



Regd. Office : 605, Business Classic, Chincholi Bunder Road., Malad (West), Mumbai - 400 064.
Tel.: 91-22-3308 1500 / 2880 2255 / 99 ● Fax : 91-22-2881 2288
E-mail : info@firstwinnerind.com ● Website : www.firstwinnerind.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the members of First Winner Industries Limited will be held on Thursday, the 30th April, 2015 at 705, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai- 400064 at 11.30 a.m. to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Statutory Auditors to fill casual vacancy:

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. AVCS & Associates, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sarvaiya & Co., Chartered Accountants, Mumbai.

RESOLVED FURTHER THAT M/s. AVCS & Associates, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2015 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

2. Appointment of Mr. Nand Kishore Tiwari (DIN 07140964), as an Independent Director 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Clause 49 of the Listing Agreement as amended from time to time;

a) Mr. Nand Kishore Tiwari (DIN 07140964), a Director of the Company in respect of whom the Company has received notice in writing from a shareholder under Section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years ending March 31, 2020;

b) the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

3. Appointment of Ms. Priyanka Upadhyay (DIN 06970496), as an Independent Director 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Clause 49 of the Listing Agreement as amended from time to time;

a) Ms. Priyanka Upadhyay (DIN 06970496), a Director of the Company in respect of whom the Company has received notice in writing from a shareholder under Section 160 of the Act proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years ending October 28, 2019;

b) the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

31st March, 2015

Registered Office:
605, Business Classic
Chincholi Bunder Road,
Malad (West),
Mumbai- 400064

By Order of the Board
First Winner Industries Ltd

sd/-
Rinku Patodia
Managing Director
DIN: 00752500

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.
2. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
3. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
5. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of EGM by email and others are being sent by post.
6. **Voting through electronic means:**

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on Thursday, April 23, 2015 being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on Thursday, April 23, 2015.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, April 27, 2015 (9.00 a.m. IST) and ends on Wednesday, April 29, 2015 (5.00 p.m. IST). 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 April 23, 2015, 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or Bank Details in order to login. If 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 the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

7. General Instructions:

- o The e-voting period commences on Monday, April 27, 2015 (9.00 a.m. IST) and ends on Wednesday, April 29, 2015 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, April 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- o The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, April 23, 2015.
- o The Company has appointed, M/s. Nishant Jawasa & Associates, Practicing Company Secretary (Membership No. FCS 6993) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- o The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two 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.

o The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.firstwinnerind.com and on the website of CDSL www.evoting.csd.com immediately after the result is declared by the Chairman and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

31st March 2015

Registered Office:
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By Order of the Board
First Winner Industries Ltd

sd/-
Rinku Patodia
Managing Director
DIN: 00752500

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

M/s. Sarvaiya & Co., Chartered Accountants, Mumbai have tendered his resignation from the position of Statutory Auditor due to pre-occupation in other assignments, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. AVCS & Associates, Chartered Accountants, Mumbai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation M/s. Sarvaiya & Co., Chartered Accountants.

M/s. AVCS & Associates, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

Item No. 2 & 3

Mr. Nand Kishore Tiwari and Ms. Priyanka Upadhyay have been the Independent Directors of your Company in terms of Clause 49 of the Listing Agreement and have held office for a lesser period of 5 years.

The applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder which have come into effect on April 1, 2014 and Clause 49 of the Listing Agreement as amended by Securities and Exchange Board of India ("SEBI") inter-alia stipulate provisions relating to appointment of Independent Directors by a listed company. In terms of these provisions an Independent Director cannot serve for more than two terms of upto 5 (five) consecutive years on the Board of a company if such an Independent Director has held office for less than 5 years and for not more than one such term in any other case. Further, the appointment of Independent Directors is required to be approved by the shareholders of the company.

Accordingly, Mr. Nand Kishore Tiwari and Ms. Priyanka Upadhyay, are eligible to serve as an Independent Directors for two terms of upto 5 (five) consecutive years. It is proposed that above Directors be appointed as Independent Directors for a term of 5 (five) consecutive years ending March 31, 2020 and October 28, 2019 respectively.

The Company has received from the above named Directors (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Accordingly, the Ordinary Resolutions proposed in Item Nos. 2 & 3 seek the approval of shareholders for the appointment of Mr. Nand Kishore Tiwari and Ms. Priyanka Upadhyay as Independent Directors of the Company for a term of 5 (five) consecutive years ending March 31, 2020 and October 28, 2019 respectively.

Except the Independent Directors and their relatives (who may be deemed to be interested in the respective resolutions, to the extent of their shareholdings, if any, in the Company) none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions proposed in Item Nos. 2 and 3.

31st March 2015

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Mumbai- 400064

By Order of the Board
First Winner Industries Ltd

sd/-
Rinku Patodia
Managing Director
DIN: 00752500

(Company's Symbol)

FIRST WINNER INDUSTRIES LIMITED

Registered Office: 605, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai- 400064

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING ON THURSDAY APRIL 30, 2015 AT 11.30 A.M.

Folio No. / DP ID & Client ID*	
No. of shares held	

* Applicable in case shares are held in electronic form.

I/We certify that I/We am/are registered shareholder /proxy for the registered shareholder of the Company.

I/We hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company to be held at 705, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai-400064 at 11.30 a.m. on Thursday, April 30, 2015.

Shareholder's / Proxy's name in BLOCK letters

Signature of Shareholder /Proxy

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

(Company's Symbol)
FIRST WINNER INDUSTRIES LIMITED

Registered Office: 605, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai- 400064

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 shareholder(s):	
Registered address:	
E-mail ID:	
Folio No. /DP ID & Client ID*:	
No. of shares held:	

* Applicable in case shares are held in electronic form

I/We, being the holder(s) of _____ shares of FIRST WINNER INDUSTRIES LIMITED, hereby appoint:

Name:	
Address:	
E-mail ID:	or failing him :

Name:	
Address:	
E-mail ID:	or failing him :

Name:	
Address:	
E-mail ID:	

and whose signature(s) are appended below 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 Thursday, April 30, 2015 at 11.30 a.m. at 705, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai- 400064 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

SPECIAL BUSINESS:		FOR	AGAINST
1.	Appointment of M/s. AVCS & Associates, Chartered Accountants, Mumbai, as Statutory Auditors to fill casual vacancy.		
2.	Appointment of Mr. Nand Kishore Tiwari as an Independent Director of the Company.		
3.	Appointment of Ms. Priyanka Upadhyay as an Independent Director of the Company.		

Affix Revenue Stamp

Signed this _____ day of _____ 2015 Signature of Shareholder _____

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.