

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

Registered Office : Rammashraya, KH-43,

Sector-45, Mewla Maharajpur,

Faridabad - 121003, Haryana.

Notice is hereby given that the Fifteenth Annual General Meeting of the members of **Evinix Industries Limited** will be held on Thursday, the September 29th, 2011 at 11:30 A.M. at Aravalli Golf Club, N.H. -3, Faridabad-121001, Haryana to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011, Profit and Loss Account for the year ended on that date together with the reports of the Auditors and Directors thereon.
2. To appoint Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration .

SPECIAL BUSINESS:-

3. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Dr. Ajit Kumar Doshi who was appointed on November 20, 2010 as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, being eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director.”

4. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Mahavir Prasad who was appointed on November 20, 2010 as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, being eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director.”

5. 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 section 198, 269, 309 and 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 as amended from time to time , the relevant provisions of Articles of Association of the company and Shareholders and Supplymentary Sharholders Agreement entered in to by the shareholders of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such approvals, as may be necessary, consent of the company be and is hereby

accorded to the appointment of Mr. K. M. Gupta as a "Managing Director of the company for a period of three years, upon the following terms and conditions including remuneration with further liberty to the Board (which term shall be deemed to include any committee constituted/to be constituted by the Board) from time to time to alter the remuneration of Mr. K. M. Gupta in such manner as may be agreed to between the Board and Mr. K. M. Gupta and as may be permissible at law."

A. Period:

Three Years.

B. Remuneration:

Rs. 2,50,000/- (Rupees Two Lacs Fifty Thousand only) per month.

The aggregate of the salary, special pay, allowances and perquisites in any financial year shall be within the limits prescribed from time to time under section 198, 309 and the other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may be for the time being, be in force, or otherwise as may be permissible at law.

a. So long as Mr. K. M. Gupta functions as a Managing Director of the company, he will not be subject to retirement by rotation and shall not be paid any sitting fees for attending the meetings of the Board or any Committee thereof.

b. Where in any financial year comprised by the period of appointment, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid or given to the Managing Director in accordance with the applicable provisions of Schedule XIII of the Companies Act, 1956 and subject to the approval of the Central Government, wherever required."

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

c. To consider and if thought fit to pass with or without modification the following resolution as a **Special resolution:**

"RESOLVED FURTHER THAT pursuant to the provisions of section 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 as amended from time to time, the relevant provisions of Articles of Association of the company and Shareholders and Supplementary Shareholders Agreements entered in to by the shareholders of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such approvals, as may be necessary, consent of the company be and is hereby accorded to the appointment of Mr. Rajeev Taneja as Whole-Time Director (New Business Promotion) of the company for a period of three years, upon the following terms and conditions including remuneration with further liberty to the Board (which term shall be deemed to include any committee constituted/to be constituted by the Board) from time to time to alter the remuneration of Mr. Rajeev Taneja in such manner as may be agreed to between the Board and Mr. Rajeev Taneja and as may be permissible at law."

A. Period:

Three Years.

B. Remuneration:

Rs. 2,00,000/- (Rupees Two Lacs only) per month.

The aggregate of the salary, special pay, allowances and perquisites in any financial year shall be within the limits prescribed from time to time under section 198, 309 and the other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may be for the time being, be in force, or otherwise as may be permissible at law.

- a. So long as Mr. Rajeev Taneja functions as Whole Time Director of the company, he will not be subject to retirement by rotation and shall not be paid any sitting fees for attending the meetings of the Board or any Committee thereof.
- b. Where in any financial year comprised by the period of appointment, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid or given to the Managing Director in accordance with the applicable provisions of Schedule XIII of the Companies Act, 1956 and subject to the approval of the Central Government, wherever required.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

7. To consider and if thought fit to pass with or without modification the following resolution as a **Special resolution**:

“**RESOLVED FURTHER THAT** pursuant to the provisions of section 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 as amended from time to time, the relevant provisions of Articles of Association of the company and Shareholders and Supplementary Shareholders Agreements entered in to by the shareholders of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such approvals, as may be necessary, consent of the company be and is hereby accorded to the appointment of Mrs. Kamlesh Kumari as Whole-Time Director (Commercial & Administration) of the company for a period of three years, upon the following terms and conditions including remuneration with further liberty to the Board (which term shall be deemed to include any committee constituted/to be constituted by the Board) from time to time to alter the remuneration of Mrs. Kamlesh Kumari in such manner as may be agreed to between the Board and Mrs. Kamlesh Kumari and as may be permissible at law.”

A. Period:

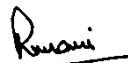
Three Years.

B. Remuneration:

Rs. 1,00,000/- (Rupees One Lac only) per month.

- a. The aggregate of the salary, special pay, allowances and perquisites in any financial year shall be within the limits prescribed from time to time under section 198, 309 and the other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may be for the time being, be in force, or otherwise as may be permissible under law.

For Evinix Industries Ltd.



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- b. So long as Mrs. Kamlesh Kumari functions as Whole Time Director of the company, he will not be subject to retirement by rotation and shall not be paid any sitting fees for attending the meetings of the Board or any Committee thereof.
- c. Where in any financial year comprised by the period of appointment, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid or given to the said Director in accordance with the applicable provisions of Schedule XIII of the Companies Act, 1956 and subject to the approval of the Central Government, wherever required.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

8. 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 Section-17 read with section 146(2) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of Company Law Board/ Central Government, the consent of the Members of the company be and is hereby accorded to shift the registered office of the Company from KH. – 43, Sector – 45, Mewla Maharajpur, Faridabad – 121003 in the state of **Haryana** to the state of **New Delhi**.

RESOLVED FURTHER THAT the clause no.-II of the Memorandum of Association of the Company be and is hereby substituted by the following:

II. The Registered Office of the Company will be situated in the **STATE OF NEW DELHI**.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company.”

9. To consider and if thought fit to pass with or without modification the following resolution as a **Special resolution**:

“**RESOLVED THAT**, pursuant to provisions Section 80^F, 81, 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and under the provisions of the Foreign Exchange Management Act (FEMA), 1999, as amended from time to time, Foreign Exchange Management (Transfer or issue of securities by a person resident outside India) Regulations, 2000 and/or issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme 1993, the Memorandum and Articles of Association of the Company and the listing agreement entered into by the company with the Stock Exchanges, where Shares of the Company are listed and subject to such approvals, consents, permissions and/or sanctions as may be required from the Securities and Exchange Board of India (SEBI), Reserve Bank of India, the Foreign Investment Promotion Board (FIPB) and from any other government/appropriate authorities, institutions or bodies (hereinafter individually/collectively referred to as the “concerned authorities”) and subject to such conditions if any, as may be stipulated by the concerned authorities from time to time in granting any such approvals, consents, permissions or sanctions, the Board of Directors of the

Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) of the Board for the time being, exercising the powers conferred on the Board) be and is hereby authorized and empowered and they shall always be deemed to have been so authorized and empowered on behalf of the Company, to create, offer, issue and allot Equity Shares and/or Redeemable Preference Shares, whether convertible with or without detachable or non-detachable warrants and/or any securities convertible into Equity Shares (whether optionally or otherwise) and/or Securities linked to Equity Shares fully/partly convertible debentures, International Offering through Global Depository Receipts (GDRs), American Depository Receipts (ADRs), or any other securities as may be permitted to be issued under law for the time being in force or any amendments thereto from time to time (hereinafter referred to as "Securities"), either on "Public Offer/Firm Allotment/Right Issue Basis", Preferential Issue of Equity Shares, warrants, convertible into equity or cash, with or without a green shoe option, as may be decided by the Board up to an aggregate amount not exceeding Rs. 150.00 Crores (Rupees One Hundred Fifty Crores Only) or its equivalent in one or more currencies, inclusive of such premium, as may be fixed on such Securities, to all or any one or more combinations of members/shareholders, promoters or their relatives & associates, directors and/or any Financial Institutions, Banks, Indian Mutual Funds, Foreign Institutional Investors whether registered with SEBI or not (including Non-resident Indians, Foreign Nationals, Qualified Institutional Buyers(QIBs), Overseas Corporate Bodies, Custodian of Overseas Investors by way of GDRs/ADRs), permanent employees and/or workers of the Company (including Indian working directors), Indian Public and/or any other categories of persons, institutions, authorities or otherwise, whether or not such investors are members of the Company, through a prospectus and/or Letter of Offer/Circular/other contract, at such time or times at such price or prices and in such manner and in such number as deemed fit by the Board and on such terms and conditions including as to mode of payment, security, rate of interest, date of entitlement of rights of shares, equity shares arising on conversion of warrants and further issue of equity shares to be allotted shall rank pari passu with the existing equity shares of the company in all respects including payment of dividend, conversion and other matters, rights and privileges and also in compliance of all the conditions as may be prescribed under Depositories Act and as may be decided by the Board in its absolute discretion and in the best interest of the Company at the time of such offer, issue or allotment."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, including but not limited to terms and conditions relating to payment of interest, dividend, premium on redemption at the option of the Company and/or holders of any Securities, or for variation of the price or period of conversion of securities into Ordinary Shares or issue of Ordinary Shares during the period of the Securities or terms pertaining to voting rights or option (s) for early redemption of Securities."

"RESOLVED FURTHER THAT the Company and/or any agency or body or person authorized by the Board, may issue depository receipts representing the underlying Ordinary Shares in the Capital of the Company or such other Securities in negotiable, registered or bearer form with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations (including listing on one or more Stock Exchange (s) in or outside India)."

"RESOLVED FURTHER THAT subject to SEBI guidelines and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of any of the above mentioned Securities and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

“RESOLVED FURTHER THAT in the event of any equity shares being issued against the Securities, this resolution shall be deemed to have authorized the Board/Committee in terms of Section 80, 81, 81(1A) and any other applicable provisions of the Companies Act, 1956, and under the Provisions of the Foreign Exchange Management Act, 1999, as amended from time to time to offer/issue/allot as many Equity Shares of the Company as are required for the purpose on such terms as the Board/Committee may in its sole discretion deem proper.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make on its own accord or to accept such amendments, modifications, variations and alterations as the “concerned authorities” may stipulate in that behalf and to amend, recalculate, modify, vary or alter all or any of the terms of the issue including its size and timing.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized in terms of Section 293(1)(a) and any other applicable provisions of the Companies Act, 1956, as amended from time to time, subject to requisite approvals, if any, as may be required from any of the concerned authorities and from the financial institutions/bank, the existing charge holders to secure if required the entire or any part of the issue of securities by creation of mortgage(s) and or charge(s) as may be required either by way of first charge or second charge on pari passu basis on all or any of the Company’s immovable and movable properties, present and future, as the Board may determine in consultation with the Trustees/Lenders, such charge to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute any arrangements/agreements or documents with any Lead Manager(s), Manager(s), Underwriter(s), Advisor(s), Custodian(s), Agent(s), Depository (ies) and with any others with regard to such issue/offer of securities and to remunerate them on such issue including by way of payment of commission, brokerage, fees or the like.”

“RESOLVED FURTHER THAT for the purpose of giving effect to all or any of the foregoing, the Board be and is hereby authorized in its absolute discretion as the Board deems fit, inter alia, and from time to time to finalize the Form of Prospectus, Letter of Offer, Circular, Application Form(s) etc., the price of Securities and to make or carry out any alterations or modifications to the above and to accept and give effect to such alterations, or modifications, as regards the terms and conditions of the issue as suggested or recommended by any of the concerned authorities or the Lead Manager(s) or capital markets intermediaries /agency(ies) without requiring any further approval of the members and to do all such acts, deeds, matters and things as they may in their absolute discretion, consider necessary, expedient usual or proper or settle any question or remove any difficulty or doubt that may arise with regard to the terms and conditions of the issue including utilisation of the proceeds of the issue and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in this connection and that all or any other powers conferred on the Board vide this Resolution may be exercised by the Board or such Committee(s) thereof as the Board may constitute in this behalf.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, on behalf of the company to do all such acts, deeds, matters and things as Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to enter into arrangements/agreements and to settle all questions, difficulties or doubts that may arise in regard to such issue as the Board, in its absolute discretion deem fit and take all steps which are incidental, consequential, relevant or ancillary in this connection.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or any other officer or officers of the company to give effect to the aforesaid resolution including, to execute/file/sign/verify any documents on behalf of the company and to represent the company before any government authorities and, for this purpose, to appoint any Professional/Advisors/Lawyers”.

By the order of the Board
For EVINIX INDUSTRIES LIMITED
(Formerly EVINIX ACCESSORIES LIMITED)
For Evinix Industries Ltd.


Date: August 26, 2010
Place: Faridabad

Authorised Signatory
(Raghuvansh Mani)
Company Secretary

NOTES:

1. The Explanatory Statement in respect of item numbers 4 to 7, pursuant to Section 173(2) of the Companies Act, 1956, which set out details relating to the Special Business to be transacted at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members are requested to address all correspondences, including any change in their address and dividend matters to the Registrar & Transfer Agent as mentioned below:

M/s. Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
New Delhi – 110062
4. The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2011 to September 29, 2011 (both days inclusive), for the purpose of Annual Closing and Annual General Meeting.
5. Members/Proxy holders are requested to produce the enclosed Attendance Slip duly signed at the entrance to the meeting, for admission to the meeting.
6. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company situated at KH-43, Sector-45, Mewla Maharajpur, Faridabad, Haryana, during business hours on all

For Evinix Industries Ltd.

Authorised Signatory

working days except Sundays and Holidays between 10.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting.

7. Brief resume of the Directors recommended for appointment at this Annual General Meeting, nature of their expertise in specific functional areas, 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 in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company commends their respective appointments.

ADDITIONAL INFORMATION IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING ON SEPTEMBER 29, 2011 IS AS BELOW:

Name of Director	Mr. Rajuhev Taneja	Mr. K.M.Gupta	Dr. A. K. Doshi
Date of Birth	30.06.1960	01.05.1958	05.12.1939
Date of Appointment on the Board.	01.05.1996	April4, 2009	November 20, 2010
Qualifications	Electrical Engineering (N.I.T, Krukshetra). Qualified Cost Accountant. Post Graduate in International trade (I. I. F. T, New Delhi)	Commerce Graduate	Dr. Doshi is a qualified Chartered Accountant from ICAI, New Delhi and a B.Com Graduate. from Rajasthan University (Jaipur). He is also a law graduate from the Bombay University and has done Ph.D. in Law (Amalgamation and Merger)
Expertise	over 25 years of experience across leading Indian corporates as BHEL, Siemens, Usha Martin Industries & Denson Industries. His work area included quality assurance, manufacturing, international trade & domestic industrial brand positioning. He has also worked as marketing promotion consultant for different brands and was a visiting faculty at Engineering Staff College of India, till 1996	Industrialist with vast experience in Import / Export of various jewellery items in Diamond, gold, silver etc and Textile Accessories and playing lead role in Business Finance and Accounting	45 years, with widespread experience at various managerial positions in the legal and finance divisions of Zenith Steel Pipes Ltd., Hindustan Zinc Ltd., National Textile Corporation Ltd., Govt. of India – Department of Company Affairs, to name a few. Dr. A.K. Doshi has practiced as an Advocate of Honorable Rajasthan High Court and worked as a Senior Professor of Law of Hidayatullah National Law University, Raipur, during the period June 2001 – September 2003. He has been the Examiner on the subjects, Company Law and Corporate Restructuring Law and Practice for the final examinations. From June 2004 to June 2008, he worked as a Professor of Law, N.L.U., Jodhpur (Rajasthan) on a consolidated honorarium.
Directorships held in other public companies (excluding foreign and private companies)	NIL	I. Ambros Export Private Limited	NIL
Memberships/Chairmanships of committees across public companies	NIL	NIL	NIL
Shareholding of Non-Executive Directors	14.52%	NIL	NIL

Relationship between Directors inter-se.	N.A.	N.A.	N.A.
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Name of Director	Mr. Mahavir Prasad	Mr. U.S. Pandey	Mrs. Kamlesh Kumari
Date of Birth	30.06.1960	01.06.1951	26.08.1961
Date of Appointment on the Board.	November 20, 2011	November 20, 2011	August 12, 2011
Qualifications	Commerce and Law graduate.	Mr. Udai Shanker Pandey (U.S. Pandey) is B (Tech) Mining Engineering Gold Medalist 1972 from the Institute of Technology B.H.U.	Commerce Graduate
Expertise	Mr. Prasad has served in the judiciary field and lastly he has retired from the position of Special Metropolitan Magistrate.	Mr. Pandey has a rich and loaded experience of 37 years of both Private as well as Public Sector Companies that includes TISCO, V.M. Salgaocar Brothers (P) Ltd., Hindustan Copper Ltd., U.P. carbide Chemicals, U.P. State Mineral Development Corporation, Continental Float Glass Ltd. Mr. Pandey also has affluent Experience in Mineral, Chemical and Glass Industries. Mr. Pandey has worked in senior positions like Project Manager, General Manager, Chief General Manager and Managing Director.	Over 20 years experience in Administration and Commercial functions of a Company.
Directorships held in other public companies (excluding foreign and private companies)	NIL	NIL	NIL
Memberships/Chairmanships of committees across public companies	NIL	NIL	NIL
Shareholding of Non-Executive Directors	14.52%	NIL	NIL
Relationship between Directors inter-se.	N.A.	N.A.	N.A.

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

ITEM NO. 3

Dr. Ajit Kumar Doshi was appointed as additional Director w.e.f. November 20, 2011 of the Company and holds office up to the conclusion of this Annual General Meeting pursuant to section 260 of the Companies Act, 1956 and Article 107 of the Articles of Association of the Company. The Company has received a notice in writing from a member of the Company under the provisions of Section 257 of the Companies Act, 1956, proposing the Candidature of Dr. Ajit Kumar Doshi.

For Evinix Industries Ltd.


 Authorised Signatory

ITEM NO. 4

Mr. Mahavir Prasad was appointed as additional Director w.e.f. November 20, 2011 of the Company and holds office up to the conclusion of this Annual General Meeting pursuant to section 260 of the Companies Act, 1956 and Article 107 of the Articles of Association of the Company. The Company has received a notice in writing from a member of the Company under the provisions of Section 257 of the Companies Act, 1956, proposing the Candidature of Mr. Mahavir Prasad.

ITEM NO.5 AND 6.

Consequent to the re - engineering of strategies of the Company and pursuant to the Shareholders and Supplementary Shareholders Agreements amongst the Promoters, Mr. K. M. Gupta shall be the Managing Director of the Company for a period of three years. The Managing Director shall be overall incharge for Marketing, Legal, Corporate & Secretarial matters, Administration and New Business Development/Acquisition and expansion.

Similarly Taneja's have nominated Mr. Rajeev Taneja to hold the office of Whole Time Director for a period of three years.

Mr. K M Gupta is a graduate in Commerce and has over two decade experience of running business, mainly import/export/trading of various Jewellery items in Diamond, gold, silver etc. He has also got enriching experience in import/export/trading of various Handicrafts accessories. Also, he is having experience of more than a two decade in the International Business, Finance and Accounting.

Mr. Rajeev Taneja is gold medalist in Electrical Engineering from N.I.T, Kurukshetra, Mr. Taneja is a qualified CWA (Cost & Works Accountant), and a post-graduate in International Trade from Indian Institute of Foreign Trade (IIFT), New Delhi. Additionally, he is a Master in French language from Kurukshetra University and & alumni of Centre of Retailing MDP-IIM Ahmedabad and has over 25 years of experience across leading Indian corporates as BHEL, Siemens, Usha Martin Industries & Denson Industries. His work area included quality assurance, manufacturing, international trade & domestic industrial brand positioning. He has also worked as marketing promotion consultant for different brands and was a visiting faculty at Engineering Staff College of India, till 1996. He is the founder promoter director of the company.

Considering the background, competence and experience of K. M. Gupta and Mr. Rajeev Taneja and packages of similarly placed personnel of other corporate bodies in the country, the Remuneration Committee of the Board and Directors of your company recommended their appointment on the proposed the terms of remuneration as fair, just and reasonable.

No director other than, Mr. K M Gupta and Mr. Rajeev Taneja, is concerned or interested in the proposed resolutions.

The resolution alongwith the above explanatory details may be treated as an abstract to the shareholders relating to the terms of appointment of Mr. K M Gupta and Mr. Rajeev Taneja under section 302 of the Companies Act, 1956.

A copy of the Memorandum and Articles of Association of the company is available for inspection by the members during business hour on any working day at the registered office of the company upto the date of the meeting.

For Evinix Industries Ltd.

A handwritten signature in black ink, appearing to read "R. Mani".

Authorized Signatory

ITEM NO.7.

Consequent to the re - engineering of strategies of the Company it has been decided to appoint Mrs. Kamlesh Kumari as a Whole-Time Director of the Company with overall incharge of Commercial and Administration.

Mrs. Kamlesh Kumari is a Commerce graduate and has rich experience of over 20 years in Administration, Commercial and Liasoning functions.

Considering the background, competence and experience of Mrs. Kamlesh Kumari and packages of similarly placed personnel of other corporate bodies in the country, the Remuneration Committee of the Board and Directors of your company recommended their appointment on the proposed the terms of remuneration as fair, just and reasonable.

None of the directors other than, Mrs. Kamlesh Kumari, is concerned or interested in the proposed resolutions.

The resolution alongwith the above explanatory details may be treated as an abstract to the shareholders relating to the terms of appointment of Mrs. Kamlesh Kumari under section 302 of the Companies Act, 1956.

A copy of the Memorandum and Articles of Association of the company is available for inspection by the members during business hour on any working day at the registered office of the company upto the date of the meeting.

ITEM NO. 8.

The management of company has proposed to change the registered office of the compny form the state of Haryana to the state of New Delhi, as most of the activities including banking are being death with from New Delhi. Accordingly the Board of Directors have recommended the change in the situation of the registered office from Haryana to New Delhi for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

ITEM No.9.

The management has proposed to issue equity shares and/or convertible instruments, in one or more tranches, in such form including Qualified Institutional Placement in terms of chapter XIII-A of SEBI (Disclosure and Investor Protection) Guidelines, 2000, on such terms, in such manner, at such price or prices and at such time as may be considered appropriate by the Board.

In today's dynamic business and economic environment, it is imperative for every company to continuously examine different business opportunities to ensure growth momentum with the objective of overall enhancement of shareholder value. Your Company has recently ventured into Retail business by way of setting up its retails stores, super speciality stores, etc. The venture requires additional investment. For meeting this requirement as well as for normal capital expenditure, funding long term working capital requirements, strengthening and enhancing manufacturing facilities, marketing, distribution and other approved corporate purposes, your company is proposing this issuance of securities.

Section 81 (1) of the Companies Act, 1956 ("the Act") provides, *inter alia*, that whenever a public company proposes to increase its subscribed capital by further issue/ offer and allotment of shares, such shares shall be offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise by a special resolution passed under Section 81(1A) of the Act. Accordingly

the consent of the members is being sought pursuant to the provisions of Section 81 (1A) and all other applicable provisions of the Act, authorising the Board to issue securities, as stated in the resolution.

The Board recommends for consent of the Shareholders by passing special resolution pursuant to provisions of Section 81 (1A) and other applicable provisions of the Companies Act, 1956 and in terms of the provision of Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The Board recommends the resolutions set out at item No.9. of the Notice as Special Resolution for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

By the order of the Board
For Evinix Industries Limited
~~For Evinix Industries L~~



Authorised Signatory
Raghuvansh Mani
Company Secretary

Date: August 26, 2010

Place: Faridabad

Evinix Industries Limited

Regd. Office: Rammashraya, KH-43, Sector-45, Mewla Maharajpur, Faridabad - 121003, Haryana, India

Regd. Folio No. * Client I.D. * D. P. I.D.

ATTENDANCE SLIP – 15TH ANNUAL GENERAL MEETING - 29TH SEPTEMBER, 2011

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND OVER IT AT THE ENTRANCE

I certify that I am a member/proxy for the member of the company.

I hereby record my presence at the **15th Annual General Meeting** of the Company held on Thursday, the 29th September, 2011 at Aravali Golf Club, N.H. – 3, Faridabad - 121001, Haryana.

* Member / Proxy's Name in Block Letters

* Members / Proxy's Signature

- Note
1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
 2. The copy of the Notice may please be brought to the Meeting Hall.
 3. **NO GIFTS WILL BE GIVEN.**

* **Strike out whichever is not applicable.**

Evinix Industries Limited

Regd. Office: Rammashraya, KH-43, Sector-45, Mewla Maharajpur, Faridabad - 121003, Haryana, India

PROXY FORM: 15TH ANNUAL GENERAL MEETING – 29TH SEPTEMBER, 2011.

Regd. Folio No. * Client I.D. * D.P. I.D.

I/We of
..... being a member/members of Evinix Industries Ltd. hereby
appoint of or failing
him/her of
as my/our Proxy to attend and vote for me/us on my/our behalf at the **15th Annual General Meeting** of the Company to be held on,
Thursday, the 29th September, 2011 at 11:30 A. M. at Aravali Golf Club, N.H. – 3, Faridabad - 121001, Haryana.

Signed this day of 2011

- Note
1. Proxy need not to be a member.
 2. Proxy form, complete in all respect, should reach the Company's Registered office situated at Rammashraya, KH-43, Sector-45, Mewla Maharajpur, Faridabad - 121003, Haryana, not less than 48 hours before the scheduled time of the meeting.

AFFIX
REVENUE
STAMP

Signatures _____

* Applicable only in case of investors holding shares in Electronic Form.