

MILGREY FINANCE AND INVESTMENTS LIMITED

2, Prabhat Nagar, Patel Estate Road, Jogeshwari (W), Mumbai – 400 102

Tel. No. 26783323, E – Mail : milgreyfinance@gmail.com

CIN No. L67120MH1983PLC030316

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Milgrey Finance and Investments Limited will be held on Friday 30th September, 2016 at 4.00 p.m at the registered office of the company at 2, Prabhat Nagar, Patel Estate Road, Jogeshwari West, Mumbai-400102 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Manju B Joshi who retires by rotation, and being eligible offers herself for reappointment.
3. 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 all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s R. S. Shah & Co, Chartered Accountants, the retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors.

SPECIAL BUSINESS

4. 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 Sections 196 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), consent of the Board of Directors be and are hereby accorded to the appointment of Mr. Shyamsunder Harlalka (DIN: 00419591) as a Whole-time Director of the Company, for a period of three years w.e.f. 26th August, 2016 to 25th August, 2019 and

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with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Mr. Shyamsunder Harlalka from time to time.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 26/08/2016

Girdharilal Seksaria

Director

Din: 00410208

Basudeo Seksaria

Director

Din: 00444174

NOTES;

- 1) A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the company. Proxies, in order to be effective, must be received at the registered office of the company, not less than 48 hours before the commencement of the Annual General Meeting i.e. by 4.00 PM on 30th September, 2016.
- 2) Corporate members are requested to send duly certified copy of the Board resolution, pursuant to section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
- 3) Members are requested to bring admission slips alongwith copy of the annual report to the Annual General Meeting.
- 4) Members who wish to obtain information on the company or view the accounts for the financial year ended 31st March, 2016 are requested to send their queries atleast 10 days before the Annual General Meeting of the Company at the Registered Office of the Company.
- 5) All the documents referred to in accompanying notice are available for inspection at the Registered Office of the Company on all working days between 11.00 AM to 1.00 PM upto the date of Annual General Meeting.
- 6) The Register of Members and the Share Transfer Books of the Company will remain closed from 26th September to 29th September 2016 (both days are inclusive) for the purpose of Annual General Meeting.
- 7) Members are requested to intimate to the company the changes in the address, if any, immediately.
- 8) Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013

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A STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE ABOVE MENTIONED ITEM AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26th August, 2016 accorded its approval for the appointment of Mr. Shyamsunder Harlalka as the Whole-time Director of the Company subject to approval of shareholders by way of a Special Resolution, for its period of 3 years with effect from 26th August, 2016 to 25th August, 2019.

Mr. Shyamsunder Harlalka, being 74 years old and an old generation entrepreneur is having zeal to work hard and to run the Company in an efficient manner. He is also having a very vast experience in all fields including finance and other business management and having knowledge in diversified fields, he has in depth experience in different types of Business activities. He has handled responsibilities of deciding and reviewing the financial management discipline policies, analyzing and finalizing fund requirements and fund sourcing to optimise cost of funding, deciding on strategic investments and monitoring financial viability of various projects and investments. It would be in the interest of the Company to entrust Mr. Shyamsunder Harlalka with specific responsibility to monitor financial health of the Company, ensure optimum utilisation of the cash flow, management of treasury function.

Except Mr. Shyamsunder Harlalka none of the Other Directors / Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the proposed resolution.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 26/08/2016

Girdharilal Seksaria
Director
Din: 00410208

Basudeo Seksaria
Director
Din: 00444174

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The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 27th September, 2016 from 10.00 a.m. and ends on Wednesday, 28th September, 2016 till 5.p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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">• 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

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	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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <MILGREY FINANCE AND INVESTMENTS LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.

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- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed 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.

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- (xxi) 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.

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)		
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

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 30th day of September, 2016 at 4.00 p.m. at the registered office of the company at Plot no. 2, Prabhat Nagar, Patel Estate Road, Jogeshwari West, Mumbai-400102 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director’s and Auditor’s for the financial year 31st March, 2016		
2.	Re-appointment of Mrs. Manju B Joshi as Director		
3.	Re-Appointment of M/s. R. S. Shah & Co, Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	Appointment of Mr. Shyamsunder Harlalka as Whole		

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	Time Director		
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Signed this ____ day of ____ 20__

Affix
Revenue
Stamps

Signature of Shareholder
shareholder

Signature of Proxy holder

Signature of the

across Revenue Stamp

Note:

1) 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.

2) The proxy need not be a member of the company

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

33rd Annual General Meeting on 30th September, 2016

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 33rd Annual General Meeting of the Milgrey Finance and Investments Ltd on Friday, 30th September, 2016 at 4.00 p.m. at the registered office of the company, at 2, Prabhat Nagar, Patel Estate Road, Jogeshwari West, Mumbai-400102

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.