



# FIRST WINNER Industries Limited

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 ANNUAL GENERAL MEETING

Notice is hereby given that the Twelvth Annual General Meeting of the members of First Winner Industries Limited will be held on Friday, the 26th September, 2014 at Goregaon Sports Club, Link Road, Malad (West), Mumbai- 400064 at 11.00 a.m. to transact the following business:

### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, the Profit & Loss Account and Cash Flow Statement for the year ended on that date along with the Schedules and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Anita Patodia, who retires by rotation and being eligible, seeks reappointment.
3. To appoint Auditors and fix their remuneration and in this regard 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Sarvaiya & Co., Chartered Accountants (Membership No. 159169) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 12th Annual General Meeting until the conclusion of the 17th Annual General Meeting, subject to ratification of their appointment by the shareholders at every Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors in mutual agreement with the Auditors.”

### AS SPECIAL BUSINESS:

4. Appointment of Mr. Binod Kumar Tiwari (DIN 03359032), 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. Binod Kumar Tiwari (DIN 03359032), 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, 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.”

5. Appointment of Mr. Mithilesh Kumar Sinha (DIN 00011506), 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. Mithilesh Kumar Sinha (DIN 00011506), 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, 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.”

13<sup>th</sup> August, 2014

Registered Office:  
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Chincholi Bunder Road,  
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Mumbai- 400064

By Order of the Board  
**First Winner Industries Ltd**

sd/-  
**Rinku Patodia**  
**Managing Director**

## NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) in respect of the business under Item Nos. 4 & 5 of the Notice, is annexed hereto.
2. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.
3. Item 3 of the Notice regarding appointment of Statutory Auditors: Members may kindly note that while the new Companies Act, 2013 provides for appointment of Statutory Auditors for 5 years with annual ratification by Members, under the IRDA Guidelines, tenure of appointment of statutory auditors cannot exceed 5 consecutive years. In view of these provisions:
  - (a) Joint Statutory Auditors M/s Praful M. Joshi and M/s Deshmukh & Associates, who has completed 5 years of tenure will no more be eligible for re-appointment.
  - (b) M/s. Sarvaiya & Co., will be appointed for the period of 5 (five) consecutive years ending March 31, 2019.
4. Proxies in order to be effective must be received by the Company at the registered office address not less than 48 hours before the commencement of the meeting.
5. Members are requested to notify any change in their address at the Registered Office of the Company immediately.
6. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from Friday, September 19, 2014 to Friday, September 26, 2014, both days inclusive, for the purpose of the Annual General Meeting.
7. Those members attending the Annual General Meeting are requested to bring their Annual Reports, as copies of the Annual Report will not be distributed at the venue.
8. Members are requested to preferably send their queries to the Registered Office 7 days before the date of the Annual General Meeting.
9. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
10. As required by Clause 49 of the Listing Agreement, members are informed that Mrs. Anita Patodia holds 2435130 equity shares in the Company and the additional information in respect of the said Director recommended for re-election at the AGM is appearing in the Corporate Governance Report annexed to the Directors’ Report.

### **11. 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 Friday, August 22, 2014 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 Friday, August 22, 2014.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date in the Dividend Bank details field.</b></li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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. 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case of members receiving the physical copy:**
- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

12. General Instructions:

o The e-voting period commences on Saturday, September 20, 2014 (9.00 a.m. IST) and ends on Monday, September 22, 2014 (6.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, August 22, 2014, 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 Friday, August 22, 2014.

o The Company has appointed, M/s. Nishant Jawa & 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](http://www.firstwinnerind.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within two days of the passing of the resolutions at the 12th AGM of the Company on Friday, September 26, 2014 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

13<sup>th</sup> August, 2014

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By Order of the Board  
**First Winner Industries Ltd**

sd/-  
**Rinku Patodia**  
Managing Director

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

### **Item No. 4 & 5**

Mr. Mithilesh Kumar Sinha has been the Independent Directors of your Company in terms of Clause 49 of the Listing Agreement and have held office as such for more than 5 (five) years in the Company and Mr. Binod Kumar Tiwari has held office for a lesser period.

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. Mithilesh Kumar Sinha, the Independent Directors of your Company can be appointed as Independent Directors for only one more term of upto 5 (five) consecutive years. Mr. Binod Kumar Tiwari, is eligible to serve as an Independent Director for two terms of upto 5 (five) consecutive years. It is proposed that all the above Directors be appointed as Independent Directors for a term of 5 (five) consecutive years ending March 31, 2019.

The Company has received a notice in writing from a shareholder along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidatures of Mr. Mithilesh Kumar Sinha for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from all 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. 4 & 5 seek the approval of shareholders for the appointment of Mr. Binod Kumar Tiwari & Mr. Mithilesh Kumar Sinha as Independent Directors of the Company for a term of 5 (five) consecutive years ending March 31, 2019.

In the opinion of the Board each of the above Directors fulfil the conditions for appointment as an Independent Director as specified in the Act and the Listing Agreement with the Stock Exchanges and they are independent of the management. Brief profile of all the above Directors, nature of their expertise in specified functional areas and names of companies in which they

hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

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. 4 & 5. This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

13<sup>th</sup> August, 2014

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