



ALOK INDUSTRIES LIMITED

Registered Office: B-43, Mittal Tower, Nariman Point, Mumbai - 400 021.
Tel. : 91 022 22832923 Fax : 91 022 22874864

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

NOTICE PURSUANT TO SECTION 192A (2) OF THE COMPANIES ACT, 1956

Notice is hereby given, to the members of Alok Industries Limited for passing resolutions through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, (including any statutory modification or re-enactment thereof for the time being in force).

SPECIAL BUSINESS:

1. TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:-

“RESOLVED THAT in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (**“Act”**) (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into with the stock exchanges where the Equity Shares of the Company are listed (**“Stock Exchanges”**), Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (**“ICDR Regulations”**), the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India or any other relevant authority from time to time (**“Governmental Authorities”**), to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities, and subject to such conditions as may be prescribed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”**) which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, on behalf of the Company to create, issue, offer and allot, (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more public or private offerings in domestic and/or one or more international market(s) with or without a green shoe option, Equity Shares (including Qualified Institutions Placement (**“QIP”**) under ICDR Regulations) and/or Equity Shares through depository receipts and/or convertible bonds and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to Equity Shares and/or securities including non-convertible debentures with warrants or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant-holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a Green Shoe Option, if any), (all of which are hereinafter collectively referred to as **“Securities”**) to eligible investors under applicable laws, regulations and guidelines (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds and Indian and/or multi-lateral financial institutions and/or individuals and/or trustees and/or stabilising agents or otherwise, and whether or not such investors are members of the Company), through prospectus and/or letter of offer or circular and/or on public and/or private/preferential placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Merchant Bankers and/or other Advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of Securities provided that the total amount raised through the issuance of such Securities shall not exceed Rs.460 crores or its equivalent in one or more currencies, including premium if any as may be decided by the Board, to investors as mentioned above.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices etc.”

“RESOLVED FURTHER THAT the Company and/or any agency or body or person authorised by the Board, may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other Securities in negotiable, registered or bearer form (as may be permissible) with such features and attributes as may be required and to provide for the tradeability and free transferability thereof as per market practices and regulations (including listing on one or more stock exchange(s) in or outside India).”

“RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the Depository Receipts and/or Securities issued pursuant to a QIP shall be the date on which the Board of the Company (including a Committee of the Board) decides to open the proposed issue, or the date on which the holder of the Securities which are convertible into or exchangeable with Equity Shares at a later date becomes entitled to apply for the said Equity Shares, as the case may be.”

“RESOLVED FURTHER THAT in the event that non convertible debentures (**“NCDs”**) with or without warrants with a rights exercisable by the warrant holder to exchange with Equity Shares of the company are issued the relevant date for determining the price of the Equity Shares of the corporation, if any, to be issued upon exchange of the warrants, shall be the date of the meeting in which the Board (which expression includes any committee thereof constituted or to be constituted) decides to open the proposed issue of the NCDs in accordance with ICDR.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Securities as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the offer, subject to the provisions of the Memorandum and Articles of Association of the Company all such Equity Shares ranking pari passu inter se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions in that behalf contained in the Articles of Association of the Company.”

“RESOLVED FURTHER THAT such of these NCDs to be issued as are not subscribed may be disposed off by the Board in such manner and/or on such terms and conditions, including offering or placing them with Qualified Institutional Buyers (“**QIBs**”), as the Board may deem fit and proper, in its sole and absolute discretion.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the Merchant Bankers and/or other Advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the selection of QIBs to whom the Securities are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more national and international stock exchange(s) and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on any stock exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee or delegate all or any of its power to any committee of directors to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares including but not limited to:

- a) approving the offer document and filing the same with any authority or persons as may be required;
- b) taking decision to open the issue, decide bid opening and closing date;
- c) approving the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- d) arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of Securities by the company;
- e) opening separate special account(s) with bank(s) to receive monies in respect of the issue of the Securities;
- f) making applications for listing of the Securities of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s);
- g) finalization of the allotment of the Securities on the basis of the bids received;
- h) finalization of and arrangement for the submission of the placement document(s) and any amendments, supplements thereto, with any government and regulatory authorities, institutions or bodies as may be required;
- i) approval of the preliminary and final placement document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead managers / underwriters / advisors in accordance with applicable laws, rules, regulations and guidelines;
- j) finalization of the basis of allotment in the event of over-subscription;
- k) acceptance and appropriation of the proceeds of the issue of the Securities;
- l) authorization of the maintenance of a register of holders of the Securities;
- m) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- n) seeking, if required, the consent of the Company’s lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- o) seeking the listing of the Securities on any of the Stock Exchanges, submitting the listing applications to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- p) giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- q) deciding the pricing and terms of the Securities, and all other related matters.”

2. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 94 and other applicable provisions of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased by Rs.250,00,00,000/- (Rupees Two Hundred Fifty Crores only), from Rs.650,00,00,000/- (Rupees Six Hundred Fifty Crores only) to Rs.900,00,00,000/- (Rupees Nine Hundred Crores only) by authorizing the creation of 25,00,00,000 (Twenty Five crore) new Equity Shares of Rs.10/- (Rupees Ten only) each ranking pari passu with the existing shares of the Company in all respects.”

3. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT, upon Resolution No.2 above pertaining to increase in Authorised Share Capital becoming effective, Clause V of the Memorandum of Association of the Company be altered by deletion of the existing Clause V and substitution in place thereof the following Clause as Clause V:

The Authorised Share Capital of the Company is Rs.900,00,00,000/- (Rupees Nine Hundred Crores only) comprising of 90,00,00,000 (Ninety Crores) Equity Shares of Rs.10/- each with the power to the Board to increase or reduce or modify the capital and to divide all or any of the shares in the capital of the Company for the time being and to classify and reclassify such shares from the shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions, or restrictions as may be determined in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner and by such person as may for the time being be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf.”

4. TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT, upon Resolution No.2 above pertaining to increase in Authorised Share Capital becoming effective, Article 3 of the Articles of Association be altered by deletion of the existing Article 3 and substitution in place thereof the following Article as Article 3.

The Authorised Share Capital of the Company is Rs.900,00,00,000/- (Rupees Nine Hundred Crores only) comprising of 90,00,00,000 (Ninety Crores) Equity Shares of Rs.10/- each with the power to the Board to increase or reduce or modify the capital and to divide all or any of the shares in the capital of the Company for the time being and to classify and reclassify such shares from the shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions, or restrictions as may be determined in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner and by such person as may for the time being be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf.”

5. TO CONSIDER, AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT, in supersession of the resolution passed by the members of the Company under section 293(1)(d) of the Companies Act, 1956, pursuant to section 192A (2) of the Companies Act, 1956 read with Companies (Passing of Resolutions by the Postal Ballot) Rules, 2001 on 14th February, 2008, thereby limiting the borrowing powers of the Board of Directors of the Company upto Rs.7500 crores (Rupees Seven Thousand Five Hundred Crores only), the consent of the Company be and is hereby accorded pursuant to Clause (d) of Sub-section (1) of Section 293 and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company for borrowing from time to time any sum or sums of monies, as it may considered fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose) provided that the maximum amount of monies so borrowed by the Company shall (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) and outstanding at any given point of time, not at any time exceed the sum of Rs.9000 crores (Rupees Nine Thousand Crores only).”

6. 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 Clause (a) of Sub-section (1) of Section 293 and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Directors of the Company for mortgaging and/or charging all or any of the present and/or future movable and/or immovable properties and assets and the whole or substantially the whole of the undertaking(s) of the Company, on such terms and conditions and in such form and manner, as the Directors may determine for the purpose of securing unto various lenders who have granted and/or who may hereafter grant to the Company, financial facilities in the nature of short term/long term loans, bridge loans, short term/long term secured Non-Convertible Debentures or other forms of secured financial facilities for an aggregate nominal value not exceeding Rs.9000 crores (Rupees Nine Thousand Crores only) for the purpose of securing the said financial facilities granted/ to be granted to the Company, together with interest, further interest, liquidated damages, costs, charges, expenses and other monies payable by the Company under the terms of the respective financial facilities.

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorised to finalise with the respective lenders the security documents and such other agreements for creating or evidencing the creation of mortgage and/or charge as aforesaid and to do all such other acts, deeds and things and resolve any matter as may be necessary for giving effect to this Resolution.”

7. TO CONSIDER, AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT, subject to confirmation of the Company Law Board and any other Statutory Body in this regard, the Registered Office of the Company be shifted from “B-43, Mittal Tower, Nariman Point, Mumbai 400 021, Maharashtra” to “17/5/1, 521/1, Village Rakholi / Saily, Silvassa – 396 230, Union Territory of Dadra & Nagar Haveli”.

“RESOLVED FURTHER THAT, the clause II of the Memorandum of Association of the Company be altered, subject to the necessary approvals, by substituting the word **“the State of Maharashtra”** by the words **“Silvassa, Union Territory of Dadra & Nagar Haveli”**.

“RESOLVED FURTHER THAT, effect may be given to this resolution at such time and in such manner as the Board of Directors of the Company considers appropriate and the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in absolute discretion deem necessary and to settle any question that may arise in this regard.

By Order of the Board

Place: Mumbai
Mumbai: 29th January 2010

K.H. Gopal
President (Corporate Affairs) & Secretary

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

Item No.1

In order to meet long term working capital margin and normal capex requirements, the Board of Directors of the Company at its meeting held on 29th January 2010 proposed to issue equity shares / instruments convertible into equity shares or such other instruments as may be finalized by the Board or Committee thereof, up to Rs.460 crores (Rupees Four Hundred Sixty Crores only) as detailed in the resolution at item no.1 of the Notice.

Consent of the shareholders is sought for issuing Securities as stated in the Resolutions, which would result in issuance of further Equity Shares of the Company in accordance with the terms and nature of the Securities. The Board, in consultation with its Lead Managers, Merchant Bankers and other Advisors, will finalize detailed terms of the issue including the pricing of the issue which will be fixed keeping in view the capital market conditions / practices and guidelines, if any, issued by the Securities and Exchange Board of India (SEBI). The proposed Resolution is an enabling resolutions to authorize the Board of Directors to mobilize adequate resources to meet the growing needs of the Company by way of further issue of shares including or Warrants convertible into underlying Equity Shares / Equity Shares through Public Issue(s), Private Placement(s) or a combination thereof.

Under the proposed Special Resolution, consent of the shareholders is sought pursuant to the provisions of Section 81 and all other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the Listing Agreements executed by the Company with Stock Exchanges in India where the Company's Securities are listed.

Section 81 of the Companies Act, 1956 and clause 23 of the Listing Agreement provide, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 81 unless the shareholders decide otherwise.

Since the Special Resolutions proposed may result in issue of Equity Shares of the Company otherwise than to the members of the Company consent of the Shareholders is being sought pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 and the Listing Agreements.

The Resolution at item no.1 is therefore, placed for approval of the members.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution except to the extent of further shares that may be offered, if any.

Item Nos. 2, 3 and 4

The present Authorised Share Capital of the Company is Rs.650,00,00,000/- divided into 65,00,00,000 Equity Shares of Rs.10/- each. To accommodate the potential issue of additional Equity Shares under a QIP Issue, the Authorised Share Capital of the Company needs to be increased appropriately.

Therefore, it is proposed to increase the Authorised Share Capital of the Company from Rs.650,00,00,000/- to Rs.900,00,00,000/- by authorizing the creation of 25,00,00,000 (Twenty Five Crore) new Equity Shares of Rs.10/- each.

Thus after addition of 25,00,00,000 new Equity Shares of Rs.10/- each, the Authorised Shares Capital of the Company will be Rs.900,00,00,000/- comprised of 90,00,00,000 Equity Shares of Rs.10/- each.

Any such new Equity Shares subsequently issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

Consequently Clause V of the Memorandum and Article 3 of the Articles of Association of the Company require amendments.

The Resolutions at item nos.2, 3 and 4 are therefore, placed for approval of the members. None of the Directors of the Company is concerned or interested in these resolutions.

Item No.5

The members had on 14th February, 2008 accorded their consent through Postal Ballot pursuant to Section 293(1)(d) of the Companies Act, 1956, to the Board of Directors of your Company for borrowing monies upto a limit of Rs.7500 crores. In view of the increasing activities and operations and considering the expansion programs of your Company, it is thought fit to increase the limit to Rs.9000 crores. The Resolution at Item No. 5 is, therefore, placed for the approval of the Members pursuant to Section 293(1)(d) of the Companies Act, 1956.

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

Item No.6:

As stated in the explanatory statement at Item No.5 of this notice, your Company's activities and operations are increasing, thereby necessitating borrowings as stated in the resolution at Item No.5.

Your Directors consider that it would be expedient to have the approval of the shareholders for creating mortgage/charge in favour of various lenders in the event of your Company availing financial facilities of a secured nature.

The Resolution at Item No.6 is, therefore, placed for approval of the members pursuant to Section 293(1)(a) of the Companies Act, 1956.

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

Item No.7:

The Board of Directors of the Company at their meetings held on 29th January 2010 proposed to shift the Registered Office of the Company from Mumbai to Silvassa for the following reasons:

1. main plants of the Company are situated at Silvassa with the maximum investment ;
2. approximately 70% of the man power strength is based at Silvassa; and
3. most of the office meetings are conducted at Silvassa;

The Board of Directors consider that for the operational convenience and in the best interest of the Company, its shareholders and its employees, to shift the registered office of the Company from Mumbai to Silvassa as referred to in the draft Special Resolution.

The Resolution at item no. 7 is, therefore placed for approval of the members.

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

By Order of the Board

Place: Mumbai
Mumbai: 29th January 2010

K.H. Gopal
President (Corporate Affairs) & Secretary

Registered Office:
B – 43, Mittal Tower,
Nariman Point,
Mumbai – 400 021



ALOK INDUSTRIES LIMITED

Registered Office : B- 43, Mittal Tower, Nariman Point, Mumbai – 400 021
Tel : 91 022 22832923 Fax : 91 022 22874864

POSTAL BALLOT FORM

Sr. No. _____

1.	Name(s) of Shareholder(s) (in block letters) including joint holders, (if any).	
2.	Registered address of the Sole / First named shareholder.	
3.	Registered Folio No. / DP ID No. / Client ID No.* (* Applicable to the shareholders holding Shares in dematerialized form)	
4.	No. of shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

Reso- lution No.	Description	No. of shares	I/We assent to the Resolution (Vote in favour)	I/We dissent to the resolution (vote Against)
1	Issue of Equity Shares (including Qualified Institutions Placement under ICDR Regulations) and/or other instruments pursuant to section 81 (1A) of the Companies Act, 1956.			
2	Increase in Authorised Share Capital of the Company from Rs.650 crores to Rs.900 crores.			
3	Amendment of Clause V of the Memorandum of Association of the Company consequent to increase in Authorised Share Capital mentioned in Resolution No.3 above.			
4	Amendment of Article 3 of the Articles of Association of the Company consequent to increase in Authorised Share Capital mentioned in Resolution No.3 above.			
5	Authorizing the Board of Directors of the Company to Borrow in excess of paid-up capital and free reserves of the Company pursuant to section 293 (1) (d) of the Companies Act, 1956.			
6	Authorizing the Board of Directors of the Company to create charge / mortgage on the movable / immovable assets of the Company pursuant to section 293 (1) (a) of the Companies Act, 1956.			
7	Shifting of the Registered office of the Company from Mumbai to Silvassa and consequent change in the Clause II of the Memorandum of Association.			

Place : Mumbai
Date :

(Signature of the Shareholder(s))

INSTRUCTIONS

1. The relevant Explanatory Statement pursuant to Section 173 (2) and 192 (A) (2) of the Companies Act, 1956, setting out the material facts are annexed hereto.
2. Pursuant to the provisions of section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the assent or dissent of the shareholders in respect of the resolutions under Postal Ballot Notice dated 29th January 2010 shall be determined through Postal Ballot.
3. The Board of Directors of the Company at its meeting held on 29th January 2010 has appointed Mr.Virendra Bhatt, a Practising Company Secretary, as the Scrutinizer, to receive and scrutinize the completed postal ballot papers from the members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of the members and it bears the address to which the duly completed postal ballot forms are to be sent.
4. The Postal Ballot Form should be completed and signed by the Shareholder(s). In the case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder(s). Unsigned Postal Ballot Form will be rejected.
5. Where the Postal Ballot Form has been signed by an Authorised Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. You are requested to carefully read the instructions and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope so as to reach to the Scrutinizer on or before March 5, 2010 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the members. The Scrutinizer will submit his final report to the Executive Chairman or his authorised representatives or any other director after the completion of the scrutiny and the results of the postal ballot will be announced on Saturday, the 6th day of March 2010 at 3.00 p.m. at the Corporate Office of the Company at Peninsula Towers, "A" Wing, Peninsula Corporate Park, G. K. Marg, Lower Parel, Mumbai - 400 013.
7. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no.6 above.
8. Voting rights shall be reckoned on the paid up capital value of the shares registered in the name of the shareholder(s) on the date of 29th January 2010. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer. No other form or photocopy of the Postal Ballot Form will be permitted.
9. The date of declaration of the Postal Ballot result will be taken to be the date of passing of the resolutions proposed by this Notice.
10. The right of voting by Postal Ballot shall not be exercised by a Proxy.
11. The Scrutinizer's decision on the validity of a postal ballot form shall be final.