

# **MBI INTERCORP LIMITED**

(Formerly Known as Moonbeam Industries Limited)

CIN L36999DL1988PLC033670

Reg Off: 3/14A, Vijaynagar Double Storey, Delhi-110009

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## **ANNUAL REPORT** **2015-2016**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of **MBI Intercorp Limited** will be held on Friday, the 30<sup>th</sup> day of September, 2016 at 11:00 A.M. at the **Hotel Le Heritage** at Plot No. 8-A/3, West Extension Area, Ganga Mandir Marg, Karol Bagh, Delhi-110005 to transact the following business: -

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the company as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date together with Reports of the Board of Directors' and Auditors thereon and if thought fit, pass the following resolution with or without modification(s) as an Ordinary Resolution:

**"RESOLVED THAT** the audited balance sheet as at 31st March, 2016, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date together with the directors' report and the auditors' report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted".

2. To appoint a Director in place of Mr. Anuj Aggarwal (DIN: 03618737), who retires by rotation, and being eligible, offers himself for re- appointment and if thought fit, pass the following resolution with or without modification(s) as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Anuj Aggarwal (DIN: 03618737),director who retires by rotation and being eligible,offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

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

**RESOLVED** that in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at the 26<sup>th</sup> Annual General Meeting held on September 30, 2014 , the appointment of M/s **Sanjay Rawal & co.** , Chartered Accountants (Registration No. 012820N), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 29<sup>th</sup> Annual General

Meeting of the Company, be ratified by the Members on to be fixed by the Board of Directors of the Company.

#### **SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 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 modification(s) or re-enactment thereof for the time being in force), Mr. Viresh Aggarwal (holding DIN 00916800) be and is hereby re-appointed as the Managing Director and Chief Executive Officer of the Company for a period of 5 (Five) years with effect from 2<sup>nd</sup> September, 2016 on such remuneration and terms and conditions of service as detailed in the Explanatory Statement under Section 102(1) of the Companies Act, 2013 annexed to the Notice convening the meeting, with liberty to the Board of Directors, including any Committee thereof, to alter or vary the terms and conditions of appointment and/ or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification or re-enactment thereto;

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution.”

5. To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any subsidiary companies (including overseas subsidiaries) and / or give any guarantee or provide security in connection with a loan to any subsidiary company(ies) (including overseas subsidiaries) and / or acquire by way of subscription, purchase or otherwise, the securities of any subsidiary company(ies) (including overseas subsidiaries) upto an aggregate amount not exceeding Rs. 100 crore notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities

so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

6. To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create charges, mortgages and/ or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed/ to be availed by way of loans(s) (in Foreign currency and/or rupee currency) and/or debentures (convertible / non-convertible / secured / unsecured) and/or securities in the nature of debts instruments issued/to be issued by the Company (hereinafter 'loans'), from time to time, provided that the total amount of loans shall not at any time exceed Rs. 100 crore (Rupees Five Hundred Crore Only) in aggregate (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment/ redemption, remuneration of the Agents(s)/Trustees, all costs, charges, expenses including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other monies payable by the Company in respect of the said loans in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into or to be entered into between the Company and the lender(s), Agent(s) and Trustee(s) in respect of such borrowings and containing such specific terms and conditions and

covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

7. To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to borrow, from time to time, any sum or sums of money from one or more bank, financial institution, Central or State Government, body corporate, firms, persons whether by way of term loan, working capital facility, cash credit facility, inter corporate loan, bill discounting, issue of debenture or bonds or any other fund based or non-fund based facility, whether secured or unsecured, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up share capital and free reserves (the reserves not set apart for any specific purpose) of the Company but so however that the total amount up to which the money may be borrowed by the Board of Directors and outstanding at anytime shall not exceed the sum of Rs. 100 Crores exclusive of interest and other charges.

Resolved further that the Board of Directors of the Company be and is hereby authorised to execute such agreements, papers, deeds, and other instruments or writings containing such conditions and covenants as it may think fit to give effect to this resolution.

Resolved further that the Board be and is hereby authorised to delegate all or any of the aforesaid powers to any committee of Directors/officers, one or more director/managing director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution.”

Place: Delhi  
 Date: 02.09.2016

By order of the Board  
 For MBI Intercorp Limited

Viresh Agarwal  
 Managing Director  
 DIN 00916800

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

**Item No. 4**

Considering the vast experience and dedicated services rendered by Mr. Viresh Aggarwal towards the growth of the Company, it is incumbent that his services should continue to be available to the Company and hence the Board of Directors of the Company upon the recommendation of Nomination & Remuneration Committee, re appointed Mr. Viresh Aggarwal as the Managing Director and Chief Executive Officer of the Company for a period of 5 (Five) years with effect from 2<sup>nd</sup> September, 2016, subject to the approval of the Members in General Meeting.

The period of service, remuneration payable to and the terms and conditions of service of Mr. Viresh Aggarwal as Managing Director and Chief Executive Officer are set out below:

**TERMS & CONDITIONS OF SERVICE:**

Name	Mr. Viresh Aggarwal
Salary	NIL
Duties	Subject to the superintendence, control and direction of the Board, he shall have the responsibility of overall management of the business of the Company and for that purpose the power to do all such acts, deeds and things as may be required on behalf of the Company or delegated to him by the Board/Chairman.
Period	For a term of 5 years with effect from 2 <sup>nd</sup> September 2016
Termination	The appointment is terminable by either party by giving one month prior written notice to the other.

An abstract of the terms of appointment of Mr. Viresh Aggarwal pursuant to Section 190 of the Companies Act, 2013 shall be open for inspection by any member of the Company on any working days at the Registered Office of the Company except

Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of AGM.

The Board considers the appointment of Mr. Viresh Aggarwal on the terms set out above to be in the interest of the Company and therefore recommends that this resolution be adopted by the members.

Brief particulars of Mr. Viresh Aggarwal, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Except Mr. Viresh Aggarwal and Mr. Anuj Aggarwal, no other Director and Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the aforesaid resolution.

#### **Item No. 5**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies (including overseas subsidiaries) for an amount not exceeding Rs. 100 crore

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board accordingly recommends to pass the Special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

#### **Item No. 6 & 7**

For the growth of the Company, it may required from time to time to borrow money from one or more bank, financial institution, Central or State Government, body corporate, firms and persons. The aforesaid borrowings may exceed the paid up share capital and free reserves of the Company.

Approval of the members under Section 180 (1) (c) of the Companies Act, 2013 is required for the purpose of authorizing the Board to make borrowing in excess of the paid up share capital and free reserves.

For borrowing money from bank, financial institution, Central or State Government, body corporate, firms and persons, the Company would required to create security in favour of the lenders by creating charge on its present and future assets and properties. Consent of the members under Section 180 (1) (c) of the Companies Act, 2013 is also sought to authorize the Board to create charge on the properties of the Company charge in favour of lenders.

The Directors recommend the resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution

**NOTES**

1. A MEMBER TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY, PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
2. A person can act, as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
3. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. An Explanatory Statement Pursuant to Section 102(1) of the Companies Act 2013 is annexed hereto.
5. The Register of Members and Share Transfer Books will Remain closed from Saturday, the 24<sup>th</sup> day of September, 2016 to Friday, the 30<sup>th</sup> day of September, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
6. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for facilitating identification for attendance at the meeting.
7. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting
8. As per Circular No. MRD/DOP/CIR-05/2009 dated May 20, 2009 issued by Securities and Exchange Board of India(SEBI), it is mandatory to quote Permanent account number (PAN) for Participating in the securities market. Therefore, Members holding shares in dematerialized form are requested to



submit the PAN Details to the Registrar and Share Transfer Agents of the company and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.

9. Statutory Registers and documents referred to in the notice and Explanatory statement are open for inspection at the Registered office of the Company on all working days (Monday to Friday) between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and will also be available for inspection at the meeting.
10. In line with the measures of Green initiative taken by SEBI, Companies act 2013 also provides for sending notice of the meeting and other shareholder correspondence through electronic mode. Members holding shares in Physical Mode are requested to register their Email ID with the company or its RTA and Members holding shares in demat mode are requested to register their Email ID with their respective Depository Participants (DP).  
If there is any change in the Email ID already register with the company, Members are requested to immediately notify such change to the company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with companies(Management and Administration) Rules,2014, the company is pleased to provide its members the facility to cast their vote by electronic means on resolution set forth in this notice. The instruction for E-voting is enclosed with this notice.
12. In terms of the notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. January 29, 2001. Shareholders are therefore advised to dematerialize their shareholding to avoid inconvenience in future.
13. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, Beetal Financial Computer Services Private Limited 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir New Delhi-110062 Ph:- 011 2996 1281.
14. Voting Through Electronic Means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 27<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL).

II. The process and manner for remote e-voting are as under:

- (i) The voting period begins on 27.09.2016 at 9.00 A.M and ends on 29.09.2016 at 5.00 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 23.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](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 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xix) 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](http://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](mailto: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 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.
- 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.

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

15. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2016 may follow the same instructions as mentioned above for e-Voting.

**DIRECTOR'S REPORT:**

To  
The Members,

The 28<sup>th</sup> Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2016.

**FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:**

Summary of the Financial results for the period ended March 31, 2016 are given as under:

<b>Particulars</b>	<b>Year Ended 31.03.2016 (Rs.)</b>	<b>Year Ended 31.03.2015 (Rs.)</b>
<b>INCOME</b>		
Revenue from operations	5797895.00	328000.00
Other income	0.00	0.00
<b>Total (A)</b>	5797895.00	328000.00
<b>EXPENSES</b>		
Expenses	5749466.98	596801.52
Depreciation and Amortization Expense	0	0
<b>Total (B)</b>	5749466.98	596801.52
<b>Profit / (Loss) Before Tax (A-B)</b>	48428.02	(268801.52)
<b>Tax Expenses:</b>		
Current Tax (Including adjustment for previous year)	33458.02	0.00
Deferred Tax (Net)	0.00	0.00
<b>Profit / (Loss) After Tax</b>	33458.02	(268801.52)
Earnings Per Share (Face Value - Rs. 10 per share)		
Basic	0.01	(0.09)
Diluted	0.01	(0.09)

**DIVIDEND:**

To conserve the resources for the better working of the company, your directors do not recommend any dividend for the year under report.

**RESERVES:**

The Company has not created any reserves during the financial year 2015-16.

**CORPORATE GOVERNANCE:**

By virtue of Regulation 15 (2)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, provisions of Corporate Governance are not applicable on the company.

**BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:**

During the year under review, your company has registered the turnover of Rs. 5797895/- against the turnover of Rs. 3,28,000/-of previous year. The increase in turnover has resulted in profitability in the company.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There has been no change in the business of the company.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There has been no material changes and commitments during the year that will affect the financial positions of the company.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

No such significant orders had been passed by any regulator, courts or tribunals during the financial year 2015-16.

**DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

The Company has no Subsidiary, Joint Venture or associate Company.

**DEPOSITS:**

The Company has not accepted any public deposits during the year.

**STATUTORY AUDITORS:**

At the AGM held on September 30, 2014 the Members approved the appointment of M/s Sanjay Rawal & Co., Chartered Accountants as statutory auditors for a period commencing

from the last AGM held on 30.09.2014 till the conclusion of the AGM to be held in 2017 subject to the ratification by the Members every year. The Board has proposed the ratification of appointment M/s Sanjay Rawal & Co, Chartered Accountants as statutory auditors for financial year 2016- 2017.

**AUDITORS' REPORT:**

There were no such qualification, reservation or adverse remark or disclaimer made by the auditor in his report for the financial year 2015-16.

**EXTRACT OF THE ANNUAL RETURN:**

The extract of the annual return in Form No. MGT – 9 is annexed with the report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**(A) Conservation of energy:**

The Company's operations are not power extensive. The Company is taking every step to conserve and minimize the use of energy wherever possible such as using energy efficient computer terminals, purchasing energy efficient equipments etc.

**(B) Technology absorption:**

The Company has not imported any technology during the year 2015-16.

**(C) Foreign exchange earnings and Outgo:**

There was no inflows and outflows of the foreign exchange during the year.

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

As the provisions of Section 135 of the Companies Act, 2013 and the rules thereunder, do not applicable on the Company. Therefore, the Company is not required to comply with the section.

**PARTICULARS OF EMPLOYEES:**

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with the Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**DIRECTORS:**

The composition of Board of Directors as on 31<sup>st</sup> March 2016 comprised of five directors consisting of Managing Director and three independent Director

As per the provisions of Companies Act 2013, Mr. Anuj Aggarwal (DIN: 03618737) retire at ensuing Annual General Meeting and being eligible seeks re appointment. The Board recommends his re appointment.

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**

The Company has conducted Five (5) Board Meetings in the financial year 2015-16 i.e. on 30<sup>th</sup> May, 2015, 14<sup>th</sup> August, 2015, 2<sup>nd</sup> September, 2015, 14<sup>th</sup> November, 2015, 13<sup>th</sup> February, 2016.

Name of Director	Meetings attended
Viresh Aggarwal	5
Anuj Agarwal	5
Padam Duggar	5
Sarla Bardia	5
Kamal Jain Dugar	5

**COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company has constituted the following committees in terms of the provisions of the Companies Act and Regulation 18, 19 & 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

**I. Audit Committee**

Name of the Director	Category
Mr. Padam Duggar	Chairman (Non Executive Independent)
Mr. Kamal Jain Dugar	Member (Non Executive Independent)
Mr. Anuj Agarwal	Member (Promoter & Executive)

**II. Nomination and Remuneration Committee**

Name of the Director	Category
Mrs. Sarla Bardia	Chairperson (Non Executive Independent)



Mr. Kamal Jain Dugar	Member (Non Executive Independent)
Mr. Padam Duggar	Member (Non Executive Independent)

**III. Stakeholders Relationship Committee**

<b>Name of the Director</b>	<b>Category</b>
Mr. Kamal Jain Dugar	Chairman (Non Executive Independent)
Mr. Padam Duggar	Member (Non Executive Independent)
Mr. Anuj Aggarwal	Member (Promoter & Executive)

**DECLARATION BY AN INDEPENDENT DIRECTORS:**

The Independent Directors have given declaration stating that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

During the financial year 2015-16, the Company has not made any investment in Shares under section 186 of the Companies Act 2013. The Special resolution is proposed for advancing loans under Section 186 of the Act.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

**SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s L. Gupta & Associates, Company Secretaries to undertake audit of secretarial and other related records of the Company. The Secretarial Audit Report is annexed herewith as "Annexure - I".

The Board of Directors discussed the observations and qualifications raised by the Secretarial Auditor. It was decided to devise the proper system in the company so as to ensure all the compliances in time as per the listing Agreement and will also get the suspension revoked by the Stock Exchange.

**RISK MANAGEMENT POLICY:**

The Company has identified potential risks and required mitigation measures. The risk management policy is being reviewed to enhance control mechanism for risk evaluation and mitigation and the risk management process.

**INTERNAL CONTROL AND THEIR ADEQUACY:**

Your Company maintains an adequate and effective internal control system, commensurate with its size and complexity. Your Company believes that these internal control systems provide a reasonable assurance that the Company's transactions are executed with management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles and that the assets of the Company are adequately safeguarded against significant misuse or loss.

**INTERNAL FINANCIAL CONTROL:**

The Company has an established internal financial control framework including internal controls over financial reporting, operating controls and anti-fraud framework. The framework is reviewed regularly by the management and tested by internal audit team and presented to the audit committee. Based on the periodical testing, the framework is strengthened, from time to time, to ensure adequacy and effectiveness of Internal Financial Controls.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- b) appropriate accounting policies have been selected and applied consistently and judgements and estimates which are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

In accordance with the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed Company is required to have a Vigil Mechanism for the Directors and employees to report their genuine concerns and grievances. Your Company has a Whistle Blower Policy in place.

The Audit Committee of Directors is entrusted with the responsibility to oversee the Vigil mechanism.

**PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has constituted Internal Complaints Committees (ICC). During the year, no complaints with allegations of sexual harassment were filed with the Company.

**STOCK EXCHANGE LISTING :**

The shares of the Company are listed on Bombay Stock Exchange Limited. The Company has been suspended by the Bombay Stock Exchange since 15/05/2015 due to Penal Reasons.

**ACKNOWLEDGEMENTS:**

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors  
MBI INTERCORP LIMITED

Viresh Aggarwal  
Managing Director  
(DIN 00916800)

Padam Duggar  
Director  
(DIN 02288102)

Place: Delhi  
Date: 30.05.2016

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Outlook**

The Company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian Companies and to hope to improve its Turnover.

**Internal Control Systems and Adequacy**

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

**Human resource / Industrial relations**

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during the year and the Company does not anticipate any material problems on this count in the current year

**Opportunities & Threats and Risks & Concern**

Over the years, your Company has achieved an appropriate balance between risk and returns by setting up an efficient risk mitigation system to meet various forms of financial and other risks. The primary risks that the company is exposed to credit risk, market risk and operational risk. Deriving from the long years of experience your company's credit policy framework is designed to provide the right balance between business growth and portfolio quality.

**Cautionary Statement:**

The management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company's operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

**ANNEXURE-1 TO DIRECTORS REPORT****Form MR 3  
Secretarial Audit Report****(For the Financial Year ended on 31<sup>st</sup> March, 2016)**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Board of Directors  
**MBI INTERCORP LIMITED**  
3/14A, Vijaynagar Double Storey,  
Delhi-110009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MBI INTERCORP LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31<sup>st</sup> March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **MBI INTERCORP LIMITED** ("**The Company**") for the period ended on 31<sup>st</sup> March 2016 according to the provisions of:

- I. The Companies Act, 2013 (**the "Act"**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

**I have also examined compliance with the applicable clauses of the following:**

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

**2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:**

- maintenance of various statutory registers and documents and making necessary
- entries therein;
- closure of the Register of Members.
- forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- notice of Board meetings and Committee meetings of Directors;
- the meetings of Directors and Committees of Directors including passing of resolutions
- by circulation;
- the 26<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2014;
- minutes of proceedings of General Meetings and of the Board and its Committee
- meetings;
- approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- constitution of the Board of Directors / Committee(s) of Directors, appointment,
- retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- transfers and transmissions of the Company's shares and issue and dispatch of
- duplicate certificates of shares;
- declaration and payment of dividends;
- transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
- borrowings and registration, modification and satisfaction of charges wherever applicable;
- investment of the Company's funds including investments and loans to others;

- form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- Directors' report;
- contracts, common seal, registered office and publication of name of the Company; and,
- Generally, all other applicable provisions of the Act and the Rules made under the Act.

**3. I further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
4. The Company has obtained all necessary approvals under the various provisions of the Act; and
5. Certain fines and penalties were imposed on the company due to non compliance of listing agreement.
6. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
7. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
8. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

**4. I further report that**

1. the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
2. The provisions of the FEMA, 1999 and the Rules and Regulations made under that Act are not applicable to the company.

**5. I further report that:**

1. the Company has complied with the requirements under the Equity Listing Agreements entered into with Bombay Stock Exchange Limited;
  2. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
  3. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- 6. I further report that** based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 7. I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place : Delhi**

**Date : 28.05.2015**



**Annual Declaration under Regulation 34(3) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**DECLARATION**

As required under Regulation 34(3) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and senior executives of the Company have complied with Code of Ethics of the company for the year ended March 31, 2016.

For and on Behalf of the Board  
For MBI INTERCORP LIMITED

**Date: 30.05.2016**  
**Place: Delhi**

**Viresh Aggarwal**  
**Managing Director**  
**DIN: 00916800**

**MBI INTERCORP LIMITED**  
 (Formerly Known as Moonbeam Industries Limited)  
 CIN L36999DL1988PLC033670  
 Reg Off: 3/14A, Vijaynagar Double Storey, Delhi-110009  
Tel: 011- 27132054  
 Email: [nj\\_moonbeam@yahoo.co.in](mailto:nj_moonbeam@yahoo.co.in) Website: [www.mbiintercorpltd.com](http://www.mbiintercorpltd.com)

**FORM NO. MGT-11**

**PROXY FORM**

[Pursuant to Section 105(69) 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\* : \_\_\_\_\_

I, being the member of \_\_\_\_\_ shares of the above named Company, hereby appoint :

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on poll) for me and on my behalf at the Annual General Meeting of the Company to be held on Friday, the 30<sup>th</sup> day of September, 2016 at 11:00 A.M. at Hotel Le Heritage at Plot No. 8-A/3, West Extension Area, Ganga Mandir Marg, Karol Bagh, New Delhi- 110005 and/or at any adjournment thereof in respect of such resolution as are indicated below :

I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Description	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.	To re-appoint Mr. Anuj Aggarwal, director of the Company who retires by rotation.		

3.	Ratification of appointment of M/s. Sanjay Rawal & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		

Signed this \_\_\_\_ day of \_\_\_\_, 2016

\_\_\_\_\_

(Signature of the Shareholder)

\_\_\_\_\_

(Signature of the Proxy holder (s))

Affix Re. 1/- 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. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, 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 proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**MBI INTERCORP LIMITED**  
**(Formerly Known as Moonbeam Industries Limited)**  
**CIN L36999DL1988PLC033670**  
**Reg Off: 3/14A, Vijaynagar Double Storey, Delhi-110009**  
**Tel: 011- 27132054**  
**Email: [nj\\_moonbeam@yahoo.co.in](mailto:nj_moonbeam@yahoo.co.in) Website: [www.mbiintercorpltd.com](http://www.mbiintercorpltd.com)**

**ATTENDANCE SLIP**

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

Full Name of The Member Attending \_\_\_\_\_  
Member's Folio No/ Client ID: \_\_\_\_\_ and DP ID:  
\_\_\_\_\_  
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 28<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 30<sup>th</sup> day of September, 2016 at 11:00 A.M. at Hotel Le Heritage at Plot No. 8-A/3, West Extension Area, Ganga Mandir Marg, Karol Bagh, New Delhi, Delhi 110005

.....  
Member's / Proxy's Signature

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.