

KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED

Regd. Off.: 11, Cama Industrial Estate, Goregaon (East), Mumbai – 400063, Maharashtra, India
CIN: L65990MH1981PLC023696
Tel. No.: +91 22 2685 1998; Fax No.: +91 22 26852335
Email: kkii_igrd@remigroup.com, Website: www.remigroup.com

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Kuberkamal Industrial Investments Limited will be held on Friday, November 28, 2014 at 11:00 a.m. at the registered office of the Company at 11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063, to transact the following business:

SPECIAL BUSINESS:

Item No. 1

Change in the Name of the Company

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

“RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or amendment(s) thereto for the time being in force and subject to the approval of the Central Government, the consent of the members of the Company be and is hereby accorded to change the name of the Company from “KUBERKAMAL INDUSTRIAL INVESTMENTS LIMITED” to “KUBERKAMAL FINCORP LIMITED” or such other name as mentioned in the application and made available by the Registrar of Companies, Maharashtra, Mumbai .

RESOLVED FURTHER THAT consequent to the aforesaid change, the name “Kuberkamal Industrial Investments Limited” wherever appearing in the Memorandum and Articles of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto, as may be deemed necessary and expedient in this regard.”

Item No. 2

Increase in Authorised Share Capital

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

“RESOLVED THAT pursuant to Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or amendment(s) thereto for the time being in force, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) divided into 15,00,000 (Fifteen Lakhs) equity shares of Rs.10/- each to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) equity shares of Rs. 10/- each, ranking pari-passu with the existing equity shares of the Company in all respect.

RESOLVED FURTHER THAT in clause V of the Memorandum of Association of the Company, for the words and figures “The Authorised Share Capital of the Company is 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) divided into 15,00,000 (Fifteen Lakhs) equity shares of Rs. 10/- each, the following shall be substituted:

"The authorized share capital of the company is 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) equity shares of Rs. 10/- each."

RESOLVED FURTHER THAT Article no. 3 of the Articles of Association of the Company shall stand substituted by the following:

“The Authorised Share Capital of the Company is as laid down in Clause V of Memorandum of Association of the Company”.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected therewith or incidental thereto, as may be deemed necessary and expedient in this regard.

Item No. 3

Alteration of Articles of Association

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

“RESOLVED THAT pursuant to provisions of section 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or amendment(s) thereto for the time being in force the consent of the members of the Company be and is hereby accorded for altering the articles of association of the company by way of substituting the existing Article no. 170 thereof with two new clauses namely clause 170 and 170A as under:

“170. (i) The Company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

170A. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto, as may be deemed necessary and expedient in this regard.”

Item No. 4

Issue of Bonus Shares

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

“RESOLVED THAT pursuant to the recommendation of the Board of Directors and provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the applicable regulations/ guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) for capitalization of a sum /not exceeding Rs. 4,20,00,000/- (Rupees Four Crores Twenty Lakhs Only)

out of its Free Reserves/ Securities Premium Account or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs.10/- (Rupees Ten) each credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the 'Record Date' to be determined by the Board of Directors of the Company for the purpose, in the proportion of 3 (Three) fully paid up Bonus Equity Shares of Rs.10/-(Rupees Ten) each for every 1 (One) fully paid-up Equity Share of Rs.10/- (Rupees Ten) each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income.

RESOLVED FURTHER THAT the new Equity shares of Rs. 10/- each to be allotted as bonus shares are subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid up Equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-resident Members, Foreign Institutional Investors (FIIs) and other foreign investors, shall be subject to the compliance under the applicable regulations of the Foreign Exchange Management Act, 1999 and the Rules made thereunder, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such equity shares on the Stock Exchanges where the shares of the Company are listed and to make necessary application to the depositories for crediting the Bonus shares to the depository accounts of the allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto, as may be deemed necessary and expedient in this regard.”

Item No. 5

Issue of Equity Shares on Preferential basis

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed, the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) as amended from time to time, the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), and all other applicable laws and regulations, and subject to such approvals, consents, permissions, and/or sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock

Exchanges where the shares of the Company are listed and from any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the “Concerned Authorities”) and subject to fulfillment of such conditions, if any, as may be required to be fulfilled in obtaining, or as may be stipulated by the Concerned Authorities from time to time in granting, any such approvals, consents, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot on preferential basis, 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- each (hereinafter referred to as “Equity Shares”) at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI ICDR Regulations to the following persons / entities (hereinafter referred to as “the investors”) in public category and on such terms and conditions and in such manner as may be decided by the Board in this connection:

Sr. No.	Name of Investor	No. of Equity Shares proposed to be allotted
1	Rekha Kantilal Shah	1,00,000
2	Bhupesh Shah	20,000
3	Bhavesh Shah	20,000
4	Daksha Ritesh Gala	50,000
5	Ritesh Gala HUF	50,000
6	Jethalal Vora HUF	50,000
7	Arti Kadam	50,000
8	Vijay Kadam	50,000
9	Mukut BihariGoyal	1,00,000
10	Mukta Goyal	1,00,000
11	M. B. Goyal HUF	1,00,000
12	Rajnikant Shamalji Ajmera	2,00,000
13	Bhartiben Rajnikant Ajmera	2,00,000
14	Dhaval Rajnikant Ajmera	2,00,000
15	Prachi Ajmera	2,00,000
16	Yogesh Mehta	1,00,000
17	Mukesh Ravji Gala	50,000
18	Bhavesh Ravji Gala	50,000
19	Abani Das	50,000
20	Daksha Das	50,000
21	Nagesh D. Medhekar	50,000
22	Manoj B. Gala HUF	50,000
23	Bhimshi Ghellabhai Gala	50,000
24	Harnish DharmendraKaria	50,000
25	Yash Deepak Karia	50,000
26	Rajesh TalakshiVora	1,00,000
27	Jayshree Rajesh Vora	1,00,000
28	Devang Vinod Trivedi	1,00,000
29	Bansi Mukesh Dedhia	50,000
30	Hiren Gunvantrai Vaghani	50,000
31	Gunvantrai Purshottamdas Vaghani	50,000
32	Bhagyashri P Vichare	50,000

33	Nikesh Jayantilal Shah	1,00,000
34	Sejal Nikesh Shah	1,00,000
35	Ashok Thakersibhai Shah	1,00,000
36	Rishit Kaushik Badani	50,000
37	Siddhant Vinayak Badani	50,000
38	Mihir Rajesh Badani	5,0000
39	Surinder Kaur Trilochan Singh Khalsa	25,000
40	Saumil Arvind Shah	200,000
41	Dharmesh JanakrayTurakhia	1,00,000
42	Manubhai Kuverji Shah	50,000
43	Kailsh Chandra Hiralal Ladha HUF	20,000
44	Mahesh Chandra Kailash Chandra Ladha HUF	20,000
45	Yogesh Kailash Chandra Ladha HUF	20,000
46	Ashish Kumar Mahesh Chandra Ladha	20,000
47	Ashok Bhuta	50,000
48	AbhayNatani	20,000
49	Mitali Sandeep Agarwal	30,000
50	Archana Agarwal	30,000
51	Sunita Kedia	30,000
52	Narendra Laxman Batra	20,000
53	Ashish Mahendra Jain	20,000
54	Jaiprakash Jaipuria HUF	20,000
55	Jain Mayuri Mahavir	10,000
56	Jain Yash Mahaveer	10,000
57	Mahaveerchand Jain HUF	10,000
58	Preety Mahaveer Jain	10,000
59	Jain Mahaveerchand Kapoorchand	10,000
60	Dipesh Jayantibhai Patel	25,000
61	Avani Dipesh Patel	25,000
62	Neha Ketankumar Patel	25,000
63	Manisha YogeshAgrawal	25,000
64	Richa Ravi Agrawal	25,000
65	Smriti Rajesh Agrawal	25,000
66	Mamta Madhusudan Agrawal	25,000
67	Kirti Uday Rajgharia	25,000
68	Rajesh Raghu Shetty Joint a/c with Swaty Rajesh Shetty	40,000
69	Rajesh Kumar Bajoria HUF	20,000
70	Ashish Kumar Bajoria HUF	20,000
71	Ritu Rajesh Bajoria	22,500
72	Vishakha Ashish Bajoria	22,500
73	Suresh Kumar Sanwormal Chotia HUF	30,000
74	Vinod Kumar Agarwal	60,000
75	Manoj Kumar Agarwal	60,000
76	Rajesh Agarwal	60,000
77	Castaway Entertainment Private Limited	1,00,000
78	Glint Impex Private Limited	2,00,000

79	Hrishikesh Impex Private Limited	3,00,000
80	Manthan Mercantile Private Limited	3,50,000
81	Shlok Mercantile Private Limited	4,00,000
82	Vishnukrupa Mercantile Private Limited	4,00,000
	TOTAL	60,00,000

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares to be issued in terms hereof is October 29, 2014, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on November 28, 2014.

RESOLVED FURTHER THAT the entire consideration be received by the Company from the proposed allottees on or before the date of allotment of the equity shares.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari-passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company .

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

Item No. 6

Appointment of Mr. Aniruddh Parashar (DIN 02576496) as Whole Time Director of the Company for three (3) years

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

“**RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), and the

Articles of Association of the Company, Mr. Aniruddh Parashar (DIN 02576496), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 27th October, 2014 and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Aniruddh Parashar as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation.

“RESOLVED FURTHER THAT subject to the provisions of sections 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the Company be and is hereby accorded to the appointment of Mr. Aniruddh Parashar as Whole-time Director of the Company for a period of 3 years w.e.f. October 27, 2014, on a monthly remuneration payable at a graded scale of Rs. 40,000 - 5000 – 50,000 with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include (any committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Aniruddh Parashar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

By order of the board
For **Kuberkamal Industrial Investments Limited**

Date: 27.10.2014
Place: Mumbai

Sd/-
Pradeep C. Jalan
Director
DIN :00087468

Registered Office:

11, Cama Industrial Estate,
Goregaon (East),
Mumbai – 400063

Notes:

1. The Explanatory 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.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.
4. Electronic copy of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the aforesaid Extraordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. The notice of this meeting is also made available on the website of the Company (www.remigroup.com).
5. 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.
6. **Voting through Electronic Means (E-voting Facility):**

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their rights to vote at the Extra Ordinary General Meeting by electronic means. The shareholders would therefore be able to exercise their voting rights on the items put up in this Notice of Extra Ordinary General Meeting, through such e-voting method. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link www.evoting.nsdl.com

The details procedure for e-voting is set out below:

(A) In case of members receiving an e-mail from NSDL:

- i) Open the PDF file '**KKII e-Voting.pdf**' attached to your e-mail using your Client ID/Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password provided in PDF file is an 'Initial Password'.
- ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder – Login.
- iv) Put user ID and password as Initial Password/PIN noted in step (i) above and click 'Login'.
- v) Password change menu will appear. Change the password with a new Password of your choice. Please note this new password and it is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.
- vi) Home page of e-voting will open. Click on e-Voting: Active Voting Cycles.
- vii) Select 'EVEN' of **KuberKamal Industrial Investments Limited**.
- viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- ix) Cast your vote by selecting appropriate option and click on 'Submit' and also confirm when prompted.
- x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.
- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at kkiiscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Shareholders receiving physical copy of the Notice of EGM:

- i) Initial Password is provided as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event number)	User ID	Password/PIN
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- ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) of (A) to cast vote.

(C) Other Instructions:

- i) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the 'Downloads' section of NSDL's e-voting website **www.evoting.nsdl.com**.
- ii) If you are already registered with NSDL for e-voting then you can use your User ID and Password for casting your vote.
- iii) The voting rights of the members shall be in proportion to the paid up value of their shares in the equity Capital of the Company as on the cut-off date (i.e. the record date), being **October 31, 2014**.
- iv) The voting period shall commence at **9:00 a.m. on November 19, 2014** and will end at **5:00 p.m. on November 21, 2014**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **October 31, 2014**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- v) The Board of Directors has appointed Shri V. S. Iyer , Company Secretary in practice as the Scrutinizer, for conducting the e-voting process in a fair & transparent manner.
- vi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
- vii) The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website(www.remigroup.com) and on the website of NSDL within two (2) days of passing of the Resolutions at the EGM and communicated to the Stock Exchange(s) where the company's Shares are listed.
- viii) In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, may vote if the Chairman of the Meeting orders a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for the business specified in the accompanying Notice. For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote in a poll at the Meeting. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
7. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:

Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (East),
Mumbai – 400 072
Tel. No. 022-2847 0652/4043 0200/2847 0653; Fax No. 022-28475207
Email : Investor@bigshareonline.com

8. Members / Proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the EGM.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.

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

The following statement sets out the material facts concerning the special business mentioned in the accompanying Notice dated October 27, 2014 and to be transacted at the Extraordinary General Meeting.

Item No. 1

Change in the Name of the Company

The Board has decided in their meeting held on October 27, 2014 to change the name of the Company to “Kuberkamal Fincorp Limited” or such other name as may be mentioned in the application and made available by the Registrar of Companies, Maharashtra, Mumbai.

The Company is engaged in the business of investments and finance. The words “Industrial Investments” in the name of the Company carry the impression of restricting the objects to industrial investments only. Therefore to signify the objects of the Company more appropriately in the name of the Company, the Board has decided to change the name as mentioned in the resolution or such other name as may be approved by the Registrar of Companies, Maharashtra, Mumbai.

The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of name and consequential alteration in the Articles of Association.

The Board of Directors is of the opinion that the aforesaid resolution is in the best interest of the Company and hence, recommends the above resolution for your approval as a special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Item No. 2

Increase in Authorised Share Capital

In view of the proposed bonus and preferential issue as well as to meet the future need for expansion of capital base of the Company, the Board of Directors of the Company at its meeting held on October 27, 2014 proposed to raise the Authorized Capital of the Company from the existing Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs) divided into 15,00,000 (Fifteen Lakhs) equity shares of Rs.10/- each to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) 1,25,00,000 (One Crore Twenty Five Lakhs) equity shares of Rs. 10/- each, ranking paripassu with the existing equity shares of the Company in all respect.

Consequently, the capital clause as appearing in the Memorandum and Articles of Association of the Company would need to be altered to reflect the increased Authorised Share Capital.

The Companies Act, 2013 requires the Company to obtain the approval of members in respect of increase the Share Capital and alter the Share Capital Clause as appearing in the Memorandum and Articles of Association of the Company. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the proposed resolution.

Item No. 3

Alteration of Articles of Association

The authorisation by the Articles of Association of the Company is required, pursuant to the provisions of Section 63 of the Companies Act, 2013 and Regulation 92 of the ICDR Regulations, to issue bonus shares/ capitalisation of reserves. Hence, the Articles of Association of the Company are required to be altered accordingly.

The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Articles of Association of the Company. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Item No. 4

Issue of Bonus Shares

The Board of Directors of the Company recommended at its meeting held on 27th October, 2014 the issue of bonus shares in the proportion of 3 (Three) new equity shares of Rs. 10/- (Rupees Ten) each fully paid-up for every 1 (one) existing equity share of Rs. 10/- (Rupees Ten) each of the Company held by the members on 'Record Date' to be determined by the Board by capitalization of a sum not exceeding Rs. 4,20,00,000/- (Rupees Four Crores Twenty Lakhs Only) from the Free Reserves / Securities Premium Account or any other permitted reserves/ surplus of the Company.

The proposed issue of bonus shares shall be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India from time to time and subject to such approvals, as may be necessary from the appropriate authorities.

Further, it is necessary to authorize the Board of Directors to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of bonus shares.

Your approval is sought pursuant to the provisions of Section 63 of the Companies Act, 2013 for issue of bonus shares. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

The Directors, the Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the resolution only to the extent of entitlement of bonus shares on the shares held, if any, by them in the Company.

Item No. 5**Issue of Equity Shares on Preferential basis**

The Company proposes to issue and allot upto 60,00,000 (Sixty Lakhs) equity shares on a preferential basis at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI ICDR Regulations to the following persons / entities (hereinafter referred to as “the investor”):

Sr. No.	Name of Investor	No. of Equity Shares proposed to be allotted
1	Rekha Kantilal Shah	1,00,000
2	Bhupesh Shah	20,000
3	Bhavesh Shah	20,000
4	Daksha Ritesh Gala	50,000
5	Ritesh Gala HUF	50,000
6	Jethalal Vora HUF	50,000
7	Arti Kadam	50,000
8	Vijay Kadam	50,000
9	Mukut BihariGoyal	1,00,000
10	Mukta Goyal	1,00,000
11	M. B. Goyal HUF	1,00,000
12	Rajnikant Shamalji Ajmera	2,00,000
13	Bhartiben Rajnikant Ajmera	2,00,000
14	Dhaval Rajnikant Ajmera	2,00,000
15	Prachi Ajmera	2,00,000
16	Yogesh Mehta	1,00,000
17	Mukesh Ravji Gala	50,000
18	Bhavesh Ravji Gala	50,000
19	Abani Das	50,000
20	Daksha Das	50,000
21	Nagesh D. Medhekar	50,000
22	Manoj B. Gala HUF	50,000
23	Bhimshi Ghellabhai Gala	50,000
24	Harnish DharmendraKaria	50,000
25	Yash Deepak Karia	50,000
26	Rajesh TalakshiVora	1,00,000
27	Jayshree Rajesh Vora	1,00,000
28	Devang Vinod Trivedi	1,00,000
29	Bansi Mukesh Dedhia	50,000
30	Hiren Gunvantrai Vaghani	50,000
31	Gunvantrai Purshottamdas Vaghani	50,000
32	Bhagyashri P Vichare	50,000
33	Nikesh Jayantilal Shah	1,00,000
34	Sejal Nikesh Shah	1,00,000
35	Ashok Thakersibhai Shah	1,00,000
36	Rishit Kaushik Badani	50,000
37	Siddhant Vinayak Badani	50,000

38	Mihir Rajesh Badani	5,000
39	Surinder Kaur Trilochan Singh Khalsa	25,000
40	Saamil Arvind Shah	200,000
41	Dharmesh JanakrayTurakhia	1,00,000
42	Manubhai Kuverji Shah	50,000
43	Kailsh Chandra Hiralal Ladha HUF	20,000
44	Mahesh Chandra Kailash Chandra Ladha HUF	20,000
45	Yogesh Kailash Chandra Ladha HUF	20,000
46	Ashish Kumar Mahesh Chandra Ladha	20,000
47	Ashok Bhuta	50,000
48	AbhayNatani	20,000
49	Mitali Sandeep Agarwal	30,000
50	Archana Agarwal	30,000
51	Sunita Kedia	30,000
52	Narendra Laxman Batra	20,000
53	Ashish Mahendra Jain	20,000
54	Jaiprakash Jaipuria HUF	20,000
55	Jain Mayuri Mahavir	10,000
56	Jain Yash Mahaveer	10,000
57	Mahaveerchand Jain HUF	10,000
58	Preety Mahaveer Jain	10,000
59	Jain Mahaveerchand Kapoorchand	10,000
60	Dipesh Jayantibhai Patel	25,000
61	Avani Dipesh Patel	25,000
62	Neha Ketankumar Patel	25,000
63	Manisha YogeshAgrawal	25,000
64	Richa Ravi Agrawal	25,000
65	Smriti Rajesh Agrawal	25,000
66	Mamta Madhusudan Agrawal	25,000
67	Kirti Uday Rajgharia	25,000
68	Rajesh Raghu Shetty Joint a/c with Swaty Rajesh Shetty	40,000
69	Rajesh Kumar Bajoria HUF	20,000
70	Ashish Kumar Bajoria HUF	20,000
71	Ritu Rajesh Bajoria	22,500
72	Vishakha Ashish Bajoria	22,500
73	Suresh Kumar Sanwormal Chotia HUF	30,000
74	Vinod Kumar Agarwal	60,000
75	Manoj Kumar Agarwal	60,000
76	Rajesh Agarwal	60,000
77	Castaway Entertainment Private Limited	1,00,000
78	Glint Impex Private Limited	2,00,000
79	Hrishikesh Impex Private Limited	3,00,000
80	Manthan Mercantile Private Limited	3,50,000
81	Shlok Mercantile Private Limited	4,00,000
82	Vishnukrupa Mercantile Private Limited	4,00,000
	TOTAL	60,00,000

Members' approval is being sought in terms of section 62(1)(c) of the Companies Act, 2013, which provides, inter alia that whenever it is proposed to increase the subscribed capital of a company by issue and allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the company in proportion to the capital paid-up on that date unless the shareholders in a general meeting decide otherwise. Further, Section 42 of Companies Act, 2013, states that a Company shall not make private placement of its securities unless it is previously approved by shareholders of the Company by special resolution. The Listing Agreements executed by the Company with the Stock Exchanges where the shares of the Company are listed also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the shareholders unless the shareholders in a general meeting decide otherwise.

The following disclosure for the preferential issue of equity shares is being made in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations") relating to the Preferential Issue and the Companies Act, 2013:

1. Objects of the preferential issue:

The funds to be raised from the proposed issue of Equity Shares will be utilized for growth plans of the Company, long-term working capital and general corporate purposes. In the first instance, promoters/directors have approached the prospective investors, for investing, by subscribing to equity shares of the company by way of Preferential Allotment.

2. Proposal of promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of the promoters or Directors or key managerial personnel of the Company will participate in the proposed preferential issue of Equity Shares.

3. Shareholding pattern before and after the preferential issue:

Sr. No.	Category of Shareholder	Pre Issue*		Post Issue**	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters' holding :				
1.	Indian Promoters				
	Individual	0	0.00	0	0.00
	Bodies Corporate	10,80,000	19.29	10,80,000	9.31
2.	Foreign Promoters	0	0.00	0	0.00
	SUB TOTAL (A)	10,80,000	19.29	10,80,000	9.31
B	Non-Promoters' holding :				
1.	Institutional Investors	0	0.00	0	0.00
2.	Non-Institution Investors				
	Bodies Corporate	2,71,944	4.86	20,21,944	17.43
	Resident Individuals & HUF	42,48,036	75.85	84,98,036	73.26
	Others	20	0.00	20	0.00
	SUB TOTAL (B)	45,20,000	80.71	1,05,20,000	90.69
	GRAND TOTAL (A+B)	56,00,000	100.00	1,16,00,000	100.00

*The pre issue shareholding of the Company is based on the diluted capital of the Company considering the issue of 42,00,000 equity shares under the proposed Bonus Issue pursuant to the resolution mentioned in item no. 4 of this notice.

** Assuming allotment of entire 60,00,000 equity shares under the proposed preferential issue.

4. Time within which preferential issue will be completed:

The Company shall complete the allotment of Equity Shares within a period of 15 (fifteen) days from the date of passing of the proposed special resolution by the shareholders or where the allotment on preferential basis requires any approval of regulatory authorities, the allotment of Equity Shares will be completed within 15 (fifteen) days from the date of such approval.

5. Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares 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 proposed Allottees	Category	Pre issue holding*		Post issue holding**		Ultimate beneficial owners / entities who ultimately control proposed allottees of the shares proposed to be allotted
			No. of shares	%	No. of shares	%	
1	Rekha Kantilal Shah	Resident - Individual	0	0.00	1,00,000	0.86	N.A.
2	Bhupesh Shah	Resident - Individual	0	0.00	20,000	0.17	N.A.
3	Bhavesh Shah	Resident - Individual	0	0.00	20,000	0.17	N.A.
4	Daksha Ritesh Gala	Resident - Individual	0	0.00	50,000	0.43	N.A.
5	Ritesh Gala HUF	Resident - HUF	0	0.00	50,000	0.43	Ritesh Gala (Karta), Daksha Gala (Member) and Kevin Gala (Member).
6	Jethalal Vora HUF	Resident - HUF	0	0.00	50,000	0.43	Jethalal Vora (Karta), Nirmala Vora (Member), Vikas Vora (Member) and Daksha Vora (Member).
7	Arti Kadam	Resident - Individual	0	0.00	50,000	0.43	N.A.
8	Vijay Kadam	Resident - Individual	0	0.00	50,000	0.43	N.A.

9	Mukut Bihari Goyal	Resident - Individual	0	0.00	1,00,000	0.86	N.A.
10	Mukta Goyal	Resident - Individual	0	0.00	1,00,000	0.86	N.A.
11	M. B. Goyal HUF	Resident - HUF	0	0.00	1,00,000	0.86	MukutBihariGoyal (Karta) and VibhorGoyal (Member).
12	Rajnikant Shamalji Ajmera	Resident - Individual	0	0.00	2,00,000	1.72	N.A.
13	Bhartiben Rajnikant Ajmera	Resident - Individual	0	0.00	2,00,000	1.72	N.A.
14	Dhaval Rajnikant Ajmera	Resident - Individual	0	0.00	2,00,000	1.72	N.A.
15	Prachi Ajmera	Resident - Individual	0	0.00	2,00,000	1.72	N.A.
16	Yogesh Mehta	Resident - Individual	0	0.00	1,00,000	0.86	N.A.
17	Mukesh Ravji Gala	Resident - Individual	0	0.00	50,000	0.43	N.A.
18	Bhavesh Ravji Gala	Resident - Individual	0	0.00	50,000	0.43	N.A.
19	Abani Das	Resident - Individual	0	0.00	50,000	0.43	N.A.
20	Daksha Das	Resident - Individual	0	0.00	50,000	0.43	N.A.
21	Nagesh D. Medhekar	Resident - Individual	0	0.00	50,000	0.43	N.A.
22	Manoj B. Gala HUF	Resident - HUF	0	0.00	50,000	0.43	Manoj B. Gala (Karta), Bharti Manoj Gala (Member), Dhrumil Manoj Gala (Member) and Khushi Manoj Gala (Member).
23	Bhimshi Ghellabhai Gala	Resident - Individual	0	0.00	50,000	0.43	N.A.
24	Harnish Dharmendra Karia	Resident - Individual	0	0.00	50,000	0.43	N.A.
25	Yash Deepak Karia	Resident - Individual	0	0.00	50,000	0.43	N.A.
26	Rajesh Talakshi Vora	Resident - Individual	0	0.00	1,00,000	0.86	N.A.
27	Jayshree Rajesh Vora	Resident - Individual	0	0.00	1,00,000	0.86	N.A.

28	Devang Vinod Trivedi	Resident - Individual	0	0.00	1,00,000	0.86	N.A.
29	Bansi Mukesh Dedhia	Resident - Individual	0	0.00	50,000	0.43	N.A.
30	Hiren Gunvantrai Vaghani	Resident - Individual	0	0.00	50,000	0.43	N.A.
31	Gunvantrai Purshottamdas Vaghani	Resident - Individual	0	0.00	50,000	0.43	N.A.
32	Bhagyashri P Vichare	Resident - Individual	0	0.00	50,000	0.43	N.A.
33	Nikesh Jayantilal Shah	Resident - Individual	0	0.00	1,00,000	0.86	N.A.
34	Sejal Nikesh Shah	Resident - Individual	0	0.00	1,00,000	0.86	N.A.
35	Ashok Thakersibhai Shah	Resident - Individual	0	0.00	1,00,000	0.86	N.A.
36	Rishit Kaushik Badani	Resident - Individual	0	0.00	50,000	0.43	N.A.
37	Siddhant Vinayak Badani	Resident - Individual	0	0.00	50,000	0.43	N.A.
38	Mihir Rajesh Badani	Resident - Individual	0	0.00	50,000	0.43	N.A.
39	Surinder Kaur Trilochan Singh Khalsa	Resident - Individual	0	0.00	25,000	0.22	N.A.
40	Saumil Arvind Shah	Resident - Individual	2,00,000	3.57	4,00,000	3.45	N.A.
41	Dharmesh Janakray Turakhia	Resident - Individual	0	0.00	1,00,000	0.86	N.A.
42	Manubhai Kuverji Shah	Resident - Individual	0	0.00	50,000	0.43	N.A.
43	Kailsh Chandra Hiralal Ladha HUF	Resident - HUF	0	0.00	20,000	0.17	Kailash Chandra Ladha (Karta), Kabra Devi Ladha (Member), Mahesh Ladha (Member), Kamlesh Ladha (Member) and Yogesh Ladha (Member).

44	Mahesh Chandra Kailash Chandra Ladha HUF	Resident - HUF	0	0.00	20,000	0.17	Mahesh Chandra Ladha (Karta), Pramila Ladha (Member) and Ashish Ladha (Member)
45	Yogesh Kailash Chandra Ladha HUF	Resident - HUF	0	0.00	20,000	0.17	Yogesh Ladha (Karta), Pallavi Ladha (Member), Aarav Ladha (Member) and Mridav Ladha (Member).
46	Ashish Kumar Mahesh Chandra Ladha	Resident - Individual	0	0.00	20,000	0.17	N.A.
47	Ashok Bhuta	Resident - Individual	0	0.00	50,000	0.43	N.A.
48	Abhay Natani	Resident - Individual	0	0.00	20,000	0.17	N.A.
49	Mitali Sandeep Agarwal	Resident - Individual	0	0.00	30,000	0.26	N.A.
50	Archana Agarwal	Resident - Individual	0	0.00	30,000	0.26	N.A.
51	Sunita Kedia	Resident - Individual	0	0.00	30,000	0.26	N.A.
52	Narendra Laxman Batra	Resident - Individual	0	0.00	20,000	0.17	N.A.
53	Ashish Mahendra Jain	Resident - Individual	0	0.00	20,000	0.17	N.A.
54	Jaiprakash Jaipuria HUF	Resident - HUF	0	0.00	20,000	0.17	Jaiprakash Jaipuria (Karta), Ritu Jaipuria (Member), Mredul Jaipuria (Member) and Harshit Jaipuria (Member).
55	Jain Mayuri Mahavir	Resident - Individual	0	0.00	10,000	0.09	N.A.
56	Jain Yash Mahaveer	Resident - Individual	0	0.00	10,000	0.09	N.A.
57	Mahaveerchand Jain HUF	Resident - HUF	0	0.00	10,000	0.09	Mahaveerchand Jain (Karta), Mayuri Jain (Member), Yash Jain (Member) and Preety Jain (Member).

58	Preety Mahaveer Jain	Resident - Individual	0	0.00	10,000	0.09	N.A.
59	Jain Mahaveerchand Kapoorchand	Resident - Individual	0	0.00	10,000	0.09	N.A.
60	Dipesh Jayantibhai Patel	Resident - Individual	0	0.00	25,000	0.22	N.A.
61	Avani Dipesh Patel	Resident - Individual	0	0.00	25,000	0.22	N.A.
62	Neha Ketankumar Patel	Resident - Individual	0	0.00	25,000	0.22	N.A.
63	Manisha Yogesh Agrawal	Resident - Individual	0	0.00	25,000	0.22	N.A.
64	Richa Ravi Agrawal	Resident - Individual	0	0.00	25,000	0.22	N.A.
65	Smriti Rajesh Agrawal	Resident - Individual	0	0.00	25,000	0.22	N.A.
66	Mamta Madhusudan Agrawal	Resident - Individual	0	0.00	25,000	0.22	N.A.
67	Kirti Uday Rajgharia	Resident - Individual	0	0.00	25,000	0.22	N.A.
68	Rajesh Raghu Shetty Joint a/c with Swaty Rajesh Shetty	Resident - Individual	0	0.00	40,000	0.34	N.A.
69	Rajesh Kumar Bajoria HUF	Resident - HUF	0	0.00	20,000	0.17	Rajesh Bajoria (Karta), Ritu Bajoria (Member), Akash Bajoria (Member) and Apurv Bajoria (Member).
70	Ashish Kumar Bajoria HUF	Resident - HUF	0	0.00	20,000	0.17	Ashish Bajoria (Karta), Vishakha Bajoria (Member) and Yashvi Bajoria (Member).
71	Ritu Rajesh Bajoria	Resident - Individual	0	0.00	22,500	0.19	N.A.
72	Vishakha Ashish Bajoria	Resident - Individual	0	0.00	22,500	0.19	N.A.
73	Suresh Kumar Sanwamal Chotia HUF	Resident - HUF	0	0.00	30,000	0.26	Suresh Kumar Chotia (Karta), Manju S. Chotia (Member), Sanjay S. Chotia (Member) and Swati S Chotia (Member).

74	Vinod Kumar Agarwal	Resident - Individual	0	0.00	60,000	0.52	N.A.
75	Manoj Kumar Agarwal	Resident - Individual	0	0.00	60,000	0.52	N.A.
76	Rajesh Agarwal	Resident - Individual	0	0.00	60,000	0.52	N.A.
77	Castaway Entertainment Private Limited	Resident - Bodies Corporate	0	0.00	1,00,000	0.86	Manhar Jani and Purnima Jani, Promoters of the Company.
78	Glint Impex Private Limited	Resident - Bodies Corporate	0	0.00	2,00,000	1.72	Bharat Jani and Gayatri Jani, Promoters of the Company.
79	Hrishikesh Impex Private Limited	Resident - Bodies Corporate	0	0.00	3,00,000	2.59	Khyati Bhatt and Muljibhai Patel, Promoters of the Company.
80	Manthan Mercantile Private Limited	Resident - Bodies Corporate	0	0.00	3,50,000	3.02	SarlaParmar and Dinesh Shah, Promoters of the Company.
81	Shlok Mercantile Private Limited	Resident - Bodies Corporate	0	0.00	4,00,000	3.45	GangabenPagi and DilipRaval, Promoters of the Company.
82	Vishnukrupa Mercantile Private Limited	Resident - Bodies Corporate	0	0.00	4,00,000	3.45	AnupamaJani and Deepak Raval, Promoters of the Company.

*The pre issue shareholding of the Company is based on the diluted capital of the Company considering the issue of 42,00,000 equity shares under the proposed Bonus Issue pursuant to the resolution mentioned in item no. 4 of this notice.

** Assuming allotment of entire 60,00,000 equity shares under the proposed preferential issue.

None of the proposed allottees have sold or dispensed any of the holding during the six (6) months period prior to the relevant date, i.e., October 29, 2014.

There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

6. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

There will be no securities issued for consideration other than cash.

7. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

8. Undertakings:

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the SEBI ICDR Regulations where it is required to do so. The Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares issued to proposed allottees shall continue to be locked in till the time such amount is paid by the allottees.

9. Auditor' Certificate:

The certificate of the statutory auditor as required under (ICDR) Regulations 2009, shall be placed before the general meeting of the shareholders, considering the proposed preferential issue, certifying that the issue is being made in accordance with the requirements of these regulations.

10. Lock In:

The equity shares to be allotted under the proposed preferential issue shall be subject to lock in for a period of 1 year from the date of trading approval, in accordance with the SEBI ICDR Regulations. Further the entire pre-issue shareholding of the proposed allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

11. Relevant date and Pricing of the issue:

In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares to be issued in terms hereof is October 29, 2014, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on November 28, 2014. The equity shares will be issued at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI ICDR Regulations.

It is further clarified that proposed preferential allottees shall not be entitled for any bonus share proposed to be issued and allotted pursuant to the resolution mentioned in item no. 4 of this notice .

The Board at its meeting held on October 27, 2014 has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Item No. 6

Appointment of Mr. Aniruddh Parashar (DIN 02576496) as Whole Time Director of the Company for three (3) years

The Board of Directors at their meeting held on October 27, 2014 appointed Mr. Aniruddh Parashar as an Additional Director of the Company, pursuant to the provisions of Section 161(1) of the Act, the Rules framed thereunder and the Articles of Association of the Company. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Mr. Aniruddh Parashar for the office of Director liable to retire by rotation.

Further, the Board also appointed, subject to the approval of members, Mr. Aniruddh Parashar as Whole Time Director of the Company for a period of three years with effect from October 27, 2014.

Mr. Aniruddh Parashar, aged about 29 years is having more than 5 years of experience in the field of Commodity and Capital market. He always has focus on maximizing returns for trading through a combination of strategies aligned to the directional view. He is an aspiring candidate and wants to contribute to the growth of the Company. His association with the Board will be of immense value to the overall progress of the Company.

Except Mr. Aniruddh Parashar, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 6 of the Notice.

The Board recommends the resolutions for your approval.

By order of the board
For **Kuberkamal Industrial Investments Limited**

Date: 27.10.2014
Place: Mumbai

Sd/-
Pradeep C. Jalan
Director
DIN :00087468

Registered Office:

11, Cama Industrial Estate,
Goregaon (East),
Mumbai – 400063

Kuberkamal Industrial Investments Limited

Regd. Off.: 11, Cama Industrial Estate, Goregaon (East), Mumbai – 400063, Maharashtra, India
CIN: L65990MH1981PLC023696

ATTENDANCE SLIP

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

DP ID	
Client ID/Regd. Folio No	
No. of Share(s) Held	

Name and address of shareholder/Proxy _____

I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company held on Friday, November 28, 2014 at 11:00 a.m. at the registered office of the Company at 11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063

Signature of Shareholder/ Proxy

(To be signed at the time of handing over this slip)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

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)	
Address	
Email ID	
DP ID	
Client Id/Folio No.	

I/We, being the member (s) of shares of the above named company, hereby appoint

1.Name:.....

Address:.....

E-mail Id:.....Signature.....or failing him/her;

2.Name:.....

Address:.....

E-mail Id:.....Signature.....or failing him/her;

3.Name:.....

Address:.....

E-mail Id:.....Signature.....or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company, to be held on Friday, November 28, 2014 at 11.00 a.m.at the registered office of the Company at 11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	I/We assent to the resolution(For)	I/We dissent to the Resolution(Against)
1.	Change in the Name of the Company		
2.	Increase in Authorised Share Capital		
3.	Alteration of Articles of Association		
4.	Issue of Bonus Shares		
5.	Issue of Equity Shares on Preferential basis		
6.	Appointment of Whole time Director for three years		

Signed this.....day of..... 2014

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Re. 1 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.