



# ALOK INDUSTRIES LIMITED

**Registered Office:** Survey Nos.17/5/1 and 521/1, Village Rakholi/ Saily, Silvassa- 396 230  
Union Territory of Dadra and Nagar Haveli • Tel: 0260-3087000; Fax: 0260-2645289

**Corporate Office:** Peninsula Towers-A, Peninsula Corporate Park, G. K. Marg,  
Lower Parel, Mumbai 400 013 • Tel: 022-2499 6200; Fax: 022-24936078

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder(s),

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

**1. INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION IN THE MEMORANDUM OF ASSOCIATION:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Authorised Share Capital of the Company be and is hereby increased from Rs.1000,00,00,000/- (Rupees One Thousand Crore only) to Rs.1500,00,00,000/- (Rupees One Thousand Five Hundred Crore only) divided into 150,00,00,000 (One Hundred Fifty Crore) Equity Shares of Rs.10/- (Rupees Ten) each by creation of 50,00,00,000 (Fifty Crore) new shares of Rs.10/- (Rupees Ten) each ranking pari-passu with the existing equity shares.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs.1500,00,00,000/- (Rupees One Thousand Five Hundred Crore only) comprising of 150,00,00,000 (One Hundred Fifty Crore) Equity Shares of Rs.10/- (Rupees Ten) each and may carry such dividend as may be decided by the Board of Directors from time to time with power to increase or reduce or modify the capital of the company and to divide or sub-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 by or 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 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.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

**2. ALTERATION IN THE ARTICLES OF ASSOCIATION:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 of the Articles of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Article 3:

3. The Authorised Share Capital of the Company is Rs.1500,00,00,000/- (Rupees One Thousand Five Hundred Crore only) comprising of 150,00,00,000 (One Hundred Fifty Crore) Equity Shares of Rs.10/- (Rupees Ten) each and may carry such dividend as may be decided by the Board of Directors from time to time with power to increase or reduce or modify the capital of the company and to divide or sub-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 by or 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 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.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

**3. RAISING OF FUNDS THROUGH QIP/ADRs/GDRs/FCCBs AND/OR ANY OTHER SECURITIES COMPULSORILY CONVERTIBLE INTO EQUITY SHARES AND/OR ANY COMBINATION THEREOF PURSUANT TO SECTION 81 AND 81(1A) OF THE COMPANIES ACT, 1956:**

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

**RESOLVED THAT** pursuant to the provisions of section 81 and 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the “Companies Act”), the relevant provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the “SEBI ICDR Regulations”), the provisions of the Foreign Exchange Management Act,

2000 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended from time to time, the Foreign Exchange Management (Borrowing and Lending in Rupees) Regulations, 2000 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the "1993 Scheme") as amended from time to time and issued by the Government of India (the "GOI"), the Reserve Bank of India (the "RBI"), the Department of Industrial Policy and Promotion, Ministry of Commerce ("DIPP"), Foreign Investment Promotion Board (the "FIPB"), the Securities and Exchange Board of India (the "SEBI"), Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be applicable and the enabling provisions of the Listing Agreements entered into by the Company with the stock exchanges on which the Securities of the Company are listed (the "Listing Agreements") and Memorandum and Articles of Association of the Company, and subject such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, DIPP, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed/ stipulated by any of them while granting such approvals, consents, permissions and sanctions which may be agreed/accepted to by the Board of Directors of the Company (hereinafter referred to as "Board" which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers), the Board may in its absolute discretion, create, offer, issue and allot, in one or more tranches, in domestic and/or international markets, equity shares or warrants simultaneously with non-convertible debentures or Foreign Currency Convertible Bonds ("FCCBs") convertible into equity shares of the Company or American Depository Receipts or Global Depository Receipts represented by underlying equity shares of the Company or exchangeable or convertible into equity shares of the Company (hereinafter referred to as "Securities"), for an amount upto USD 150 Million (US Dollars One Hundred Fifty Million only) inclusive of such premium, as may be finalized by the Board, at such price being not less than the price determined in accordance with the applicable Guidelines/ Regulations issued by SEBI or the Ministry of Finance or the RBI and such issue and allotment to be made on such terms and conditions as may be decided by the Board at the time of issue or allotment of the Securities.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI (ICDR) Regulations (hereinafter referred to as "Eligible Securities"), the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board, issued for such purpose, shall be completed within twelve months from the date of this resolution. In terms of the SEBI (ICDR) Regulations, the price shall not be less than the price determined in accordance with the prescribed pricing formula and shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange.

**RESOLVED FURTHER THAT** the relevant date for the purpose of pricing of the Equity shares proposed to be issued in accordance with SEBI (ICDR) Regulations, shall be the date of the meeting in which the Board/ Committee of Directors decides to open the issue of the Eligible Securities, pursuant to the receipt of shareholders' approval in terms of Section 81(1A) and other applicable provisions if any, of the Companies Act and other applicable laws, regulations and guidelines in relation to the proposed issue of the Eligible Securities, through a qualified institutions placement in accordance with Chapter VIII of the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** in the event that where Eligible Securities which are convertible into equity shares of the Company are issued under Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the purpose of pricing of the Securities, shall be the date of the meeting in which the Board/ Committee of Directors decides to open the issue of the Eligible Securities, subsequent to the receipt of shareholders' approval in terms of Section 81(1A) and other applicable provisions, if any, of the Companies Act and other applicable laws, regulations and guidelines.

**RESOLVED FURTHER THAT** the issue to the holders of the Securities or Eligible Securities shall be inter alia, subject to the following terms and conditions:

- (i) the Securities or Eligible Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and
- (ii) the equity shares proposed to be issued through the qualified institutions placement in accordance with the SEBI (ICDR) Regulations or in the form of American Depository Receipts or Global Depository Receipts reflecting underlying equity shares of the Company or FCCBs convertible into equity shares of the Company, and allotment of equity shares upon conversion of any Securities referred to above, shall rank pari-passu with the then existing equity shares of the Company in all respects including dividend.
- (iii) Any other applicable rules/ regulations/ guidelines/ Act etc.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws, approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed/ stipulated in granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provided for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines, be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board or the Committee of Directors formed for the purpose of raising the funds thereof be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 293(1)(a) of the Companies Act, in respect of any Securities as may be required either on pari-passu basis or otherwise as it may in its absolute discretion deem fit and to

settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities or Eligible Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the and intent that the member shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board or the Committee thereof be and is hereby authorized to appoint such consultants, lead managers, underwriters, guarantors, depositories, custodians, registrars, share transfer agents, escrow banks, stabilizing agents, trustees, bankers, lawyers and any other advisors, professionals and intermediaries and all such agencies as may be involved or concerned in such offerings of Securities or Eligible Securities and to remunerate them by way of commissions, brokerage, fees or the like and to enter into and execute all contracts, agreements, arrangements/ MOUs/ documents with such agencies as may be required or desirable in connection with the issue of Securities including the listing of the Securities, if any, on any stock exchanges in India and outside India.

**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 a scheduled bank 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 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;
- h) acceptance and appropriation of the proceeds of the issue of the Securities;
- i) authorization of the maintenance of a register of holders of the Securities;
- j) 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;
- k) 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; and
- l) giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time.

**By Order of the Board**

Sd/-

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

**Registered Office:**

Survey Nos. 17/5/1 and 521/1,  
Village Rakholi/ Saily,  
Silvassa- 396 230  
Union Territory of Dadra and Nagar Haveli  
Dated: 2<sup>nd</sup> April, 2012

**NOTES:**

- (1) The Explanatory Statement and reasons pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 is annexed hereto and forms part of this Notice.
- (2) The Board of Directors has appointed Shri Virendra Bhatt, Practicing Company Secretary, as Scrutinizer to conduct the voting through postal ballot, in a fair and transparent manner and to receive and scrutinize the completed ballot papers as received from the Members. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members.
- (3) You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent

(against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours (1700 hours) on or before Saturday, May 5, 2012, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutinizer will submit his report to the Chairman after completion of scrutiny and the results of the postal ballot will be announced on or after Monday, May 7, 2012, at the Corporate Office of the Company at Peninsula Towers, A Wing, Peninsula Corporate Park, G. K. Marg, Lower Parel (West), Mumbai 400 013.

- (4) All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. upto Friday, May 4, 2012.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND 192A (2) OF THE COMPANIES ACT, 1956.**

#### **Item No.1 and 2.**

The Company proposes to issue Equity shares of the Company and/or other securities through QIP/ GDRs/ ADRs/ FCCBs or any other similar instrument at an appropriate time in one or more tranches as the Board may hereafter decide. Therefore it is deemed appropriate to increase the Authorised Share Capital of the Company from Rs.1,000 crore to Rs.1,500 crore and for that purpose, the Memorandum of Association and the Articles of Association of the Company are proposed to be suitably altered as set out in item Nos.1 and 2 of the accompanying Notice.

The provisions of the Companies Act, 1956 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association and the Articles of Association of the Company.

The Board of Directors accordingly recommends the resolutions set out at item Nos. 1 and 2 of the accompanying Notice for the approval by the Members. Your approval is sought by voting through Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2001.

None of the Directors of the Company are interested in the said resolutions.

#### **Item No.3.**

With a view to meet the incremental working capital requirement on account of optimization of existing facilities / addition of new Capacities, to meet normal capex requirement / new expansion both organic and inorganic, the company proposes to raise long term funds by way of equity. The proposed issue would help the company to widen its global reach.

The Board of Directors of the Company by way of circular resolution dated 2<sup>nd</sup> April, 2012 proposed to seek members approval to raise funds upto USD 150 Million (US Dollars One Hundred Fifty Million only) through issue of Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) and/or Foreign Currency Convertible Bonds (FCCBs) and/or Qualified Institutional Placements (QIP)/ Optionally Convertible Debentures/ Equity Shares/ Preference Shares/ Convertible Warrants and/or any securities into Equity Shares in one or more tranches, or a combination of the foregoing, in accordance with section 81 and 81(1A) of the Companies Act, 1956 as may be finalized by the Board or Committee thereof, through Resolution at Item No.3 of the accompanying notice which is an enabling resolution to mobilize adequate resources to meet the growing needs of the Company by further issue Equity shares of the Company and/or other securities in the manner mentioned in the above.

Section 81 (1A) of the Companies Act, 1956 provides, inter alia, that if any further equity shares are to be offered to any other person other than existing shareholders, a Special Resolution to that effect is to be passed by the shareholders of the Company, authorising the Board of Directors to finalize the terms of the issue at the relevant time in consultation with the Lead Managers, Underwriter, Legal Advisors and Experts or such authorities as required to be consulted on various matters including in relation to pricing of the issue. Consent of the shareholders is therefore sought to authorize the Board of Directors as set out in the Resolution to issue the securities in one or more tranches referred to therein to domestic and foreign investors. The Board is of the opinion that the proposed resolutions are in the best interests of the Company and hence recommend the above Special Resolution for the approval by the Members.

None of the Directors of the Company are interested in the said resolutions.

**By Order of the Board**

Sd/-

**K. H. Gopal**

**President (Corporate Affairs) & Secretary**

#### **Registered Office:**

Survey Nos. 17/5/1 and 521/1,

Village Rakholi/ Saily,

Silvassa- 396 230

Union Territory of Dadra and Nagar Haveli

Dated: 2<sup>nd</sup> April, 2012



## ALOK INDUSTRIES LIMITED

**Registered Office:** Survey Nos.17/5/1 and 521/1, Village Rakholi/ Saily, Silvassa- 396 230  
Union Territory of Dadra and Nagar Haveli • Tel: 0260-3087000; Fax: 0260-2645289

**Corporate Office:** Peninsula Towers-A, Peninsula Corporate Park, G. K. Marg,  
Lower Parel, Mumbai 400 013 • Tel: 022-2499 6200; Fax: 022-24936078

### POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

(1). Name(s) of Shareholder(s) 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). Number of shares held :

(5). I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses as stated in the Notice of the Company dated 2<sup>nd</sup> April, 2012, by conveying my/ our assent (for) or dissent (against) to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Res. No.	Description	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	<b>Ordinary Resolution:</b> Increase in Authorised Share Capital of the Company from Rs.1000 crore to Rs.1500 crore and consequent alteration in Clause 5 of the Memorandum of Association of the Company.			
2.	<b>Special Resolution:</b> Alteration in Article 3 of the Articles of Association of the Company consequent to increase in Authorised Share Capital of the Company.			
3.	<b>Special Resolution:</b> Issue of Equity shares of the Company and/or other securities through QIPs/ADRs/ GDRs/ FCCBs/ and or any other securities compulsorily convertible into equity shares.			

\_\_\_\_\_  
(Signature of the Shareholder(s))

Place :

Date:

## **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 2<sup>nd</sup> April, 2012 shall be determined through Postal Ballot.
3. The Board of Directors of the Company through circular resolution passed on 2<sup>nd</sup> April, 2012 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 5<sup>th</sup> May, 2012 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 7<sup>th</sup> May, 2012 at 6.00 p.m. 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 2nd April, 2012. 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.