



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, MUMBAI
COMPANY APPLICATION C.A.(C.A.A)/1629/MB/2018**

**IN THE MATTER OF THE COMPANIES ACT, 2013; AND
IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013;
AND**

**In the matter of Scheme of Merger by Absorption of Constrad Agencies (Bombay) Private Limited (First Applicant Company / First Transferor Company) AND Manu Enterprises Limited (Second Applicant Company / Second Transferor Company) AND Santsu Finance And Investment Private Limited (Third Applicant Company / Third Transferor Company)
WITH
Manugraph India Limited (Fourth Applicant Company / Transferee Company)
AND
Their Respective Shareholders.**

Manugraph India Limited -----Fourth Applicant / Transferee Company

**FORM NO. MGT-11
FORM OF PROXY**

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

**MANUGRAPH INDIA LIMITED
(CIN: L29290MH1972PLC015772)
Registered Office: 1ST Floor, Sidhwa House, N.A. Sawant Marg, Colaba, Mumbai – 400 005, India
Phone: +91-22-2287 4815, Fax: +91-22-2287 0702 Website: www.manugraph.com**

Name of the Member:	
Registered Address:	
Email Id.:	
Folio No/ DP ID-Client ID	
No. of Shares held	

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

- (1) Name: Address:
E-mail ID: Signature: or failing him;
- (2) Name: Address:
E-mail ID: Signature: or failing him;
- (3) Name: Address:
E-mail ID: Signature:

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the meeting of the Equity Shareholders of Manugraph India Limited, to be held on Tuesday, April 16, 2019, at 12.00 noon at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below (Optional*):

Sr. No.	Particulars	For	Against
1)	Approval of the Scheme of Merger by Absorption between Constrad Agencies (Bombay) Private Limited (First Transferor Company), Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.		

* it is optional to put a (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed thisday of 2019

Signature of Shareholder: Signature of Proxy-holder(s):



Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the "Company Secretary", not later than 48 hours before the commencement of the Meeting.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
- A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, 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 person or Member.
- Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Alterations, if any, made in the Form of Proxy should be initialed.