

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF MEMBERS OF M/S. MILLITOONS ENTERTAINMENT LIMITED WILL BE HELD ON WEDNESDAY, NOVEMBER 30, 2016 AT 9:00 A.M. AT HOTEL VINFLORA, NO. 157, KAMALAPURI, SRINAGAR COLONY MAIN ROAD, HYDERABAD – 500 073, T.S. FOR CONSIDERATION OF THE FOLLOWING SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARE WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to Section 62(1)(c), Section 42 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum & Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board be and is hereby authorized to create, offer, issue and allot in one or more tranches upto 40,00,000 (Forty Lakh) equity share warrants (“Warrants”) of Re. 1/- (Rupee One Only) each on preferential basis to M/s. Viniato Advisors Private Limited at a premium of Rs. 62.85/- (Rupees Sixty Two and Eighty Five Paise) (price arrived at in accordance with SEBI(ICDR) Regulations, 2009) per warrant or such other price, if applicable, as may be determined in accordance with SEBI(ICDR) Regulations, 2009, if such price is different from the price arrived above/ price that becomes applicable by various regulations issued by the SEBI and exchanges in such manner and on terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI(ICDR) Regulations.

RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of warrants in accordance with the SEBI(ICDR) Regulations shall be October 28, 2016, being the date 30 days prior to the date of passing of this special resolution.

RESOLVED FURTHER THAT the resultant equity shares to be allotted on conversion of warrants in terms of this resolution shall rank pari - passu in all respects with the equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient in its discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and the Company Secretary be and are hereby severally authorized for and on behalf of the Company to take all such actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to the issue or allotment of such warrants and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED LASTLY THAT the board be and is hereby authorized to delegate all or any of the powers herein conferred to any Directors/ Officers of the Company to give effect to this resolution.”

2. INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, contained under the Companies Act, 2013 read with rules made thereunder, consent of the members be and is hereby accorded to increase the existing authorized share capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 10,00,00,000 (Ten Crore) equity shares of Re. 1/- (Rupee One Only) each to Rs. 18,50,00,000/- (Rupees Eighteen Crore and Fifty Lakh Only) divided into 18,50,00,000 (Eighteen Crore and Fifty Lakh) equity shares of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to amend the memorandum of association of the Company by substituting the existing Clause 5th by the following new Clause 5th:

5th The authorised share capital of the Company is Rs. 18,50,00,000/- (Rupees Eighteen Crore and Fifty Lakh Only) divided into 18,50,00,000 (Eighteen Crore and Fifty Lakh) equity shares of Re. 1/- (Rupee One Only) each.”

By Order of the Board
for Millitoons Entertainment Limited

Sd/-
Monica Shrikant Gehlot
Company Secretary

November 03, 2016
Hyderabad

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXY(IES) IN ORDER TO BE EFFECTIVE MUST SUBMIT PROXY FORM AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE ACT IS ATTACHED HEREWITH
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members holding shares in dematerialized form are advised to inform the particulars of change of address and email ids to their respective Depository Participants only. The Company or its Registrar and Transfer Agents cannot act on any request received directly from the members holding shares in dematerialized mode for such changes and such instructions shall be given directly to the Depository Participants by the members.
6. Copies of notice of the EGM are being sent by electronic mode to those members whose email ids are available with our Registrar and Transfer Agents, unless members have requested for physical copy specifically. For members whose e-mail ids are not available, physical copy is being sent by permitted mode. The notice of the EGM is also available on the website of the company: www.millitoons.com.
7. The Company pursuant to Section 108 of Companies Act, 2013 read with rules made thereunder and Regulation 44 of the SEBI (LODR) Regulations, 2015, is providing e-voting facility to its Members to exercise their votes electronically on the item of business given in the Notice through the electronic voting service facility provided by CDSL.
8. Members can opt for only one mode of voting i.e. either by physical ballot paper or remote e-voting. However, if members cast their vote through both mode of voting, then the voting through remote e-voting shall prevail. The members who have cast their vote by remote e-voting may also attend the EGM but shall not be entitled to cast their vote again.
9. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed at the EGM. The result declared, along with the Scrutinizer's Report, will be placed on the Company's website after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on November 27, 2016 at 9:00 AM and ends on November 29, 2016 at 5:00 PM. 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 November 25, 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both 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 Millitoons Entertainment Limited.

(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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for remote e-Voting or sending a request at helpdesk.evoting@cdslindia.com
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 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 linked in the login 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.
- (xxi) 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.
- (xxii) The Company has appointed Mr. Tapasvilal Deora, Company Secretary in Practice as “Scrutinizer” for conducting the e-voting process for the Extra-ordinary General Meeting in a fair and transparent manner.

ANNEXURE TO AND FORMING PART OF THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

The Board of Directors of the Company have been evaluating various business opportunities to develop the existing business and also to diversify in other sectors. With an intention to diversify, the Company has also entered into an agreement to acquire companies in USA in the Hospitality Sector. Thus, with a view to augment funds to leverage such business opportunities and for further diversification, the Board of Directors in their meeting held on November 03, 2016 approved raising funds by means of a preferential allotment of 40,00,000 (Forty Lakh) equity share warrants of Re. 1/- (Rupee One Only) each to M/s. Viniato Advisors Private Limited in one or more tranches at a premium of Rs. 62.85/- (Rupees Sixty Two and Eighty Five Paisa) (price arrived at in accordance with SEBI(ICDR) Regulations, 2009) per warrant or such other price, if applicable, as may be determined in accordance with SEBI(ICDR) Regulations, 2009, if such price is different from the price arrived above/ price that becomes applicable by various regulation issued by the SEBI and exchanges.

Pursuant to provisions of Section 62(1)(c) and Section 42 of Companies Act, 2013 and Regulation 72 of SEBI(ICDR) Regulations, 2009, any preferential allotment of securities is required to be approved by the shareholders by way of Special Resolution. Further, in terms of Regulation 73 of SEBI (ICDR) Regulations, 2009, the following disclosures are required to be made in the explanatory statement to the notice of general meeting:

1. Objects of the issue

To meet the capital requirements for diversification, organic and inorganic growth of the Company, meet capital expansion and working capital requirements, make acquisitions, etc. the Board of Directors of the Company have proposed a preferential issue of 40,00,000 (Forty Lakh) equity share warrants of Re. 1/- (Rupee One Only) each in one or more tranches at a premium of Rs. 62.85/- (Rupees Sixty Two and Eighty Five Paisa) per warrant.

2. Pricing of the Issue

The issue of warrants and equity shares arising through issuance will be at a price not less than higher of following:

(a) the price at which equity shares were issued by the issuer in its initial public offer or the value per share arrived at in a scheme of arrangement under sections 391 to 394 of the Companies Act, 1956, pursuant to which the equity shares of the issuer were listed, as the case may be; or

(b) the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognised stock exchange during the period shares have been listed preceding the relevant date; or

(c) the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The issue price of Rs. 63.85/- per warrant is arrived at in accordance with the SEBI (ICDR) regulations. The price determined is on the basis of the quotes available on the BSE Ltd., wherein the Company shares are traded w.e.f. August 02, 2016.

3. Intention of promoters/directors/ key management persons to subscribe to the offer

The promoters, directors or key management personnel of the issuer do not intent to subscribe to the offer.

4. Relevant Date

The Relevant Date for the purpose of determining the pricing of share arising out of warrants in accordance with Chapter VII of SEBI(ICDR) Regulations, 2009 is Friday, October 28, 2016 (i.e. 30 days prior to the date of Extraordinary General meeting).

5. The Company hereby undertakes that

a) It would re-compute the price of the securities specified above in terms of the provisions of the SEBI(ICDR) Regulations, 2009 if required to do so under the said regulations.

b) If the amount payable, if any, on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

6. Shareholding Pattern of the Company before and after the issue

The shareholding pattern giving the present position is also considering full allotment of warrants and equity shares arising out of the conversion thereof:

Name of the Shareholders	Pre issue shareholding*		Preferential Issue	Post Issue Shareholding**	
	No. of Shares held	% of Shares		No. of Share	No. of shares held
(A) Promoters' Shareholding					
Promoter & Promoter Group					
(1) Indian	--	--	--	--	--
(a) Individuals / HUF	3,96,74,684	48.95	--	3,96,74,684	46.45
(b) Central Govt. / State Govt.	--	--	--	--	--
(c) Bodies Corporate	2,09,60,706	25.86		2,09,60,706	24.65
(d) Financial Institutions / banks	--	--	--	--	--
(e) Any Other (Specify)	--	--	--	--	--
Sub Total (A) (1)	6,06,35,390	74.81		6,06,35,390	71.29
(2) Foreign	--	--	--	--	--
(a) Individuals (Non-Residents Individuals/ Foreign Individuals)	--	--	--	--	--
(b) Bodies Corporate	--	--	--	--	--
(c) Institutions	--	--	--	--	--
(d) Any Other (Specify)	--	--	--	--	--
Sub Total(A)(2)	--	--	--	--	--
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	6,06,35,390	74.81	--	6,06,35,390	71.29

(B 1) Public shareholding	--	--		--	--
(1) Institution	--	--	--	--	--
(a) Mutual Funds/ UTI	--	--	--	--	--
(b) Financial Institutions / Banks	--	--	--	--	--
(c) Central Government/ State Government(s)	--	--	--	--	--
(d) Venture Capital Funds	--	--	--	--	--
(e) Insurance Companies	--	--	--	--	--
(f) Foreign Institutional Investors	--	--	--	--	--
(g) Foreign Venture Capital Investors	--	--	--	--	--
Sub-Total (B)(1)	--	--	--	--	--
B 2 Non-institutions					
(a) Bodies Corporate	86,39,333	10.66	40,00,000	1,26,39,333	14.86
(b) Individuals					
(i) Individuals	2,70,380	0.33	-	2,70,380	0.32
i. Individual shareholders holding nominal share capital up to Rs 2 lakh					
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	11,49,6024	14.18	-	11,49,6024	13.52
(c) NRI	1,041	0.00	-	1,041	0.00
(d) Others	7,332	0.01	-	7,332	0.01
Sub-Total (B)(2)	2,04,14,110	25.19	-	2,44,14,110	28.71
Total Public Shareholding (B)= (B)(1)+(B)(2)	2,04,14,110	25.19	40,00,000	2,44,14,110	28.71
TOTAL (A)+(B)	8,10,49,500	100	40,00,000	8,50,49,500	100

*As on October 28, 2016

***Post Issue Shareholding pattern has been prepared assuming the entire Warrants shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.*

7. Proposed time within which the allotment shall be completed

In terms of Regulation 74(1) of the ICDR Regulations, preferential allotment will be completed within a period of fifteen days from the date of passing of such resolution provided that where the allotment is pending on account of pendency of any application for approval or permission by any Regulatory Authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

8. The identity of the proposed allottees and the percentage of the preferential issue that may be held by them

Name of the proposed allottees	Category	Pre issue shareholding		Number of Equity warrants proposed to be allotted	Post Issue Shareholding after conversion of the Warrants**	
Viniato Advisors Private Limited	Non Promoter – Body Corporate	-	-	40,00,000	40,00,000	4.70
Total		-	-	40,00,000	40,00,000	4.70

***Post Issue Shareholding pattern has been prepared assuming the entire Warrants shall be converted into equity shares, in one or more tranches. This may, however, vary depending upon any other corporate action in between.*

9. Auditor's Certificate

A certificate from M/s. S.N. Murthy & Co., Chartered Accountants, certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 shall be placed before the shareholders at the meeting.

10. Conversion Period

Warrants holder shall be entitled to apply for the equity shares within specified period of 18 (eighteen) months from the date of allotment.

11. Lock-in

Warrants allotted on preferential basis to the allottee and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall be locked in for a period of one year from the date of trading approval.

12. Consequential Changes in the Voting Rights/ Management/Control

Voting rights will change in tandem with the shareholding pattern. The issue of warrants and their conversion into equivalent number of equity shares will not result in any change in the management or control of the Company.

As it is proposed to issue and allot the aforesaid securities on preferential basis, approval by means of special resolution is required to be obtained from members pursuant to the provisions of Section 62(1)(c) and Section 42 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009.

The Board of Directors recommend the proposal for approval of shareholders by means of a special resolution.

None of the Directors, Key Managerial Persons or their relatives are interested or concerned in the resolution except to the extent of their shareholding.

Item No. 2:

The present authorized capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only). So as to increase the capital base of the Company, it is proposed to increase the authorized share capital to Rs. 18,50,00,000/- (Rupees Eighteen Crore and Fifty Lakh Only) divided into 18,50,00,000 (Eighteen Crore and Fifty Lakh) equity shares of Re. 1/- (Rupee One Only) each.

This requires an alteration to the Clause 5th of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 any such alteration to the Memorandum of Association requires an approval of the members of the Company in their general meeting. Hence the resolution in Item No. 2 is recommended for your approval as an Ordinary resolution.

None of the Directors, Key Managerial Persons or their relatives are interested or concerned in the resolution except to the extent of their shareholding.

By Order of the Board
for Millitoons Entertainment Limited

Sd/-
Monica Shrikant Gehlot
Company Secretary

November 03, 2016
Hyderabad

MILLITOONS ENTERTAINMENT LIMITED

CIN: L52110TG1985PLC051404

Address: 8-2-268/K/7&8, Ground Floor, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034.

Tel No.: 040 -31923239, Email ID: info@millitoons.com

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING

(Please complete this attendance slip and hand it over at the entrance of the registered office)

I/ We hereby record my/ our presence at the Extra Ordinary General Meeting of the Company held on Wednesday, November 30, 2016 at 09:00 A.M. at Hotel Vinflora, No. 157, Kamalapuri, Srinagar Colony Main Road, Hyderabad - 500 073, T.S.

Name of the Member/Proxy _____ Signature _____

Folio No. _____ No. of Shares Held _____

*DP ID _____ *Client ID _____

*Applicable to investors holding shares in Electronic Form

Notes:

1. Electronic copy of the notice of the extra ordinary general meeting along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the extra ordinary general meeting can print copy of this attendance slip.
 2. Physical copy of notice of the extra ordinary general meeting along with attendance slip and proxy form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.
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MILLITOONS ENTERTAINMENT LIMITED

CIN: L52110TG1985PLC051404

Address: 8-2-268/K/7&8, Ground Floor, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034.

Tel No.: 040 -31923239, Email ID: info@millitoons.com

FORM NO. 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)

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No. _____

No. of Shares Held _____

*DP ID _____

*Client ID _____

*Applicable to investors holding shares in Electronic Form

I/We, being the member(s) _____ Shares of Shares of the Company, hereby appoint:

1. Name : _____ Email ID: _____
Address : _____
Signature : _____ or failing him
2. Name : _____ Email ID: _____
Address : _____
Signature : _____ or failing him
3. Name : _____ Email ID: _____
Address : _____
Signature : _____

as my/ our proxy to attend and vote (on poll) for me/ us and on my/ our behalf at the extra ordinary general meeting of the Company to be held on Wednesday, November 30, 2016 at 09:00 A.M. at Hotel Vinflora, No. 157, Kamalapuri, Srinagar Colony Main Road, Hyderabad - 500 073, T.S. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
Special Business			
1	Issue of 40,00,000 equity warrants on preferential basis		
2	Increase in authorised share capital and alteration of memorandum of association		

Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner 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.

Signed this _____ day of November, 2016

Signature of Member

Affix
Revenue
Stamp

MAP OF VENUE

