PLAZA, VALLABH BAUG LANE, GHATKOPAR (EAST), MUMBAI - 400 077		0	50,000	50,000	0.82
90	DILIP SHANKERBHAI CHAUDHARY	ABBPC3875F	WATER WORLD RESORT, AMIPURA, AHMEDABAD MEHSANA HIGHWAY, MEHSHANA, GUJARAT		0	40,000	40,000	0.65
91	JAGDISH MADHAVLAL CHAUDHARY	AGZPC9266F	WATER WORLD RESORT, AMIPURA, AHMEDABAD MEHSANA HIGHWAY, MEHSHANA, GUJARAT		0	40,000	40,000	0.65
92	RAKESHKUMAR K CHAUDHARY	ABGPC1341M	WATER WORLD RESORT, AMIPURA, AHMEDABAD MEHSANA HIGHWAY, MEHSHANA, GUJARAT		0	40,000	40,000	0.65
93	VARSHA RAKESH CHAUDHARY	ABBPC3890N	WATER WORLD RESORT, AMIPURA, AHMEDABAD MEHSANA HIGHWAY, MEHSHANA, GUJARAT		0	40,000	40,000	0.65
94	MADHUBHAI KESHARBHAI CHAUDHARY	ABBPC3460A	WATER WORLD RESORT, AMIPURA, AHMEDABAD MEHSANA HIGHWAY, MEHSHANA, GUJARAT		0	40,000	40,000	0.65
95	MUKESH SAMPAT	BHNPS 3416 F	44/429, PRATHNA SAMAJ, S.V.P. ROAD, DHARAMSHI HALL, MUMBAI- 400 004		0	39,000	39,000	0.64
96	RASHMI N. JOSHI	AGSPJ 6909 M	B-1204, VRINDAVAN BUILDING, RAMBAUG LANE, OFF. S.V.ROAD, OPP. HIMALAYA HIGH SCHOOL, BORIVALI (WEST). MUMBAI -400 092		0	39,000	39,000	0.64

**g) Lock-in:**

The aforesaid allotment of Equity Shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.

**h) Change in the control or composition of the Board:**

Subsequent to the proposed issue of Equity Shares on Preferential Basis, there will neither be a change in control nor a change in the management of the Company. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment of equity shares.

**i) Price of the Issue:**

The preferential allotment of 56,15,500 equity shares of the face value of Rs. 10/- each shall be issued at a price of Rs. 10/- per equity share, in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009, as amended thereof.

**j) Undertakings:**

- (i) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, as amended thereof where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009; the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

**k) Auditor's Certificate:**

A copy of the certificate from a Independent Auditors, J H Ghumara & Co., Chartered Accountants, Mumbai certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issues, will be available for inspection at the Registered Office of the Company during 3.00 P.M. to 5.00 P.M.

Any of the equity shares that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/investor, on the same terms and conditions.

The consent of the Shareholders is being sought pursuant of Section 42, 62 and other applicable provisions of the Companies Act, 2013, if any, and in terms of the provisions of the Listing Agreements executed by the Company with The Calcutta Stock Exchange Ltd. where the Company's shares are listed.

**ITEM NO. 5:**

The promoters of the company have proposed to change the name of the company from "**HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED**" to "**SHIVGANGA MACHINERIES & ENGINEERING SERVICES LIMITED**" or any other name as may be approved and made available by the Registrar of Companies, Mumbai, Maharashtra."

The provisions of the Companies Act, 2013, inter alia, require approval of the Members of the Company by way of Special Resolution for change of name of the Company and for consequential alteration of Memorandum and Articles of Association of the Company.

By Order of the Board

**For HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED**

**Mr. Chetan Shinde**

**Executive Director**

**Date: 17th November, 2014**

**Place: Nagpur**

## HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED

Regd. Office: Old Motor Stand, Itwari, Nagpur - 440008.

CIN: L45208MH1980PLC022506

### PROXY FORM

DP ID & Client ID No. \_\_\_\_\_

Folio No \_\_\_\_\_

No. of Shares \_\_\_\_\_

I/We \_\_\_\_\_  
of \_\_\_\_\_

being a Member/Shareholders of Hariganga Machineries & Engineering Services Limited hereby appoint

\_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ or failing him/ her  
\_\_\_\_\_ of \_\_\_\_\_ as my / our  
proxy in my/our absence to attend and vote for me/us, and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Old Motor Stand Itwari, Nagpur-440008, Maharashtra, on Friday, 12th December, 2014 at 10.00 A.M. and/or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note: 1.** The Proxy must be deposited at the Registered Office of the Company at \_\_\_\_\_ not less than 48 hours before the time for holding the meeting.

## HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED

Regd. Office: Old Motor Stand, Itwari, Nagpur - 440008.

CIN: L45208MH1980PLC022506

### ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE.**

\_\_\_\_\_  
Name of the Shareholder (In Block Letters)

Register Folio No/DP ID & Client ID No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

\_\_\_\_\_  
Name of the Proxy (In Block Letters) in case the Proxy attends instead of the Shareholder(s).

I hereby record my presence at the Extraordinary General Meeting of the Company being held at Old Motor Stand, Itwari, Nagpur-440008, Maharashtra, on Friday, 12th December, 2014 at 10.00 A.M.

Signature of the Shareholder or Proxy \_\_\_\_\_

## BOOK POST

If Undelivered Please Return to :

**HARIGANGA MACHINERIES & ENGINEERING SERVICES LIMITED**

**Registered Office** : Old Motor Stand, Itwari, Nagpur – 440 008.

Telephone: 0712- 2768748/2768749

Website: [www.harigangamachineries.com](http://www.harigangamachineries.com)

Email Id: [harigangamachineries@gmail.com](mailto:harigangamachineries@gmail.com)