

Anugraha Valve Castings Limited

CIN : U27109TZ1992PLC003873

Registered Office: 391/2, Sengoda Gounden Pudur, Arasur Village, Coimbatore – 641 407

Tel. No.: +91 422 2360124, +91 422 2360910, Fax: + 91 422 2360026

E-Mail:anugraha@anugrahavalvecastings.com; Website: www.anugrahavalvecastings.com

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the shareholders of the Company will be held at 10.35 A.M. on Saturday, the 23rd day of September, 2017 at **Sree Annapoorna Sree Gowrishankar Hotels (P) Ltd., Sai Baba Colony Branch, Sri Valli Complex, 174, N.S.R. Road, Sai Baba Colony, Coimbatore – 641 011** to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss along with Cash Flow Statement for the year ended on that date together with Directors' Report and Auditor's Report thereon.
2. To Declare a Dividend
3. a). To Appoint a Director in the Place of Shri Ramnath Dureja, who retires by rotation and being eligible, offer himself for re-appointment.
b). To Appoint a Director in the Place of Shri Ajay J Shah, who retires by rotation and being eligible, offer himself for re-appointment.

4. Appointment of Auditor

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the Provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the re-appointment of **Shri R. Maheswaran, Chartered Accountant** (Membership No.028062), be and is hereby ratified as Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company (subject to ratification of his appointment at every AGM) at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditor, in addition to the reimbursement of applicable taxes and actual out of pocket expenses etc...”

SPECIAL BUSINESS

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 Sections 196, 197 and any other applicable provisions of the Companies Act, 2013, the rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the members be and is hereby accorded to appoint **Shri R. Baskaran, Chairman cum Managing Director** for a further period of five years with effect from 01/10/2017 with a remuneration package which includes the remuneration to be paid in the event of loss or inadequacy of profits to the period mentioned”

Terms and Conditions :

A. Salary :

Salary of ₹.25,00,000/- per month from 01/10/2017 to 30/09/2022

Bonus of ₹.25,00,000/- per annum being one month's salary

B. Perquisites :

- (i) Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and his wife.

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- (ii) Personal accidents and Medclaim insurance policy for self and his wife, premium not to exceed ₹.1,00,000/- per annum.
- (iii) Leave Travel Assistance for self and family once in a year in accordance with the Company's Rules.
- (iv) Gratuity as per the company's policy.
- (v) Other benefits like, Provident Fund, Pension, Leave etc. as per the Rules of the Fund, Act and Company.

Provided the aggregate cost to the Company per annum on the perquisites mentioned under Clause (b) above shall not exceed ₹.25,00,000/- being one month's salary.

C. Leave

As per Company's Rules

D. Termination of Appointment

Three months notice on either side.

6. 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 any other applicable provisions of the Companies Act, 2013, the rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Board subject to the Approval of the members be and is hereby accorded to appoint **Shri B. Anandkumar, Joint Managing Director** for a further period of five years with effect from 01/10/2017 with a remuneration package which includes the remuneration to be paid in the event of loss or inadequacy of profits to the period mentioned”

Terms and Conditions :

A. Salary :

Salary of ₹.18,50,000/- per month from 01/10/2017 to 30/09/2022

Bonus of ₹.55,50,000/- per annum being three months' salary

B. Perquisites :

- (i) Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and his wife.
- (ii) Personal accidents and Medclaim insurance policy for self and his wife, premium not to exceed ₹.1,00,000/- per annum.
- (iii) Leave Travel Assistance for self and family once in a year in accordance with the Company's Rules.
- (iv) Gratuity as per the company's policy.
- (v) Other benefits like, Provident Fund, Pension, Leave etc. as per the Rules of the Fund, Act and Company.

Provided the aggregate cost to the Company per annum on the perquisite mentioned under Clause (b) shall not exceed 10% of his Annual Salary.

C. Leave

As per Company's Rules

D. Termination of Appointment

Three months notice on either side.

By Order of the Board

Place : Coimbatore

Date : July 19, 2017

R. BASKARAN
Chairman cum Managing Director

Anugraha Valve Castings Limited

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.

A Proxy does not have the right to speak at the meeting and can vote only on a poll.

2. Corporate Members, intending to send their authorized representative, are requested to send Certified True Copy of the Board Resolution authorizing their representatives to attend vote at the AGM.
3. In case of Joint Holders, the joint holder who is higher in the order of names will be entitled to vote.
4. Members / Proxies / Authorized Representatives are requested to bring duly filled and signed attendance slip along with their copy of Annual Report to the AGM.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 14th September 2017 to Saturday, 23rd September 2017 (both days inclusive).
7. Pursuant to Section 125 of the Companies Act, 2013 unclaimed dividends up to the Financial Year ended 31st March 2009 have been transferred to the Investor Education and Protection Fund (IEPF).

In terms of the Companies Act, any dividend remaining unclaimed for a period of seven years from the due date of transfer to the Unpaid Dividend account is required to be transferred to the IEPF.

Members shall not be able to claim any unpaid or unclaimed dividend from the IEPF or the Company thereafter.

Members who have not en-cashed their dividend warrants towards the Dividend for the year ended 31st March 2010 or thereafter are requested to write to the Company.

Members are requested to note that the Dividend for the year ended 31st March 2010 declared at the Annual General Meeting held in September 2010 is due to be transferred to the IEPF in October 2017.

Also pursuant to the provisions of the recently notified "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, shall also be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account.

Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Company.

8. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.
9. Members are requested to notify immediately any change in their address to the registered office of the company, quoting their ledger folio number.

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10. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
11. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
12. A route map to reach the venue is given at the end of the AGM notice as per the Secretarial Standard 2.
13. Every member, being an individual has a right to nominate any nominee of his choice. Members are requested to write to the registered office of the company for more information on nomination facility and/or to get a copy of Nomination form.

By Order of the Board

Place : Coimbatore
Date : July 19, 2017

R. BASKARAN
Chairman cum Managing Director

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

Item No.5

The members of the company at the 15th Annual General Meeting held on 22nd September, 2007 approved the Re-appointment and terms of remuneration package set out in the Resolution No.6 of Shri R. Baskaran as Chairman cum Managing Director for a period of five years w.e.f. 01/10/2007 and subsequently the Shareholders in their 20th Annual General Meeting held on 12th September, 2012 approved his re-appointment with the same remuneration package for further period of five years with effect from 01/10/2012 as in the Resolution no.5. Thereafter, in Extra-Ordinary General Meeting of the Company held on 09th March, 2013, the Shareholders revised the remuneration as in the Resolution No.1 of the said meeting as per the provisions of the Companies Act, 1956 by passing Ordinary Resolution. As the Companies Act, 2013 requires the special resolution by the Shareholders in case of inadequacy of profit, it was again approved by the Shareholders by Special Resolution vide the Resolution No.3 of the shareholders' meeting held on 14/03/2015. Later on, on 24th September, 2016, the members revised his remuneration by special resolution vide Resolution No.5.

Now, as the term of his appointment is over, the Directors of the Company on recommendation made by the Nomination and Remuneration Committee have approved the re-appointment by considering the time and energy spent by him with terms of remuneration as set out in the resolution no.5, subject to the approval of the members.

Your Directors recommend the resolution for approval by the members of the Company.

The detailed information required as per Section II (B) of Part II of Schedule V of the Companies Act, 2013 about Shri R. Baskaran is as under

I. GENERAL INFORMATION

(i) Nature of Industry	:	Steel and Alloy Steel Foundry
(ii) Commencement of Commercial Production	:	1993
(iii) Financial Performance	:	The provisional result for the three months Period ended on 30/06/2017 is reasonable.
(iv) Export Performance	:	₹.134.68 Crores for the year 2016-17
(v) Foreign Investment/Collaborators	:	Nil

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II. INFORMATION ABOUT SHRI R. BASKARAN

(i) Background

Shri R. Baskaran had been trading in automobile spare parts for over 32 years. He commenced manufacturing activity by promoting this company about 25 years back. Needless to say that he has dedicated his full time to this Company.

(ii) Past Remuneration

₹.3.25 Crores per annum.

(iii) Awards / Recognitions

(a) Awards :

With the dedicated work force and committed management of him, the company has won many awards such as "Export Excellence Award", "Star Performer Award", "Asia Pacific International Award" etc... He has also won many accolades for himself. Few of those are as follows,

Honorary Doctorate of Foundry Science from the Yorker International University Certificate of Excellence as Entrepreneur of the Year from Manufacturing Today – Conference & Awards 2012 CMA – ROOTS – Best Entrepreneur Award from Coimbatore Management Association GK Sundaram Award from The Indian Chamber of Commerce and Industries.

(b) Recognitions

Under his valuable guidance and supervision, the company has achieved the following recognitions.

ISO 14001:2004

OHSAS 18001:2007

ISO 9001:2008

ISO 3834-2 (EN 729–2)

Well Known Foundry etc...

(iv) Job Profile and his Suitability

He contributes extensively to the growth of the Company. The entire work force as a huge team moves under his able guidance. Customers find his down to earth approach very appealing and he is certainly the most suitable leader to head the Company.

(v) Remuneration Proposed

A. Salary :

Salary of ₹.25,00,000/- per month from 01/10/2017 to 30/09/2022

Bonus of ₹.25,00,000/- per annum being one month's salary

B. Perquisites :

(i) Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and his wife.

(ii) Personal accidents and Mediciam insurance policy for self and his wife, premium not to exceed ₹.1,00,000/- per annum.

(iii) Leave Travel Assistance for self and family once in a year in accordance with the Company's Rules.

(iv) Gratuity as per the company's policy.

(v) Other benefits like, Provident Fund, Pension, Leave etc. as per the Rules of the Fund, Act and Company.

Provided the aggregate cost to the Company per annum on the perquisites mentioned under Clause (b) above shall not exceed ₹.25,00,000/- being one month's salary.

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(vi) Comparative Remuneration Profile With Respect to Industry, Size of the Company, Profile of the Position and Person :

The remuneration package is competitive and is at par with the packages offered in the industry of this size though there is still enough room for improving the package.

(vii) Pecuniary relationship

Shri B. Anandkumar, the Joint Managing Director is his Son.

III. OTHER INFORMATION

- (I) Reasons for inadequate profits : The profits are considered inadequate because the remuneration set out in the Item 3 & 4 Exceeds the ceiling prescribed for managerial Remuneration under section I of Part II of Schedule V to the Companies Act, 2013
- (ii) Steps taken or proposed to be taken for improvement : The company has taken various measures like New foundry to produce investment castings to meet our existing customers' need and to increase production and also contemplating value addition to its products, Ability to deliver high quality yields, higher Price and repeat orders.
- (iii) Expectation in production and profits in measurable terms : Production during the current fiscal is expected to increase over last year and the profit also.

None of the Directors except Shri R. Baskaran and Shri B. Anandkumar is in any way concerned or interested in this resolution.

The members are requested to consider and approve the above proposal of Remuneration to Shri R. Baskaran, Chairman cum Managing Director.

The Board of Directors recommends the passing of the above resolution as **Special Resolution**.

Item No.6

Shri B. Anandkumar was re-appointed as the Joint Managing Director for a period of five years with effect from 01/10/2007 with the monthly remuneration of ₹.2.50 lakhs which was approved by the resolution no.7 passed by the shareholders at the Annual General Meeting held on 22nd September, 2007 which was subsequently raised to ₹.5 lakhs p.m. by the resolution of the members at an extra-ordinary general meeting held on 10th March, 2012 for 6 months period from 01/04/2012 to 30/09/2012. Further, the Shareholders in their 20th Annual General Meeting held on 12th September, 2012 approved his re-appointment for a further period of five years with the same remuneration package set out in the Resolution no.6. Thereafter, in Extra-Ordinary General Meeting of the Company held on 09th March, 2013, the Shareholders revised the remuneration as in the Resolution No.2 of the said meeting as per the provisions of the Companies Act, 1956 by passing Ordinary Resolution. As, the Companies Act, 2013 requires the special resolution by the Shareholders in case of inadequacy of profit, it was again approved by the Shareholders by Special Resolution in their meeting held on 14th March, 2015 for remuneration package set out in Resolution no.4 of the said meeting. Later on, on 24th September, 2016, the members revised his remuneration by special resolution vide Resolution No.6.

Now, as the term of his appointment is over, the Directors of the Company on recommendation made by the Nomination and Remuneration Committee have approved the re-appointment by considering the time and energy spent by him with terms of remuneration as set out in the resolution no.6, subject to the approval of the members.

Your Directors recommend the resolution for approval by the members of the Company.

Anugraha Valve Castings Limited

The detailed information required as per Section II (B) of Part II of Schedule V of the Companies Act, 2013 about Shri B. Anandkumar is as under

I. GENERAL INFORMATION

- (i) Nature of Industry : Steel and Alloy Steel Foundry
- (ii) Commencement of Commercial Production : 1993
- (iii) Financial Performance : The provisional result for the three months Period ended on 30/06/2017 is reasonable.
- (iv) Export Performance : ₹.134.68 Crores for the year 2016-17
- (v) Foreign Investment/Collaborators : Nil

II. INFORMATION ABOUT SHRI B. ANANDKUMAR

(i) Background

Shri B. Anandkumar is a Post Graduate in Business Administration, London. He looks after administration, sales and marketing. He looks after day to day operations along with the Chairman cum Managing Director. He is responsible for creating an Interactive Customer Relationship (ICR) System.

(ii) Past Remuneration

₹.2.25 Crores per annum.

(iii) Recognition / Award

The Company has won many Awards and recognitions under his wonderful combination.

(iv) Job Profile and his Suitability

By virtue of his long experience in the company, he is very suitable for the post and responsibility associated with the post.

(v) Remuneration Proposed

A Salary :

Salary of ₹.18,50,000/- per month from 01/10/2017 to 30/09/2022

Bonus of ₹.55,50,000/- per annum being three months' salary

B Perquisites :

- (i) Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and his wife.
- (ii) Personal accidents and Mediciam insurance policy for self and his wife, premium not to exceed ₹.1,00,000/- per annum.
- (iii) Leave Travel Assistance for self and family once in a year in accordance with the Company's Rules.
- (iv) Gratuity as per the company's policy.
- (v) Other benefits like, Provident Fund, Pension, Leave etc. as per the Rules of the Fund, Act and Company.

Provided the aggregate cost to the Company per annum on the perquisite mentioned under Clause (b) shall not exceed 10% of his Annual Salary.

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(vi) Comparative Remuneration Profile With Respect To Industry, Size of the Company, Profile of the Position and Person :

The remuneration package is very reasonable and has been designed to serve as a motivating package.

(vii) Pecuniary relationship

Shri R. Baskaran, the Chairman cum Managing Director is his father.

III. OTHER INFORMATION

- (i) Reasons for inadequate profits : The profits are considered inadequate because The remuneration set out in the Item 3 & 4 Exceeds the ceiling prescribed for managerial Remuneration under section I of Part II of Schedule V to the Companies Act, 2013
- (ii) Steps taken or proposed to be taken for improvement : The company has taken various measures like New foundry to produce investment castings to meet our existing customers' need and to increase production and also contemplating value addition to its products, Ability to deliver high quality yields, higher Price and repeat orders.
- (iii) Expectation in production and profits in measurable terms : Production during the current fiscal is expected to maintain over last year and the profit also.

None of the Directors except Shri R. Baskaran and Shri B. Anandkumar is in any way concerned or interested in this resolution.

The members are requested to consider and approve the above proposal for increase in the salary of Shri B. Anandkumar, Joint Managing Director.

The Board of Directors recommends the passing of the above resolution as **Special Resolution**.

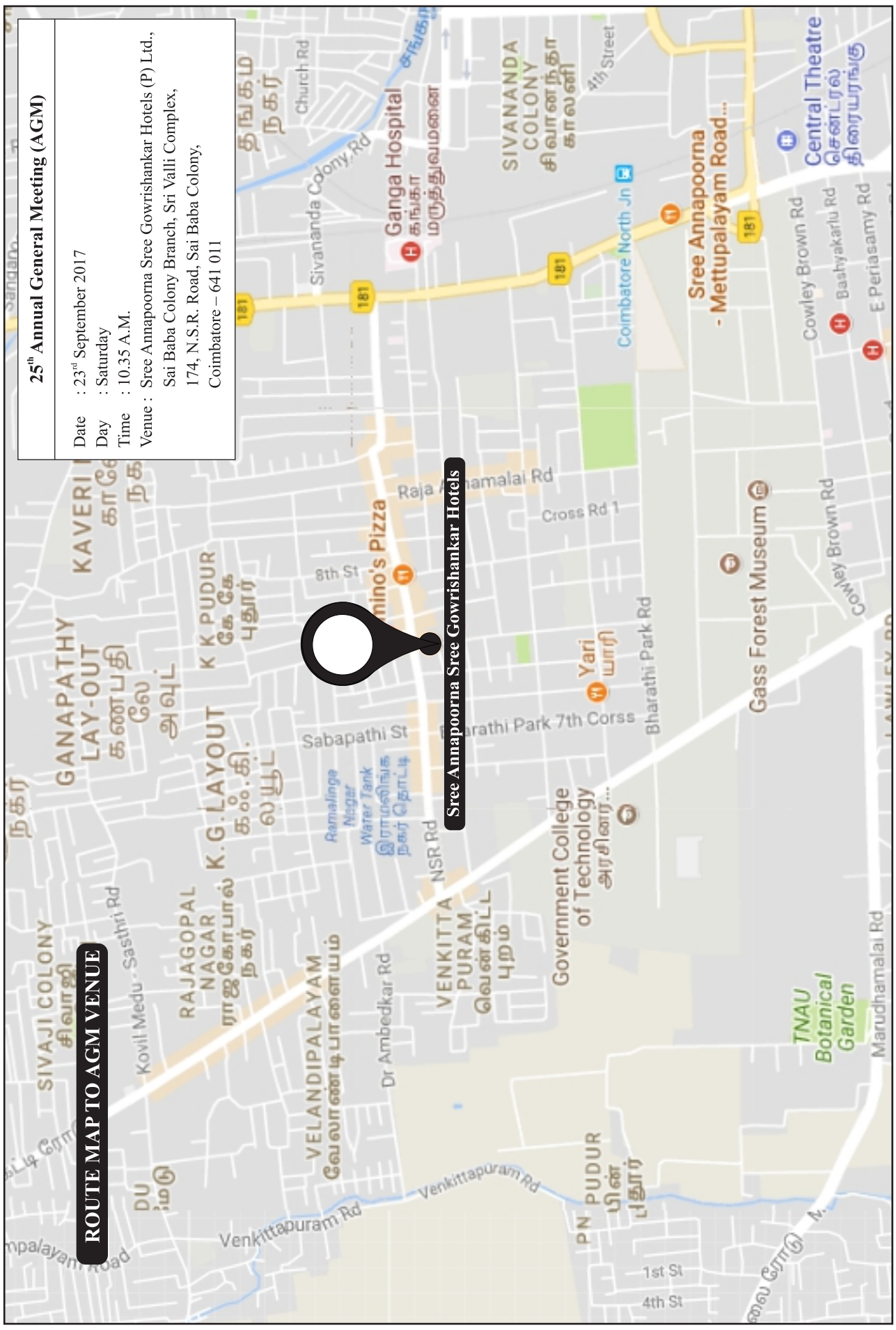
By Order of the Board

Place : Coimbatore
Date : July 19, 2017

R. BASKARAN
Chairman cum Managing Director

25th Annual General Meeting (AGM)

Date : 23rd September 2017
Day : Saturday
Time : 10.35 A.M.
Venue : Sree Annapoorna Sree Gowrishankar Hotels (P) Ltd.,
Sai Baba Colony Branch, Sri Valli Complex,
174, N.S.R. Road, Sai Baba Colony,
Coimbatore – 641 011



ROUTE MAP TO AGM VENUE

Sree Annapoorna Sree Gowrishankar Hotels



Anugraha Valve Castings Limited

CIN : U27109TZ1992PLC003873

Registered Office: 391/2, Sengoda Gounden Pudur, Arasur Village, Coimbatore – 641 407

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E-Mail:anugraha@anugrahavalvecastings.com; Website: www.anugrahavalvecastings.com

ATTENDANCE SLIP

Folio No. :

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name and Address of Member	Venue
	Sree Annapoorna Sree Gowrishankar Hotels (P) Ltd. Sai Baba Colony Branch, Sri Valli Complex, 174, N.S.R. Road, Sai Baba Colony, Coimbatore – 641 011
	Day, Date and Time
	Saturday, 23 rd September, 2017 at 10.35 AM

I certify that I am a Member / Proxy / Authorized Representative for the Member of the Company

I hereby register my presence at the 25th Annual General Meeting of the Company

Name of attending Member / *Proxy /
Authorized Representative

Signature of Member / *Proxy /
Authorized Representative

*Strike out whichever is not applicable

Member / Proxy holder are requested to bring copies of annual report and attendance slip to the Annual General Meeting. No attendance slip will be issued at AGM

1. Member are requested to-

Avoid being accompanied by non-member and/or relative or children;

Bring their copies of Annual report to the meeting, as the Company will not be able to provide another copy in view of the increased cost of paper and printing expenses;

Be in their seats at the meeting hall before the scheduled time for commencement of the meeting to avoid interruptions in the proceedings.

2. Members intending to appoint Proxy(s) are requested to complete the proxy form send herewith and deposit the same at the Registered Office of the company at least 48 hours before the time fixed for holding the meeting.

3. Physical copy of the Annual Report for 2016-17 and Notice of the AGM along with Attendance Slip and Proxy Form are sent in the permitted mode(s) to all Members.



Anugraha Valve Castings Limited

CIN : U27109TZ1992PLC003873

Registered Office: 391/2, Sengoda Gounden Pudur, Arasur Village, Coimbatore – 641 407

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E-Mail: anugraha@anugrahavalvecastings.com; Website: www.anugrahavalvecastings.com

FORM NO. MGT 11 / PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :	
Registered Address	
Email Id	
Folio No.	

I/We, being the member(s) holding Shares of the above named Company, hereby appoint:

1. Name	
Address	
Email Id	
Signature	

, or failing him/her;

2. Name	
Address	
Email Id	
Signature	

, or failing him/her;

3. Name	
Address	
Email Id	
Signature	

, or failing him/her;

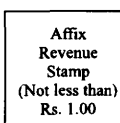
as my/our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th Annual General Meeting of the Company at **Sree Annapoorna Sree Gowrishankar Hotels (P) Ltd, Sai Baba Colony Branch, Sri Valli Complex, 174, N.S.R. Road, Sai Baba Colony, Coimbatore – 641 011** on Saturday the 23rd September, 2017 at 10.35 A.M. and at any adjournment thereof in respect of the following resolutions, in the manner as indicated below :

Resolution No.	Description	Type of Resolution	Optional	
			For	Against
1	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2017 and the Statement of Profit and Loss along with Cash Flow Statement for the year ended on that date together with Directors' Report and Auditor's Report thereon.	Ordinary		
2	To Declare a Dividend	Ordinary		
3	a). To Appoint a Director in the Place of Shri Ramnath Dureja, who retires by rotation and being eligible, offer himself for re-appointment. b). To Appoint a Director in the Place of Shri Ajay J Shah, who retires by rotation and being eligible, offer himself for re-appointment.	Ordinary		
4	Appointment of Auditor	Ordinary		
5	Re-Appointment of Shri R. Baskaran, Chairman cum Managing Director for further period of 5 years	Special		
6	Re-Appointment of Shri B. Anandkumar, Joint Managing Director for further period of 5 years	Special		

Signed this _____ day of _____ 2017

Signature of Share holder(s) : _____

Signature of Proxy holder(s) : _____



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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th AGM
3. It is optional to put a '√' mark in the appropriate column against the Resolution indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate
4. Please complete all details including details of member(s) in above box before submission.
5. Member may note that a person shall not act as a Proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.