LOTUS BANCORP, INC.
44350 West Twelve Mile Road
Novi, MI 48377
(248) 735-1000
www.lotusbank.com

March 10, 2014

Dear Shareholder:

I am pleased to invite you to attend the Lotus Bancorp, Inc.'s 2014 annual meeting of shareholders on Thursday, May 22, 2014. We will hold the meeting at 3:00 p.m. at the Lotus Bank office located at 37000 Grand River Avenue, Suite 100, Farmington Hills, Michigan 48335.

On the page following this letter, you will find the Notice of Meeting which lists the matters to be considered at the meeting. Following the Notice of Meeting is the proxy statement which describes these matters and provides you with additional information about our Company. Also enclosed you will find the Company's 2013 Annual Report and our proxy card, which allows you to vote on these matters.

Your vote is important. A majority of the common stock must be represented, either in person or by proxy, to constitute a quorum for the conduct of business. **Please complete and mail in your proxy card promptly, even if you plan to attend the meeting.** You can attend the meeting and vote in person, even if you have sent in a proxy card.

The Board of Directors recommends that shareholders vote **FOR** each of the proposals stated in the proxy statement.

The rest of the Board and I look forward to seeing you at the meeting. Whether or not you can attend, we greatly appreciate your cooperation in returning the proxy card.

Sincerely,

Neal J. Searle
President and Chief Executive Officer

LOTUS BANCORP, INC.
44350 West Twelve Mile Road
Novi, MI 48377

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME.....	3:00 p.m. local time, on Thursday, May 22, 2014
PLACE.....	Lotus Bancorp, Inc. 37000 Grand River Avenue Suite 100 Farmington Hills, Michigan 48335
ITEMS OF BUSINESS.....	(1) To elect five members of the Board of Directors. Note: To transact such other business as may properly come before the Meeting.
ANNUAL REPORT	Our 2013 Annual Report, which is not a part of the proxy soliciting material, is enclosed.
RECORD DATE.....	You can vote if you are a shareholder of record on March 31, 2013
QUORUM	A majority of the shares of common stock must be represented at the meeting. If there are insufficient shares, the meeting may be adjourned.

March 10, 2014

Mayur Joshi, *Secretary*

TABLE OF CONTENTS

SOLICITATION AND VOTING 5
Shareholders Entitled to Vote 5
Voting Procedures 5
Required Vote 5
Revoking a Proxy 6
List of Shareholders 6
Cost of Proxy Solicitation 6
Inspector of Election 6
Other Matters 6
GOVERNANCE OF THE COMPANY 7
Role and Composition of the Board of Directors 7
The Audit Committee 7
Audit Committee Financial Expert 8
The Loan Committee 8
The Asset/Liability Management Committee 8
The Human Resources Committee 8
Code of Ethics 9
Directors' Compensation 9
ITEM 1. ELECTION OF DIRECTORS 10
CLASS III -- NOMINEES WHOSE TERMS WILL EXPIRE IN 2013 10
CLASS I -- DIRECTORS WHOSE TERMS WILL EXPIRE IN 2014 11
CLASS II -- DIRECTORS WHOSE TERMS WILL EXPIRE IN 2015 11
SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS, ALL DIRECTORS AND EXECUTIVE OFFICERS AS A GROUP, AND FIVE PERCENT SHAREHOLDERS 12
AUDIT COMMITTEE 14
Audit Committee Report 14
SHAREHOLDER PROPOSALS 14

LOTUS BANCORP, INC.
44350 Twelve Mile Road
Novi, MI 48377

SOLICITATION AND VOTING

We are sending you this Proxy Statement and the enclosed proxy card because the Board of Directors of Lotus Bancorp, Inc. (the "Company" "we" or "us") is soliciting your proxy to vote at the 2014 annual meeting of Shareholders (the "Annual Meeting"). This Proxy Statement summarizes the information you need to know to vote at the Annual Meeting.

You are invited to attend our Annual Meeting on May 22, 2014 beginning at 3:00 p.m., local time. The Annual Meeting will be held at the Lotus Bank office located at 37000 Grand River Avenue, Suite 100, Farmington Hills, Michigan 48335.

This Proxy Statement and the enclosed form of proxy are being mailed starting on or about April 15, 2013.

Shareholders Entitled to Vote

Holders of record of common stock of the Company at the close of business on March 31, 2014 are entitled to receive this notice. Each share of common stock of the Company is equal to one vote.

There is no cumulative voting at the Annual Meeting.

As of the record date, there were 1,400,478 common shares issued and outstanding.

Voting Procedures

You can vote on matters to come before the meeting in one of two ways:

- you can come to the Annual Meeting and cast your vote there; or
- you can vote by signing and returning the enclosed proxy card. If you do so, the individuals named as proxies on the card will vote your shares in the manner you indicate.

You may also choose to vote for all of the nominees for Director and each proposal by simply signing, dating and returning the enclosed proxy card without further direction. All signed and returned proxies that contain no direction as to vote will be voted **FOR** each of the nominees for Director and **FOR** each of the proposals.

The Board of Directors has selected itself as the persons to act as proxies on the proxy card.

If you plan to attend the Annual Meeting and vote in person, you should request a ballot when you arrive. **HOWEVER, IF YOUR SHARES ARE HELD IN THE NAME OF YOUR BROKER, BANK OR OTHER NOMINEE, THE INSPECTOR OF ELECTION WILL REQUIRE YOU TO PRESENT A POWER OF ATTORNEY OR PROXY IN YOUR NAME FROM SUCH BROKER, BANK OR OTHER NOMINEE FOR YOU TO VOTE SUCH SHARES AT THE ANNUAL MEETING**. Please contact your broker, bank or nominee.

Required Vote

The presence, in person or by proxy, of the holders of a majority of the votes entitled to be cast by the shareholders at the Annual Meeting is necessary to constitute a quorum. Abstentions and broker "non votes" are counted as present and entitled to vote for purposes of determining a quorum. A broker "non vote" occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because such broker, bank or nominee does not have discretionary authority to vote and has not received instructions from the beneficial owner.

Once a quorum is achieved, a plurality of votes cast is all that is necessary for the election of directors. Abstentions and broker "non votes" are not counted in determining the vote. As to the approval of all other matters that may come before the meeting, the affirmative vote of a majority of votes cast is necessary for the approval of such matters. Abstentions and broker “non votes” are again not counted for purposes of approving the matter.

Revoking a Proxy

If you give a proxy, you may revoke it at any time before it is exercised. You may revoke your proxy in any one of three ways:

- you may send in another proxy with a later date;
- you may notify the Company's Secretary in writing at Lotus Bancorp, Inc., 44350 West Twelve Mile Road, Novi, Michigan 48377; or
- you may revoke by voting in person at the Annual Meeting.

If you choose to revoke your proxy by attending the Annual Meeting, you must vote in accordance with the rules for voting at the Annual Meeting. Attending the Annual Meeting alone will not constitute revocation of a proxy.

List of Shareholders

A list of shareholders entitled to vote at the Annual Meeting will be available for examination by shareholders for any purpose related to the Annual Meeting at the Company's offices at 44350 Twelve Mile Road, Novi, Michigan 48377 for a period of ten days prior to the Annual Meeting. A list will also be available at the Annual Meeting itself.

Cost of Proxy Solicitation

We will pay the expenses of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees in person or by telephone, mail or telegram. We do not intend to engage a proxy solicitation firm to assist us in the distribution and solicitation of proxies. The Company will also request persons, firms and corporations holding shares in their names for other beneficial owners to send proxy materials to such beneficial owners. The Company will reimburse these persons for their expenses.

Inspector of Election

Your proxy returned in the enclosed envelope will be delivered to the Company's transfer agent, Broadridge. The Board of Directors has designated Shubha Kolachalam and Dr. Vasudev Garlapaty to act as inspectors of election and to tabulate the votes at the Annual Meeting.

Other Matters

The Board of Directors knows of no business which will be presented for consideration at the Annual Meeting other than as stated in the Notice of Annual Meeting of Shareholders. If, however, other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the proxies to vote the shares on such matters in their discretion.

GOVERNANCE OF THE COMPANY

Role and Composition of the Board of Directors

Our Company's Board of Directors is the ultimate decision making body of the Company, except for matters which law or our Articles of Incorporation requires the vote of shareholders. The Board of Directors selects the management of the Company which is responsible for the Company's day to day operations. The Board acts as an advisor to management and also monitors its performance. Our Board of Directors has determined that each of our directors are independent, with the exception of Neale J. Searle.

Certain members of the Company's Board of Directors also serve as Directors of Lotus Bank (the "Bank"), as listed in the chart below. The Bank is the Company's wholly-owned subsidiary. You will find a discussion of its activities in your Annual Report.

During 2013, the Board of Directors met as the Company's Board of Directors 5 times. In addition, the Board of Directors has authorized four Committees to manage distinct matters of the Company and/or the Bank. These Committees are the Audit Committee, the Loan Committee, the Asset/Liability Management Committee and the Human Resources Committee. Membership on each of the Committees is set forth in the table below

Name	Director of the Company	Director of the Bank	Audit	Loan	Asset/ Liability Management	Human Resources
Sreenivas Cherukuri	X	X	X	X	X	X
Vasudev Garlapaty	X					
Vinaya Gavini	X	X				
Amarnath Gowda	X					
Ravindranath Gullapalli	X					
Murali Guthikonda	X	X				X
Lynn Jerath	X					
Mayur Joshi	X	X		X	X	
Ram Kolachalam	X					
V.S. Lingham	X					
Krishna M. Malempati	X	X	X	X	X	
Jitendra Patel	X	X	X	X		X
Haranath Policherla	X					
Neal J. Searle	X	X		X	X	X
Bala Setty	X					
Jay Shah	X	X	X			X
Venkat Talasila	X					
Joseph Welch		X				
Douglas Welday		X	X			
Meetings in 2013	4	13	4	23	4	0

The Audit Committee

The Audit Committee is responsible for the annual appointment of the public accounting firm to be our outside auditors. The Committee is also responsible for the following tasks:

- maintaining a liaison with the outside auditors;
- reviewing the adequacy of internal controls;

- reviewing with management and outside auditors financial disclosures of the Company; and
- reviewing any material changes in accounting principles or practices used in preparing statements.

Audit Committee Financial Expert

While the Board of Directors endorses the effectiveness of the Company's Audit Committee, its membership does include a director who qualifies for designation as an "audit committee financial expert" - a concept under federal regulation that contemplates such designation only when an audit committee member satisfies all five qualification requirements, such as experience (or "experience actively supervising" others engaged in) preparing, auditing, analyzing or evaluating financial statements presenting a level of accounting complexity comparable to what is encountered in connection with our Company's financial statements.

The Loan Committee

The loan committee is responsible for establishing or approving, in conjunction with management, all major policies and procedures pertaining to loan policy, including:

• establishing the loan approval system;

• approving all loans in excess of $200,000 if unsecured, $750,000 for all others;

• reviewing all past due reports, rated loan reports, non-accrual reports and other reports and indicators of overall loan portfolio quality;

• engaging, as appropriate, and reviewing the findings of, outsourced credit review consultants;

• reviewing and responding to all credit issues identified by way of regulatory examinations and outsourced credit review consultants;

• establishing measurements for adequacy of the loan loss reserve; and

• reviewing any other matters pertaining to the loan portfolio such as yield and concentrations.

The Asset/Liability Management Committee

The principal responsibilities of this committee include:

• overseeing the bank’s actions relating to interest rate risk and liquidity risks;

• reviewing management strategies for investment securities activities, deposit programs and lending initiatives;

• evaluating the bank’s liquidity position and considering the impact of anticipated changes in that position; and

• approving trading strategies and reviewing positions in securities.

The asset/liability management committee is also responsible for the bank’s overall investment strategy and asset/liability and investment policy. This includes liquidity management, risk management, net interest margin management, monitoring deposit level trends and pricing, monitoring asset level trends and pricing and portfolio investment decisions.

The Human Resources Committee

The human resources committee recommends to the board of directors the salaries of executive personnel and directors and the policies, terms and conditions of employment of all employees of the bank. The committee also assists senior management in identifying candidates for available positions and coordinates efforts with legal counsel to create employee compensation plans, including the granting of stock options. The committee is responsible for performance evaluations of senior management and for creating senior management compensation plans. The committee also reviews and recommends employee benefit plans, as proposed by management, to the board of directors.

Code of Ethics

The Company has adopted a Code of Ethics that applies to all of our employees, officers and directors, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Our Code of Ethics contains written standards that we believe are reasonably designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, federal and state regulators in other public communications we make;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting of violations of the code to an appropriate person or persons named in the code; and
- Accountability for adherence to the code.

We will provide to any person without charge, upon request, a copy of our Code of Ethics. Requests for a copy of our Code of Ethics should be made to our Secretary at 44350 West Twelve Mile Road, Novi, Michigan 48377.

Directors' Compensation

Cash compensation for service as a Company director totaled $19,700 during 2013. Bank directors are compensated at $200 per meeting attended in person and $100 per meeting attended via telephone.

2013 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Sreenivas Cherukuri	$2,300	$0	$0	$0	$0	$2,300
Vasudev Garlapaty	$0	$0	$0	$0	$0	$0
Vinaya Gavini	$2,600	$0	$0	$0	$0	$2,600
Amarnath Gowda	$0	$0	$0	$0	$0	$0
Ravindranath Gullapalli	$0	$0	$0	$0	$0	$0
Murali Guthikonda	$1,800	$0	$0	$0	$0	$1,800
Lynn Jerath	$0	$0	$0	$0	$0	$0
Mayur Joshi	$2,600	$0	$0	$0	$0	$2,600
Ram Kolachalam	$0	$0	$0	$0	$0	$0
V.S. Lingham	$0	$0	$0	$0	$0	$0
Krishna M. Malempati	$2,600	$0	$0	$0	$0	$2,600
Jitendra Patel	$2,600	$0	$0	$0	$0	$2,600
Haranath Policherla	$0	$0	$0	$0	$0	$0
Neal J. Searle	$0	$0	$0	$0	$0	$0
Bala Setty	$0	$0	$0	$0	$0	$0
Jay Shah	$1,600	$0	$0	$0	$0	$1,600
Venkat Talasila	$0	$0	$0	$0	$0	$0
Joseph Welch	$1,600	$0	$0	$0	$0	$1,600
Douglas Welday	$2,000	$0	$0	$0	$0	$2,000

ITEM 1. ELECTION OF DIRECTORS

Currently, the Board of Directors has 17 members divided into three classes of five to six directors per class. Each of the three classes of directors is appointed to serve a different three-year term. One class of directors will be up for election each year. This results in a staggered Board which ensures continuity from year to year.

Five directors will be elected at the Annual Meeting to serve for the three-year term expiring at our Annual Meeting in 2017.

The persons named in the enclosed proxy card intend to vote the proxy for the election of each of the five nominees unless you indicate on the proxy card that your vote should be withheld from any or all of such nominees. Each nominee elected as director will continue in office until his or her successor has been elected, or until his death, resignation or retirement.

The Board of Directors has proposed the following nominees for election as Directors:

Sreenivas Cherukuri	**V.S. Lingam**	**Jitendra B. Patel**
Jay Shah	**Neal J. Searle**	

The Board of Directors recommends a vote FOR the election of these nominees as Directors.

We expect each nominee to be able to serve if elected. If any nominee is not able to serve, proxies will be voted in favor of the remainder of those nominated and may be voted for substitute nominees. The principal occupation and certain other information about the nominees are set forth below.

CLASS III -- DIRECTORS WHOSE TERMS WILL EXPIRE IN 2016

Name and Age as of the Annual Meeting	Position, Principal Occupation, Business Experience and Directorship
Vasudev Garlapaty (69)	Director since 2006; Physician
Lynn Jerath (40)	Director since 2006; President, Bedrock Investments LLC
Mayur Joshi (60)	Director since 2006; Realtor, Max Broock Realtors; real estate investor
Shubha Kolachalam (52)	Director since 2013; Business Manager, Kolachalam MD PC
Bala Setty (65)	Director since 2006; Physician
Venkat Talasila (62)	Director since 2006; Physician

CLASS I -- NOMINEES WHOSE TERMS WILL EXPIRE IN 2014

Name and Age as of the Annual Meeting	Position, Principal Occupation, Business Experience and Directorship
Sreenivas Cherukuri (44)	Director since 2006; Director, SC Industries
V.S. Lingham (59)	Director since 2006; Chief of Clinical Affairs, Reuther Psychiatric Hospital
Jitendra Patel (69)	Director since 2006; President, Michigan Inns, Inc., real estate investor; retired director, State Bank of Texas
Jay Shah (67)	Director since 2006; Vice President, Somat Engineering
Neal J. Searle (49)	Director since 2010; President & CEO, Lotus Bancorp, Inc. And Lotus Bank

CLASS II -- DIRECTORS WHOSE TERMS WILL EXPIRE IN 2015

Name and Age as of the Annual Meeting	Position, Principal Occupation, Business Experience and Directorship
Vinaya Gavini (67)	Director since 2006; Physician
Amarnath Gowda (60)	Director since 2006; Attorney
Ravindranath Gullapalli (65)	Director since 2009; Real Estate Investor
Murali Guthikonda (63)	Director since 2006; Physician
Krishna M. Malempati (71)	Director since 2007; Vice President, Om Ventures, Inc.
Haranath Policherla (56)	Director since 2006; Physician

Family Relationships

Director Jitendra Patel is the father of Director Lynn Jerath.

SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS, ALL DIRECTORS AND EXECUTIVE OFFICERS AS A GROUP, AND FIVE PERCENT SHAREHOLDERS

Pursuant to rules promulgated by the Securities and Exchange Commission ("SEC") under the Exchange Act, a person or entity is considered to beneficially own shares of Common Stock if the person or entity has or shares (i) voting power, which includes the power to vote or to direct the voting of the shares, or (ii) investment power, which includes the power to dispose or direct the disposition of the shares. Unless otherwise indicated, a person has sole voting power and sole investment power with respect to the indicated shares.

Name	Amount and Nature of Beneficial Ownership	Ownership As a Percent of Class
Richard E. Bauer	7,193(2)	0.51%
Sreenivas Cherukuri	20,000 (3)	1.43%
Vasudev Garlapaty	20,500 (4)	1.46%
Vinaya Gavini	82,500 (5)	5.89%
Amarnath Gowda	17,500 (6)	1.25%
Ravindranath Gullapalli	10,600 (7)	0.76%
	16,900 (8)	1.21%
Murali Guthikonda	20,000 (9)	1.43%
Lynn Jerath	17,500 (10)	1.25%
Mayur Joshi	35,200 (11)	2.51%
Shubha Kolachalam	22,500 (12)	1.61%
V.S. Lingham	27,500 (13)	1.96%
Krishna M. Malempati	6,400 (14)	0.46%
Jitendra Patel	119,500 (15)	8.53%
Haranath Policherla	22,500 (16)	1.61%
Neal J. Searle	4,186 (17)	0.30%
Bala Setty	17,500 (18)	1.25%
Jay Shah	20,500 (19)	1.46%
Venkat Talasila	23,600 (20)	1.69%
Joseph Welch	0	0.00%
Douglas Welday	0	0.00%
John Westerheide	843 (21)	0.06%
All directors and executive officers as a group (21 persons)	**506,750**	**36.63%**
Shareholders Beneficially Holding Five Percent (5%) or More (other than the directors and executive officers)	NONE	

(1) Based on 1,400,478 shares of common stock issued and outstanding as of March 31, 2014 .

(2) Includes 6,250 shares of common stock held by the Richard E. Bauer IRA. Excludes vested options to purchase up to 13,900 shares of common stock, and unvested restricted stock rights for 1,685 shares of common stock.

(3) Includes 12,500 shares of common stock and warrants to purchase up to 7,500 shares of common stock, all held by The Cherukuri Family LLC.

(4) Includes warrants to purchase up to 7,500 shares of common stock.

(5) Includes warrants to purchase up to 7,500 shares of common stock held by Mr. Gavini, individually, and includes 12,500 shares of common stock held by Mr. Gavini's wife.

(6) Includes warrants to purchase up to7,500 shares of common stock.

(7) Includes 3,100 shares of common stock held by the Ravindranath Gullapalli IRA, and includes warrants to purchase up to 7,500 shares of common stock held jointly with Mr. Gullapalli's wife, Sarada Gullapalli.

(8) Includes 16,900 shares of common stock held by the Sarada Gullapalli IRA. Ravindranath Gullapalli is Ms. Gullapalli's husband.

(9) Includes 10,000 shares of common stock and warrants to purchase up to 7,500 shares of common stock, all held by the Murali Guthikonda IRA, and includes 2,500 shares of common stock held by Mr. Guthikonda's wife.

(10) Includes 10,000 shares of common stock and warrants to purchase up to 7,500 shares of common stock. Ms. Jerath is Mr. Jitendra Patel's daughter.

(11) Includes 22,000 shares of common stock and warrants to purchase up to 7,500 shares of common stock, all held jointly with Mr. Joshi's wife, and includes 5,700 shares of common stock held by the Chandrika Joshi IRA.

(12) Includes 15,000 shares of common stock and warrants to purchase up to 7,500 shares of common stock.

(13) Includes 20,000 shares of common stock and warrants to purchase up to 7,500 shares of common stock

(14) Includes warrants to purchase up to 400 shares of common stock held by Mr. Malempati, individually, and includes 6,000 shares of common stock held by Mr. Malempati's wife.

(15) Includes 102,000 shares of common stock and warrants to purchase up to 7,500 shares of common stock, all held by the Jitendra Patel Revocable Living Trust, and includes 10,000 shares of common stock held by the Anita Patel Revocable Living Trust. Anita Patel is Mr. Patel's wife.

(16) Includes 15,000 shares of common stock and warrants to purchase up to 7,500 shares of common stock, all held by Neuro Rehab Services PC Profit Sharing Plan.

(17) Excludes vested options to purchase up to 13,900 shares of common stock, unvested options to purchase up to 6,949 shares of common stock and unvested restricted stock rights for 3,371 shares of common stock.

(18) Includes 10,000 shares of common stock and warrants to purchase up to 7,500 shares of common stock.

(19) Includes 13,000 shares of common stock and warrants to purchase up to 7,500 shares of common stock, all held by the Jayprakash B. Shah IRA.

(20) Includes 15,000 shares of common stock and warrants to purchase up to 7,500 shares of common stock held by Mr. Talasila, individually, and includes 1,100 shares of Common stock held by Mr. Talasila's wife.

(21) Excludes vested options to purchase up to 2,316 shares of common stock, unvested options to purchase up to 1,159 shares of common stock and unvested restricted stock rights for 1,685 shares of common stock.

AUDIT COMMITTEE

Audit Committee Report

The Audit Committee is comprised of 5 external directors. The Board of Directors has adopted a written policy for the Audit Committee. We will provide to any person without charge, upon request, a copy of our Audit Committee Policy. Requests for a copy of our Audit Committee Policy should be made to our Secretary at 44350 West Twelve Mile Road, Novi, Michigan 48377.

In connection with the audited financial statements contained in the Company's Annual Report for the fiscal year ended December 31, 2013, the Audit Committee reviewed and discussed the audited financial statements with management and Plante & Moran, PLLC.

Based on the review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report for the fiscal year ended December 31, 2013.

The Audit Committee of the Board of Directors has appointed Plante & Moran, PLLC to serve as our independent auditors for 2014. Representatives of Plante & Moran, PLLC will be present at the Annual Meeting to answer questions. They will also have the opportunity to make a statement if they desire to do so. During 2013, audit and audit related fees and expenses billed to the Company by Plante & Moran, PLLC for the audit of the Company's financial statements was $64,290.

SHAREHOLDER PROPOSALS

Shareholder proposals may be brought before an annual meeting pursuant to Article II, Section 7 of the Company's Bylaws, which provides that to be properly brought before an annual meeting, business must be (i) by or at the direction of the Board of Directors or (ii) by any shareholder entitled to vote for the election of directors who complies with the procedures set forth in the Bylaws. For business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Company. To be timely, a shareholders' notice must be delivered, or mailed, and received at the principal executive offices of the Company not less than 60 days nor more than 270 days prior to the meeting; provided, however, that in the event less than 30 days' notice or prior disclosure of the date of the meeting is given or made to shareholders, notice by the shareholder to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or such disclosure was made. A shareholder's notice must set forth, as to each matter the shareholder proposes to bring before an annual meeting, (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) his or her name and address, as they appear on the Company's books, (c) the class and number of shares of stock of the Company which are beneficially owned by the shareholder and (d) any material interest of the shareholder in such business. No shareholder proposals have been received by the Company in connection with the Annual Meeting.

Whether or not you plan to attend the Meeting, please vote by marking, signing, dating and promptly returning the enclosed proxy in the enclosed envelope.

By Order of the Board of Directors,

Mayur Joshi, *Secretary*