



M B PARIKH FINSTOCKS LIMITED

Regd. Office: 705, Galav Chambers, Vadodara-390005.

CIN: L65910GJ1994PLC021759

Attendance Slip

Registered Folio / DP ID

& Client ID Name

Address of Shareholder

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company at its Registered Office at 705, Galav Chambers Vadodara-390005. on Saturday, 22nd August, 2015 at 12.30 p.m.

Signature of Shareholder / Proxy Present.....

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.

**ELECTRONIC VOTING
PARTICULARS**

EVEN (E Voting Event Number)	USER ID	PASSWORD
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- Notes:**
- 1) Each equity share of the Company carries one vote.
 - 2) Please read carefully the instructions before exercising the vote.

Instruction for E-Voting :

Pursuant to Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the 21st Annual General Meeting of the Company to be held on Saturday, 22nd August, 2015. For this purpose, necessary arrangements have been made with the National Securities Depository Limited ("NSDL") to facilitate e-voting. The Company has appointed Mr. Sanjay R Dholakia Practising Company Secretary of M/S Sanjay Dholakia & Associates as the Scrutiniser for conducting the e-voting process in a fair and transparent manner.

Procedure for e-Voting through electronic means :-

1 For Members receiving e-mail on their registered ids from NSDL:

- (a) Open the attached PDF file viz. "M.B. Parikh Finstocks Limited Company – e-Voting.pdf" giving your Client ID(in case you are holding shares in demat mode) or Folio No.(in case you are holding shares in physical mode) as password , which contains your user ID and Password for e-voting. Please note that the password is an initial password.
- (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (c) Click on "Shareholder – Login".
- (d) Put user ID and Password as initial password noted in step (1) above. Click Login.
- (e) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- (f) Home page of e-Voting opens. Click on e-Voting : Active Voting Cycles
- (g) Select "EVEN" of M. B. PARIKH FINSTOCKS LIMITED
- (h) Members can cast their vote online from 9.00 am hrs on 19th day, August 2015 upto 5.00 pm hrs on 21st day of August,2015.
- (i) E-Voting shall not be allowed beyond 5.00 pm hrs on 21st August 2015.
- (j) Now you are ready for e-Voting as Cast Vote page opens.
- (k) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Kindly note that vote once casted cannot be modified.
- (l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail: sanjayrd65@yahoo.com with a copy marked to evoting@nsdl.co.in.

In case a Members receives physical copy of the Notice of AGM (for members whose email Ids are not registered with the company/Depository Participants or requesting physical copy):

- (i) Initial password is provided as below /at the bottom of the Attendance Slip for the AGM

EVEN (e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. 1(b) to Sl. No. (k) above, to cast vote.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User Manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990
- (iv) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- (v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (vi) The voting rights of the member shall be in proportion to their shares of the paid-up equity shares capital of the company as on the cut-off date is August 15,2015.
- (vii) Any person, who requires shares of the company and become member of the company after dispatch of the notice & holding shares as of the cut-off date i.e. 15th August 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing use ID and password for casting your vote. If you forgot your password , you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.1800-222-990.

- (viii) A member may participate in the AGM even after exercising his right to vote though e-voting but shall not be allowed to vote again at the AGM..
- (ix) A person whose name is recorded in the register of member of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

NOTICE

NOTICE is hereby given that the 21st ANNUAL GENERAL MEETING of the Shareholders of **M B PARIKH FINSTOCKS LIMITED** (CIN:L65910GJ1994PLC021759) will be held on Saturday 22nd Aug.2015 at 12.30 P.M. at the Registered office of the Company at 705, Galav Chambers, Sayajigunj, Vadodara – 390 005 to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider, and adopt the Audited Financial Statements as at 31st March 2015 and Report of the Directors and the Auditors of the Company.
- 2) To appoint a Director in place of Mr. Mahesh Bhogilal Parikh (DIN 00212486), who retires by rotation and being eligible offers himself for re-appointment.
- 3) To pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139(1) of the Companies Act, 2013, M/s. B.R. Pancholi & Co., Chartered Accountants, Vadodara (Firm Rgn. No. 107285W) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to examine and audit the accounts of the Company for the year ended 31st March,2016 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of out of pocket expenses and applicable taxes.”

SPECIAL BUSINESS

- 4) To pass, the following resolution as a Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Monalisa Digant Parikh (DIN: 00294485), who was appointed on 22nd May, 2015 as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company .

5) To pass the following resolution as Special Resolution.

RESOLVED THAT as recommended by the Nomination and Remuneration Committee and Board of directors in their respective meetings convened on 08th November 2014 and pursuant to the provision of Section 198 and other applicable provisions, if any, of the companies Act,2013 including Schedule II Part II of Schedule V of the said Act as amended up-to-date, the consent and approval be and is hereby accorded in connection with the re-appointment and payment of remuneration to Shri Mahesh Parikh as Managing Director of the Company for a period of 3 years w.e.f..01.11.2014 at a remuneration not exceeding Rs.100000/- p.m. (including perquisites) and on the terms and conditions set out in draft Letter of appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration in the said draft Letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorized in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Shri Mahesh Parikh shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed thereunder and the terms of the aforesaid Letter between the Company and Shri Mahesh parikh shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Shri Mahesh Parikh's office as Managing Director, the remuneration set out in the aforesaid draft Letter of appointment be paid or granted to Shri Mahesh Parikh's office as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof."

BY ORDER OF THE BOARD OF DIRECTORS
For **M B PARIKH FINSTOCKS LIMITED**

Mahesh Bhogilal Parikh

Managing Director

(DIN 00212486)

Date: 22nd May 2015 Place : Mumbai

Regd Office:

at 705, Galav Chambers, Sayajigunj,

Vadodara – 390 005

CIN: L65910GJ1994PLC021759

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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (erstwhile Section 173 of the Companies Act, 1956), relating to Special Business is annexed hereto.
3. The Register of member and the Share Transfer Books of the Company will remain closed from 17th day, August 2015 to 22nd day, August, 2015 (both days inclusive).
4. Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
5. Electronic copy of the 21st Annual Report 2014-15, 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 Participant(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 21st Annual Report 2014-15, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
6. Members are requested to :-
 - i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2015, so as to enable the Company to keep the information ready.
 - ii. Bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting.
 - iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA.
 - iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
 - v. Approach the R&TA of the Company for consolidation of folios.
 - vi. Avail of Nomination facility by filing in and forwarding the nomination form to the R&TA, if not already done.
 - vii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, Link Intime India Pvt. Ltd., C/13, Panna Lal Silk Mills Comp., L. B. S. Marg, Bhandup(W), Mumbai -400 078 upto the date of book closure.
7. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. The Company has listed its shares on the Bombay Stock Exchange Limited. The listing fees till date have been paid.
9. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
10. In terms of section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company has made arrangement to its members to exercise their right to vote at Annual General Meeting by electronic means.

EXPLANATORY STATEMENT

Explanatory Statement as required under Section 102 of the Companies Act, 2013

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 & 5 of the accompanying Notice dated 22nd May.2015.

ITEM NO. 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Monalisa Digant Parikh (DIN: 00294485 as an Additional Director of the Company with effect from 22nd May 2015. In terms of the provisions of Section 161(1) of the Act, Mrs. Monalisa Digant Parikh (DIN: 00294485) would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of Rs.1,00,000/- under Section 160 of the Act proposing the candidature of Mrs. Monalisa Digant Parikh (DIN: 00294485) for the office of Director of the Company Mrs. Monalisa Digant Parikh (DIN: 00294485) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Mrs. Monalisa Digant Parikh (DIN: 00294485) fulfills the conditions for her appointment as Director as specified in the Act.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mrs. Monalisa Digant Parikh (DIN: 00294485) is appointed as Director. Copy of the draft letter for appointment of Mrs. Monalisa Digant Parikh (DIN: 00294485) as Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Your Directors recommend the above special resolution for your approval.

Except Mrs. Monalisa Digant Parikh and Mr. Mahesh B Parikh and Mrs. Sudha Kapadia being relatives of the Mrs. Monalisa Digant Parikh, none of the other Directors, Manager, Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT,1956

ITEM NO.5

The Board of Directors at the recommendation of remuneration committee meeting held on 22nd May.2015 has re-appointed Mr. Mahesh B.Parikh as Managing Director of the Company w.e.f.1st November,2011.

The detailed terms and conditions regarding remuneration to be paid to him is given below which is as per Section 188,196,197 read with Schedule II Part II of Schedule V of the Companies Act,2013.

1) Details of Remuneration to be paid is as follows:
Rs.1,00,000/- per month (including perquisites)

2) Leave

As per the Rules and regulations of the Company .

Where in any financial year, during the tenure of Managing Director ,the Company has no profit or its profits are inadequate, the Company will pay remuneration not exceeding the limits specified under Section Schedule II Part II of Schedule V of the Companies Act,2015.

3) Other Conditions

- i. For all other terms and conditions not specifically spelt out above, the Rules and Order of the Company shall apply.
- ii. The managing Director holds office as such, subject to the provisions of Section Of the Companies Act,2015.

These appointment have been made under Schedule V in Part II in Section II of the Companies Act,2013.

The Board recommends this special resolution in the best interests of the company.

The Explanatory statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement and memorandum of concern or interest under Section 302 of the CompaniesAct,1956.

None of the Directors except Mrs. Sudha P. Kapadia and Mrs. Monalisa D. Parikh may be considered to be interested in the passing of the resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
For M B PARIKH FINSTOCKS LIMITED**

**Mahesh Bhogilal Parikh
Managing Director**

(DIN 00212486)

Date: 22nd May 2015 Place : Mumbai

Regd Office:

705, Galav Chambers, Sayajigunj, Vadodara – 390 005

Date: 22nd May 2015

CIN: L65910GJ1994PLC021759

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]

M B PARIKH FINSTOCKS LIMITED

Regd. Office: 705, Galav Chambers, Vadodara-390005.

CIN: L65910GJ1994PLC021759

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

*DP ID :

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 :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual general meeting of the Company, to be held on the Saturday 22nd August, 2015 at 12.30 pm at Registered Office of the Company at 705, Galav Chambers, Vadodara-390005. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
1	Adoption of Financial Statements for the year ended 31st March 2015		
2	Re-appointment of Mr. Mahesh Bhogilal Parikh (DIN 00212486) who retires by rotation		
3	Appointment of M/s B. R. Pancholi & Co. as Auditors & fixing their remuneration.		
4	Appointment of Mrs. Monalisa Digant Parikh as Director		

Signed this day of 2015

.....
Signature of shareholder

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

Affix
Revenue
Stamp

Notes

1. This form of Proxy in order to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

