

# PRONTO INDUSTRIAL SERVICES LIMITED

CIN - L67120WB1982PLC035476

“Centre Point”, 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001

Tel: 033-30288500; Email: investors.pronto@gmail.com; Website: www.pisl.in

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## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of PRONTO INDUSTRIAL SERVICES LIMITED will be held at “Centre Point”, 21, Hemant Basu Sarani, Third Floor, Room No. 306, Kolkata – 700 001, at 11.00 A.M. on Friday, 8<sup>th</sup> day of April, 2016 to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. To Increase the 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 61 of the Companies Act, 2013 and Companies (Share Capital & Debentures) Rules, 2014, and any other applicable provisions of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs. 25,00,000 /- (Rupees Twenty Five Lac only) divided into 2,50,000 (Two Lac Fifty Thousands) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 75,00,000/- (Rupees Seventy Five Lac only) divided into 2,50,000 (Two Lac Fifty Thousands) Equity Shares of Rs. 10/- (Rupees Ten) each and 5,00,000 (Five Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each, by creation of additional 5,00,000 (Five Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new clause “V”:

V. The Authorised Share Capital of the Company is Rs. 75,00,000/- (Rupees Seventy Five Lac only) divided into 2,50,000 (Two Lac Fifty Thousands ) Equity Shares of Rs. 10/- (Rupees Ten) each and 5,00,000 (Five Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each. The Company has power to divide the share capital, for the time being, into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in accordance with the provisions of the Companies Act, 2013, and regulations of the Company.

#### **2. Issue of Non-Cumulative Non-Convertible Redeemable Preference Shares:**

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

**“RESOLVED THAT** pursuant to the provision of Sections 42, 55 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus Allotment of Securities) Rule, 2014 and other applicable rules framed there under (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance

with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such terms and conditions, alteration and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”) consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches up to 5,00,000/- (Five Lacs) Non-Cumulative Non-Convertible Redeemable Preference Shares at a price of Rs. 25/- (Rupees Twenty Five Only) each of the face value of Rs. 10/- each for cash, including premium of Rs. 15/- (Rupees Fifteen Only) per Preference Share on private placement basis, to the following persons and on such terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting with such rights and privileges and on such terms and conditions including but not limited to as rate of dividend, redemption period, manner of redemption, amount of premium, if any, and to modify, alter and re-set all or any of the said terms from time to time, as the Board at its absolute discretion deem appropriate.

<b>Sr. No.</b>	<b>Name of the Proposed Allottee(s)</b>	<b>No. of Preference Shares to be allotted</b>
1.	Khetan Tracon Private Limited	130000
2.	Shivarpan Vanijya Private Limited	120000
3.	Kripalu Tradecom Private Limited	125000
4.	Hepatica Merchants Limited	125000

**RESOLVED FURTHER THAT** in accordance with provisions of Section 43 of the Act, the Preference Shares shall carry the preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment in case of a winding up or repayment of capital.

**RESOLVED FURTHER THAT** the Preference Shares shall carry the voting rights in terms of provisions of Section 47 of the Act and shall be non-participating in the surplus funds, assets and profits, on winding up which may remain after the entire capital has been repaid.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto by the authority of this resolution.”

**Date: 15th March, 2016**

**Place: Kolkata**

**Registered Office:**

“CENTRE POINT”, 21, Hemant Basu Sarani,  
3rd Floor, Room No.306, Kolkata-700001

Email: [investors.pronto@gmail.com](mailto:investors.pronto@gmail.com)

Tel: 033-30288500

Website: [www.pisl.in](http://www.pisl.in)

CIN - L67120WB1982PLC035476

**BY ORDER OF THE BOARD  
for PRONTO INDUSTRIAL SERVICES LIMITED**

SD/-

**DIRECTOR  
RAJ KUMAR SHARMA  
DIN: 00291392**

## NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. 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 Paid up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up 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 person or shareholder.
2. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting (“EGM”) is annexed hereto.
3. Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT LTD, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, any change in their address.
4. Members are requested to kindly bring the attendance slip duly filled and signed and handover the same at the entrance of the Meeting.
5. Only registered members of the Company or any proxy appointed by such registered member may attend the Extraordinary General Meeting as provided under the provisions of the Companies Act, 2013.
6. Corporate members intending to send their authorized representatives to attend the Extraordinary General Meeting are requested to send the Company, a certified true copy of their board resolution authorizing their representatives to attend and vote on their behalf at the Extraordinary General meeting.
7. The documents referred to in the notice shall be available for inspection during working hours at the Registered Office of the Company on any working day upto the conclusion of this meeting. Members may also note that the notice of Extraordinary General Meeting will also be available on the website of the Company [www.pisl.in](http://www.pisl.in) for their download.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company.
9. The Board of Directors has appointed M/s Kamalia Associates, Advocates, of 202, Jessore Road, Shyam Lake Garden, Block – C, Flat No. 519 G, Kolkata – 700089 as the Scrutinizer to scrutinize the remote e-voting and poll process at the Extraordinary General Meeting in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the Extraordinary General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not being in the employment of the Company and make a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

10. The result will be declared on receipt of Scrutinizers Report. The results declared along with the scrutinizer's report will be available on the website of the Company ([www.pisl.in](http://www.pisl.in)) and on the website of agency ([https:// www.evotingindia.com](https://www.evotingindia.com)).

11. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.

12. A member may participate in the Extraordinary General Meeting even after exercising his right to vote through electronics means, but shall not be allowed to vote again at the Extraordinary General Meeting.

13. Members are requested to vote only through electronic system or through poll/ballot at the Extraordinary General Meeting and in no other form. In case the member casts his vote through both the process, the vote casted in electronic mode would prevail, and shall be considered final.

14. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio Number in the Attendance Slip for attending the Extraordinary General meeting to facilitate identification of membership at the Extraordinary General meeting.

15. Mr. Raj Kumar Sharma, Whole-time Director of the Company, shall be responsible for addressing all the grievances in relation to this Extraordinary General Meeting including remote e-voting. His contact details are - Email: [investors.pronto@gmail.com](mailto:investors.pronto@gmail.com), Phone No.: 033-30288500.

**16. Voting through electronic means:**

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the EGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the Extraordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the Extraordinary General Meeting (EGM).

The e-voting period begins on 05.04.2016 from 9.00 A.M. and ends on 07.04.2016 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 01.04.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**The Instructions for E-Voting are as under:**

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "**Pronto Industrial Services Limited**" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :

- i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
  - f. 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.
  - g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
  - h. After entering these details appropriately, click on "SUBMIT" tab.
  - i. 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.
  - j. 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.
  - k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
  - l. Click on the relevant EVSN "**Pronto Industrial Services Limited**" for which you choose to vote.
  - m. 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.
  - n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - o. 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.
  - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - r. 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.
  - s. **For Non – Individual Shareholders and Custodians:**
  - t.
    - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 e-mailed 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 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.

II. 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.

III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

**IV. 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 i.e. 01.04.2016, may contact the company for Login ID and other e-voting related details.**

V. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of 01.04.2016.**

VI. M/s Kamalia Associates, Advocates, of 202, Jessore Road, Shyam Lake Garden, Block – C, Flat No. 519 G, Kolkata – 700089 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Scrutinizer shall within a period not exceeding TWO(2) days from the conclusion of EGM unblock the votes in the presence of at least two (2) 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.

The Results shall be declared after the Extraordinary General Meeting (EGM) of the Company. This Notice as well as the Results declared alongwith the Scrutinizer’s Report shall be communicated to **CDSL and The Calcutta Stock Exchange Association Limited** on or after 09.04.2016

17. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

**Date: 15th March, 2016**

**Place: Kolkata**

**Registered Office:**

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Tel: 033-30288500

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CIN - L67120WB1982PLC035476

**BY ORDER OF THE BOARD  
for PRONTO INDUSTRIAL SERVICES LIMITED**

SD/-

**DIRECTOR  
RAJ KUMAR SHARMA  
DIN: 00291392**

**EXPLANATORY STATEMENT**  
**(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

The following Statement pursuant to Section 102 (1) of the Companies Act, 2013, sets out all material facts relating to the special businesses mentioned in the accompanying Notice.

**Item No.1**

In view of future operations, long term fund requirements of the Company and meeting statutory requirements, the Board of Directors have decided to raise the Authorised Share Capital of the Company. It is proposed to increase the Authorised share capital from existing Rs. 25,00,000 /- (Rupees Twenty Five Lac only) to Rs. 75,00,000/- (Rupees Seventy Five Lac only) as stated in the resolution. In view of the same, consequential amendment in the Memorandum of Association of the Company is necessary.

In accordance with the provisions of the Companies Act, 2013 approval of members by way of resolution is required to increase the Authorised Share Capital and to amend the Memorandum of Association of the Company. In view of the same, ordinary resolution is proposed for the approval of the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned financially or otherwise in the proposed resolution except Mr. Sushil Kumar Agrawal and Mrs. Vandana Agrawal to the extent of their shareholding in the company.

A copy of the existing Memorandum of Association, together with proposed alteration, is available for inspection at the registered office of the company during the business hours on any working day up to the date of Extra Ordinary General Meeting.

**Item No.2**

In order to augment the fund requirements for growth of its existing activities and to meet statutory requirements, the Company intends to issue 5,00,000 (Five Lacs) Non-Cumulative Non-Convertible Redeemable Preference Shares at a price of Rs. 25/- (Rupees Twenty Five Only) each of the face value of Rs. 10/- each for cash, including premium of Rs. 15/- (Rupees Fifteen Only) per Preference Share, as per the following terms and conditions –

<b>Serial Number</b>	<b>Particulars</b>	
a.	Size of the issue and number of preference shares to be issued and nominal value of each share.	The Company proposes to create, offer, issue and allot upto 5,00,000 Non-Cumulative Non-Convertible Redeemable Preference Shares at a price of Rs. 25/- (Rupees Twenty Five Only) each of the face value of Rs. 10/- each.
b.	Nature of such shares i.e. cumulative or non - cumulative, participating or non participating, convertible or non-convertible	The issues of Preference Shares are Non-Cumulative, Non-Convertible and Non-Participating.
c.	Objectives of the issue	The proceeds will be utilized for any one or in combination with any one or more of the purposes viz. funding of expansion

		plans/activities; to augment the net worth and the capital base of the Company required for its business growth; to meet statutory requirements; general corporate purposes.
d.	Manner of issue of shares	Private Placement
e.	Price at which such shares are proposed to be issued	The Preference Shares proposed to be issued at a price of Rs. 25/- (Rupees Twenty Five Only) each. Face Value of Rs. 10/- each for cash, including premium of Rs. 15/- (Rupees Fifteen Only) per Preference Share
f.	The basis on which price has been arrived at.	Based on rate of dividend offered by the company on proposed preference shares having regard to prevailing interest rate offered by Banks, the Board of Directors of the Company decided such issue price for Preference Shares.
g.	Terms of issue, including terms and rate of dividend on each share, etc.	The Preference Shares proposed to be issued at a price of Rs. 25 (Rupees Twenty Five) each and rate of dividend will be <b>15% p.a.</b> (on the face value) which will remain fixed over the tenure of the preference shares.
h.	Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The Proposed Preference Shares shall be redeemed within period of 5 years from date of allotment at a price not less than issue price or as may be decided by the Board of Directors. The issuer will have an option to redeem the preference shares at any time after 3 month from date of allotment. The Preference shares are not convertible into equity shares of the Company.
i.	Manner and modes of redemption	The Proposed Preference shares shall be redeemed out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares.
j.	Expected dilution in equity share capital upon conversion of preference shares	Not Applicable, since the proposed preference shares are not convertible.
k.	Listing of Preference Shares proposed to be issued.	The proposed Preference Shares will not be listed at any Stock Exchange.

I. The current shareholding of the Company (prior to issue of preference shares) is as follows –

Equity Shareholding Pattern as on 31<sup>st</sup> December, 2015:

Serial No.	Category	Number of Shares	% of Shareholding
1.	Promoters and Promoter Group	<b>34550</b>	<b>14.40</b>
2.	Public	<b>205450</b>	<b>85.60</b>
<b>TOTAL</b>		<b>240000</b>	<b>100.00</b>



In terms of Rule 9 of Companies (Share Capital and Debentures) Rules, 2014, the consent of the Shareholders is required in general meeting for issuance of Preference Shares.

Hence, the Directors recommend the resolution for approval of the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned financially or otherwise in the proposed resolution except Mr. Sushil Kumar Agrawal and Mrs. Vandana Agrawal to the extent of their shareholding in the company.

**Date: 15th March, 2016**

**Place: Kolkata**

**Registered Office:**

“CENTRE POINT”, 21, Hemant Basu Sarani,

3rd Floor, Room No.306, Kolkata-700001

Email: [investors.pronto@gmail.com](mailto:investors.pronto@gmail.com)

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Website: [www.pisl.in](http://www.pisl.in)

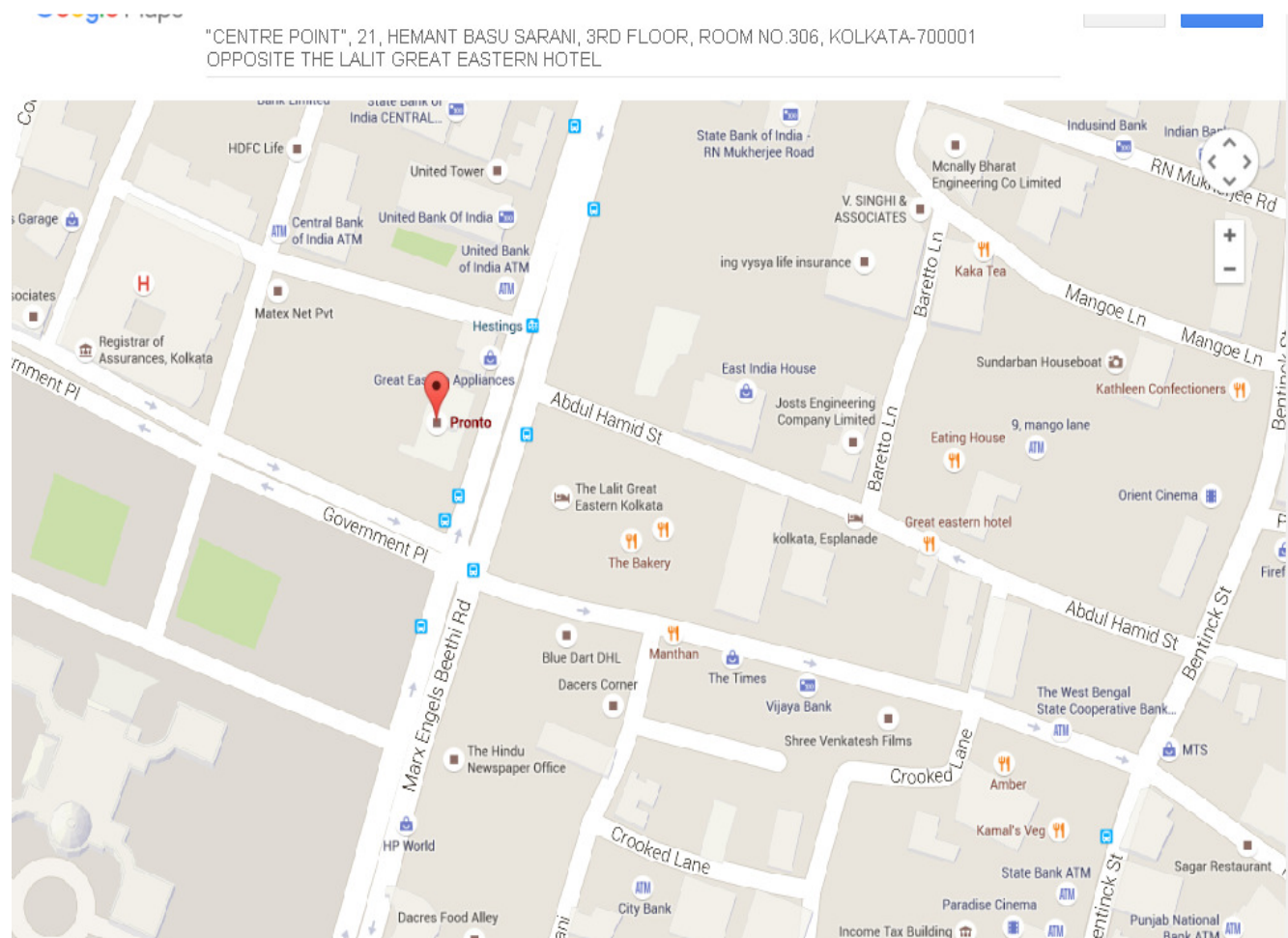
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**BY ORDER OF THE BOARD  
for PRONTO INDUSTRIAL SERVICES LIMITED**

SD/-

**DIRECTOR  
RAJ KUMAR SHARMA  
DIN: 00291392**

**ROUTE MAP OF THE VENUE OF EGM:**



# PRONTO INDUSTRIAL SERVICES LIMITED

CIN - L67120WB1982PLC035476

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Tel: 033-30288500; Email: investors.pronto@gmail.com; Website: www.pisl.in

## ATTENDANCE SLIP

<b>Regd. Folio / DP ID &amp; Client ID</b>	
<b>Name and Address of the Shareholder</b>	

1. I/We hereby record my/our presence at the Extra-ordinary General Meeting of the Company held on Friday, 8th April, 2016 at 11.00 A.M. at "Centre Point", 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001.

2. Signature of the Shareholder/Proxy Present

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3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

**Note:** - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

## ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No.as under	(4) Bank Account No.
			(See Note No.1)

**Notes:**

- (1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions printed under the Note No. 16 to the Notice dated 15<sup>th</sup> March, 2016 of the Extra-ordinary General Meeting. The e-voting period starts from 09.00 A.M. on 05.04.2016 and ends at 5.00 P.M. on 07.04.2016, the e-voting module shall be disabled by CDSL for voting thereafter.

# PRONTO INDUSTRIAL SERVICES LIMITED

CIN - L67120WB1982PLC035476

“Centre Point”, 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001 Tel: 033-30288500;

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## FORM NO. MGT-11

### PROXY FORM

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

CIN : L67120WB1982PLC035476  
Name of the Company : PRONTO INDUSTRIAL SERVICES LIMITED  
Registered Office : “Centre Point”, 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001  
E-mail : investors.pronto@gmail.com  
Website : www.pisl.in

Name of the member(s) :  
Registered Address :  
E-mail Id :  
Folio No/Client ID :  
DP ID :

I/We, being the member of \_\_\_\_\_ equity shares of the above named company, hereby appoint

Name :  
Address :  
Email 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 Friday, 8th April, 2016 at 11.00 A.M. at “Centre Point”, 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001 and any adjournment thereof in respect of such resolutions as are indicated below:

#### Special Business:

Sl. No.	Resolution	Type of Resolution	Optional	
			For	Against
1.	Increase in Authorised Share Capital of the Company	Ordinary		
2.	Issue of Non-Cumulative Non-Convertible Redeemable Preference Shares.	Special		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holders: \_\_\_\_\_

Please  
Affix  
Revenue  
Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.  
A Proxy need not be member of the Company.