



## Mohindra Fasteners Limited

Regd. Office: 304, Gupta Arcade, Inder Enclave, Rohtak Road, New Delhi-110-087, India  
Tel: +91-11-46200400, Direct: +91-11-46200410 Email: cs@mohindra.asia Web site: www.mohindra.asia

### Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by members as special resolutions by way of postal ballot through e-voting mode, in relation to;

- i. Adoption of new set of Articles of Association.
- ii. Adoption of new set of Memorandum of Association.
- iii. Amendment to the Object Clause by deletion of Other Objects from Object Clause of Memorandum of Association.
- iv. Amendment to the Liability Clause of Memorandum of Association.
- v. Amendment to the Main Object Clause of Memorandum of Association.
- vi. Increasing of authorized share capital of the Company by creation of Preference Share Capital along with consequential amendment to the Capital Clause of Memorandum of Association.

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has appointed Mr. Anand Kumar Singh, Associate of M/s Anand Nimesh & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process as well as E-Voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Wednesday, 22<sup>nd</sup> day of July 2015.

We are pleased to offer E- Voting Facility also, as an alternate for our members which would enable you to cast your votes electronically instead of physical postal ballot form. E-Voting is optional. Members who are desiring to opt for e-voting as per facilities arranged by the Company, please carefully read and follow the instructions on E- Voting printed in this notice. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by a Chairman/Director or the Company Secretary of the Company on Saturday, 25<sup>th</sup> day of July, 2015 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website i.e www.mohindra.asia.

### SPECIAL BUSINESS

#### ITEM NO. - 1

#### ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013 WITH SOME ADDITIONAL PROVISIONS:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 5 and 14, Schedule I made there under and all other applicable provisions of the Companies Act, 2013 (**'the Act'**), read with the Companies (Incorporation) Rules, 2014 and including any statutory modification(s) or re-enactment thereof for the time being in force, subject to the approval of members, the deletion of all the Articles of the existing Articles of Association of the Company and substitute the same with the new set of Articles of Association, appended to the notice along with the additional provisions and the said new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for, and to entire exclusion of, all the earlier regulations contained in existing articles thereof.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as it may, in its absolute discretion, deem necessary, expedient, proper for giving effect to the abovesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**ITEM NO.2:**

**ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 4 and 13, Schedule I made there under and all other applicable provisions of the Companies Act, 2013 (**“the Act”**), read with the Companies (Incorporation) Rules, 2014 and including any statutory modification(s) or re-enactment thereof for the time being in force, subject to the approval of members, the new set of Memorandum of Association, appended to the notice be and is hereby adopted as the Memorandum of Association of the Company in place of existing Memorandum of Association.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as it may, in its absolute discretion, deem necessary, expedient, proper for giving effect to the abovesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**ITEM NO.-3**

**DELETION OF THE OTHER OBJECTS FROM OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and including any statutory modification(s) or re-enactment thereof for the time being in force and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed completely by deleting the clause III (C )(1) to III(C ) (73).

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as it may, in its absolute discretion, deem necessary, expedient, proper for giving effect to the above said resolution.

**ITEM NO.4 -**

**AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and including any statutory modification(s) or re-enactment thereof for the time being in force, Clause IV i.e “Liability Clause” of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following New Clause IV:

Clause IV- *“The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”*

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as it may, in its absolute discretion, deem necessary, expedient, proper for giving effect to the above said resolution.

**ITEM NO.5 -**

**AMENDMENT OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to amend Clause III (A)(3) from **“To manufacture and/or cold drawing of all type of wires and wires product(s) in all sizes and in all grades of steel”** to **“To manufacture and/or cold drawing of all type of wires and wires product(s) in all sizes and in all grades of steel, ferrous and Non ferrous metals”** of the Memorandum of Association of Company

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as it may, in its absolute discretion, deem necessary, expedient, proper for giving effect to the above said resolution.”

**ITEM NO.6-**

**INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, and all other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force, the Authorized Share Capital of the Company be and is hereby increased from Rs. 6,50,00,000/- (Rupees Six Crores and Fifty Lacs Only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 55,00,000 (Fifty Five Lacs) Preference Shares” of Rs. 10/- (Rupees Ten Only) each by creation of 55,00,000 (Fifty Five Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) each with the power to issue the new Preference shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine from time to time” and consequently the respective Capital Clauses in the Memorandum and Article of Association of the Company do stand altered accordingly and as also provided in the succeeding Resolution below.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as it may, in its absolute discretion, deem necessary, expedient, proper for giving effect to the above said resolution.

**ITEM NO.7 -**

**AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION CONSEQUENT TO THE INCREASE IN AUTHORIZED SHARE CAPITAL AND OTHERS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and including any statutory modification(s) or re-enactment thereof for the time being in force, Clause V of the Memorandum of Association be and is hereby altered by replacing the existing Clause V with the following new Clause V:

***“Clause V”-The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 55,00,000 (Fifty Five Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) each.***

***The Company has power from time to time to increase or reduce and alter its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified, or other special rights, privileges, conditions, or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the legislature provisions for the time being in force in that behalf.***

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as it may, in its absolute discretion, deem necessary, expedient, proper for giving effect to the above said resolution.

**By order of the board**

**For and on behalf of the Board**

**Place : Delhi**

**Asha Mittal**

**Date : 27.04.2015**

**Company Secretary**

## Notes

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 (the 'Act') setting out material facts for the proposed Special Resolutions under item no. 1 to 7 is annexed herewith for your consideration.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Securities Limited (CDSL) on cut-off date i.e Monday, 15th June, 2015.
3. The e-voting period commences on 23rd June, 2015 (9:30 A.M.) and ends on 22 July, 2015 (5.00 P.M.). Please read carefully the instructions for e-voting as printed in this Notice.
4. The Company has appointed Mr. Anand Kumar Singh, a Practicing Company Secretary, Associate of M/s Anand Nimesh & Associates, Practicing Company Secretaries as a Scrutinizer for conducting the Postal Ballot process as well as e-voting process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman/Director or in his absence to the Company Secretary of the Company.
5. In compliance with the provisions of Sections 108 and 110 and all other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
6. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company at 304 Gupta Arcade, Inder Enclave Delhi-Rohtak Road, New Delhi-110087 on all working days between 11:00 A.M. to 1:00 P.M. upto the date-of declaration of results of the Postal Ballot.
7. The Scrutinizer will submit his report to the Chairman/Director or in his absence to the Company Secretary of the Company after the completion of scrutiny of the postal ballots (including of e-voting process) in fair and transparent manner and thereafter results of the voting (including of e-voting process) by postal ballot will be announced by the Chairman/Director of the Company duly authorized, on or before Saturday, 25th July, 2015 at the registered office of the Company and will also be displayed on the website of the Company ([www.mohindra.asia](http://www.mohindra.asia)), besides being communicated to the Stock Exchange(s) where the shares of company are listed, the Depository and the Registrar and Share Transfer Agents. The date of declaration of postal ballot will be taken as the date of passing the resolutions.

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

- A. In case a member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
  1. Open the e-mail and also open the attached PDF file with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
  2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
  3. Click on "Shareholder- Login".
  4. Put User ID and password as initial password noted in step (1) above and Click Login.
  5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
  6. Home page of "e-Voting" opens. Click on e-Voting:Active Voting Cycles.
  7. Select "EVEN" of Mohindra Fasteners Limited. Members can cast their vote online from 23rd June, 2015 (9:30 A.M.) till 22nd July, 2015 (5:00 P.M.). Note: e-voting shall not be allowed beyond said time.
  8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
  9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

10. Upon confirmation, the message "vote cast successfully" will be displayed.
11. Once the Vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of their duly authorized Signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at vdnnext1711@gmail.com with a copy marked to evoting@nsdl.co.in.

#### **B. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM**

In case a Member receives physical copy of the Ballot Paper (for Members whose e-mail addresses are not registered with the Company/ Depositories);

1. Initial password is provided in the Ballot Paper: EVEN (E-Voting Event Number), user ID and password.
2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.

#### **C. OTHER INSTRUCTIONS**

1. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
2. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
4. The e-voting period commences from 23rd June, 2015 (9:30 A.M.) and ends on 22nd July, 2015 (5:00 P.M.).
5. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 15th June, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member ,he or she shall not be allowed to change it subsequently.
6. Mr. Anand Kumar Singh, a Practicing Company Secretary, Associate of M/s Anand Nimesh & Associates, Practicing Company Secretaries, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company on or before 25th July, 2015.
8. A member can opt only one mode of voting i.e. either through e-voting or by physically sending the Ballot paper. If any member opts for e-voting, his/her vote through Ballot Paper will not be counted.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mohindra.asia](http://www.mohindra.asia) and on the website of NSDL - [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on the same day of declaration of result by the Chairman on 25 July, 2015 and communicated to the Stock Exchange(s) where the shares of the Company are listed.
10. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. In case of any clarifications on e-voting may contact M/s. Skyline Financial Services Private Limited on number +91- 11-64732681 -88 or by email at [admin@skylinerta.com](mailto:admin@skylinerta.com).

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

**Item No. 1**

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company i.e. 10th January, 1995. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stands notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles which is primarily based on Table F set out under the Schedule I of Companies Act, 2013. It is thus expedient to adopt new set of Articles of Association along with other marginal/minor notes herein are inserted or altered for convenience and shall not affect the construction of Table F of Schedule I of Companies Act, 2013 in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

Hence the Board of Directors at its meeting held on April 27, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 and other applicable provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by Postal Ballot Process by way of voting via e-Voting in terms of the provisions of inter-alia, Section 14 and other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors of your Company recommend and seek your approval (member's approval) through Special Resolution for the aforesaid resolution.

A copy of the existing as well as proposed set of new Articles of Association of the Company is available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m.

**ITEM NO. 2:**

With the view to necessitate & adopt changes as per Section 4 of the Companies Act, 2013, the company proposed that the Memorandum of Association require rearrangement as per the provisions of Companies Act, 2013 for the smooth day to day functioning of the Company. The arrangement of the Memorandum of Association would bring more clarity and efficiency in the day to day working of the Company.

The Memorandum of Association of the Company after incorporating the alterations referred to in this resolution is attached to this notice for reference.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors of your Company recommend and seek your approval (member's approval) through Special Resolution for the aforesaid resolution.

A copy of the existing as well as proposed set of new Memorandum of Association of the Company is available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m.

**ITEM NO. 3:**

In order to comply with the provisions of Section 4(1)(c)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clauses i.e Clause III (C )(1) to III(C ) (73) of the Memorandum of Association. The modification in the Memorandum of Association is carried out to

give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors of your Company recommend and seek your approval (member's approval) through Special Resolution for the aforesaid resolution.

A copy of the existing as well as proposed set of new Memorandum of Association of the Company is available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m.

**ITEM NO. 4:**

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors of your Company recommend and seek your approval (member's approval) through Special Resolution for the aforesaid resolution.

A copy of the existing as well as proposed set of new Memorandum of Association of the Company is available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m.

**ITEM NO. 5:**

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company (MoA) covers all the activities carried on by the Company but with the view to give clarification on Clause III(A)(3) and to insert words "Ferrous and Non Ferrous metals" in the said clause, thereby its need to incorporate in the MoA and therefore, it is proposed to amend the Clause III(A)(3) of main objects clause of the MoA by substitution of new clause "To manufacture and/or cold drawing of all type of wires and wires product(s) in all sizes and in all grades of steel, ferrous and Non ferrous metals" in place of existing clauses "To manufacture and/or cold drawing of all type of wires and wires product(s) in all sizes and in all grades of steel" as mentioned in the Item No. 5 of the Notice as per the provisions of Companies Act, 2013 for the smooth functioning of the Company. This would bring more clarity and efficiency in the working of the Company.

The Memorandum of Association of the Company after incorporating the alterations referred to in this resolution is attached to this notice for reference.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors of your Company recommend and seek your approval (member's approval) through Special Resolution for the aforesaid resolution.

A copy of the existing as well as proposed set of new Memorandum of Association of the Company is available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m.

**ITEM NO.6-7**

The Present Authorized Share Capital of the Company is Rs. 6,50,00,000/- (Rupees Six Crores and Fifty Lacs Only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Present Issued and Subscribed Share Capital of the Company is Rs. 5,47,13,000/- (Rupees Five Crores Forty Seven Lacs and Thirteen Thousand Only) divided into 54,71,300 (Fifty Four Lacs Seventy One Thousand and Three Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Present Paid-Up Share Capital of the Company is Rs. 5,35,68,000/- (Rupees Five Crores Thirty Five Lacs and Sixty Eight Thousand Only) divided into 53,56,800 (Fifty Three Lacs Fifty Six Thousand and Eight Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

With a view to meet the requirement of funds for general corporate needs, it has been decided to raise resources by issue and creation of Preference Share Capital. As the company is considering to issue preference shares to meet the requirement of funds, therefore it has been considered expedient to increase the Authorized Share Capital of the Company by creation of 55,00,000 (Fifty Five Lacs) Preference Shares of Rs. 10/- (Rupees Ten only) each which aggregating with existing Authorized Share Capital comes to Rs. 12,00,00,000/- (Rs. Twelve Crores Only)

Consequent to the increase in Authorized Share Capital of the Company, Clause 'V' of the Memorandum of Association of the Company is required to be altered which is sought to be effected by passing special resolution at Item No. 7 of the accompanying notice.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors of your Company recommend and seek your approval (member's approval) through Special Resolution for the aforesaid resolution.

A copy of the existing as well as proposed set of new Memorandum of Association of the Company is available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 1.00 p.m.

**By order of the board**  
**For and on behalf of the Board**  
**Asha Mittal**  
**Company Secretary**

**Place : Delhi**

**Date : 27.04.2015**