
BOARD OF DIRECTORS

MANAGING DIRECTOR : Sri M. Arvind Kumar

DIRECTORS : Sri M. Nagendar

Sri M. Veeresham

AUDITORS : R.Raghunadha Rao&Co.
Chartered Accountants
1-8-32/12 Bapabagh
P.G. Road, Secunderabad

BANKERS : Canara Bank
Chenoy Trade Centre
Secunderabad.

FACTORY : S.No. 224,
Nemuragomal (Vg)
Bibinagar Mandal,
Nalgonda (Dt.) A.P.

REGISTERED OFFICE : 1-8-50/8, P.G.Road,
Secunderabad.

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NOTICE

Notice is hereby given that the SIXTEENTH ANNUAL GENERAL MEETING of the members of ARVIND RASHAYANA UDYOG LIMITED will be held on 30th August, 2002, Fateh Maidan Club, Hyderabad - 500 001 at 9.30a.m. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt Accounts for the year ended 31st March, 2002 together with the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Sri M.Veerasham who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and fix their remuneration. The retiring Auditor are eligible for reappointment.
4. To consider and if fit to pass with or without modification the following as an ordinary resolution.

Resolved that the project implementation committee is be and hereby constituted for the implementation of the project and submit a project implementation progress report to the Board of Directors periodically giving the status of the implementation.

Further Resolved that the Board of Directors of the company be and hereby authorized to make the necessary to give effect to this resolution.

5. To consider and if fit to pass with or without modification the following as an ordinary resolution.

Resolved that the company is now proposing to implement / revive the project and to bring in the Technological and Managerial Expertise apart from the Financial Resources from M/s IF & IS, hence to further proceed on the proposal, the shareholders be and hereby approve and authorise the Board of Directors of the company that M/s. IF & IS are be and hereby appointed as the Representatives of the company for the total implementation of the project.

Further Resolved that the Board of Directors of the company be and hereby authorised to make the necessary to give effect to his resolution.

6. To consider and if fit to pass with or without modification the following as an Ordinary Resolution.

Resolved that the company is now proposing to implement / revive the project and the company has identified M/s UBE Industries Limited as the Technical Consultants, including Technology Transfer for the implementation of the project, the shareholders be and hereby approve and authorise the Board of Directors of the company that M/s UBE Industries Limited are be and hereby appointed as the Technical Consultants of the company for the total implementation of the project.

Further Resolved that the Board of Directors of the company be and hereby authorised to make the necessary to give effect to his resolution.

7. To consider and if fit to pass with or without modification the following as and Ordinary Resolution.

Resolved that the company is now proposing to implement / revive the project and the company has identified M/s UBE Projects India Limited as the EPC Contractors for the Mechanical Engineering aspects, the shareholders be and hereby approve and authorise the Board of Directors of the company that M/s UBE Project India Limited are be and hereby appointed as the EPC Contractors of the company for the total implementation of the project.

Further Resolved that the Board of Directors of the company be and hereby authorised to make the necessary to give effect to his resolution.

8. To consider and if fit to pass with or without modification the following as and Ordinary Resolution.

Resolved that the company is now proposing to implement / revive the project and the company has identified M/s Bhaskara Construction Limited as the Civil Engineering Contractors, hence to further proceed on the proposal, the shareholders be and hereby approve and authorise the Board of Directors of the company that M/s Bhaskara Construction Limited are be and hereby appointed as the Civil Engineering Contractors including Architects of the company for the total implementation of the project.

Further Resolved that the Board of Directors of the company be and hereby authorised to make the necessary to give effect to his resolution.

9. To consider and if fit to pass with or without modification the following as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 81(l)(a) and other applicable provisions, if any of the companies Act, 1956 and subject to various circulars, guidelines issued by SEBI from time to time and such other appropriate authorities as may be prescribed in granting such approvals which the Board of Directors may accept if they deem fit and proper with or without modifications, amendments, the consent

of the company be and is hereby accorded to the Board of Directors to issue equity shares of Rs.10/- each aggregating to Rs. 1 7,00,00,000/- At such time and in such manner as the directors may in their absolute discretion deem fit and necessary, and "inter-alia" by the terms and conditions specified therein.

- a. The new equity shares shall be subject to the Memorandum and Articles of Association of the company and the new equity shares shall range in all respects pari-passu with the existing equity shares of the company save and except that the said new equity shares shall qualify for dividends which may be declared for the company's financial years in which the said new equity shares are issued and allotted and subsequently financial years in proportion to the capital for the time being paid up and on pro-rata basis.
- b.
 - 1) That out of the above new equity shares offered to the holders of the existing equity shares, on the Register of members on such date as may be fixed by the Directors, in the ratio as nearly as the circumstances permit of one new Equity Shares for every one existing equity share.
 - 2) The balance of the new equity shares be offered to the permanent employees (including Indian working Directors) of the company upto a maximum of 200 shares of Rs. 10/- each per employee
- c. that the said offer shall be made to each such member by a notice specifying the number of new equity shares to which each such member is entitled to with forms annexed to such notice of acceptance by such member (where such member accepts the offer personally) and of renunciation and appointment (where such member appoints any other person or persons to take up the new equity shares) and of application for additional new equity shares.
- d. That any member receiving such offer shall be entitled either to take up all or any of the new equity shares so offered to him or to renounce in favour by an irrevocable appointed nominee or nominees and the person or persons shall be entitled to take up all or any of such new equity shares provided that part renunciation of equity shares shall be in such proportion as the Directors may specify but not lower than market lot of equity shares of the company.
- e. That any member receiving such offer and taking up all the new equity shares offered to him shall be entitled to apply for additional new equity shares (viz such new equity shares as are not taken by the members to whom they are offered) in such proportion as the directors may specify but not lower than the market lot of equity shares of the company.
- f. The nominal value of Rs. 10/- per new share shall be payable either in one or more installments as may be decided by Directors

- g. That the offer if not accepted with payment of the sum payable along with application on or before the date fixed by the Directors or such extended date as may be determined by them from time to time, shall be deemed to have been declined.
- h. That after expiry of such time or on receipt of an intimation that the person declines to accept the new equity shares so offered, the directors be and are hereby authorised and empowered :
 - 1) To dispose off and allot any of the new equity shares not taken up by the persons entitled there to or remaining indisposed off to the members applying for additional shares on an equitable basis provided that the members who renounced their rights to the equity shares shall not be entitled to apply for additional new equity shares be at the sole discretion of the Directors, and subject to the conditions as may be prescribed by the Board.
 - 2) To dispose off any balance still remaining unsubscribed and / or unallotted equity shares in such manner as the Directors may at their sole discretion deem fit and proper and
- i. That the Directors be and are hereby authorised to make arrangements with financial institutions or banks or brokers, or other persons to provide standby commitment to the whole or any part of the issue of new equity shares and to pay commitment charges and / or brokerage for such standby arrangement.

RESOLVED THAT in accordance with the provisions of Section 81 and all other applicable provisions, if any of the Companies Act, 1956 and enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Securities and the Exchange board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments, if any, and to the extent necessary and such other approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them in granting such approvals, permissions and sanctions, which may agreed to, by the Board of Directors of the company (here in after referred to as the Board") and / or duly authorised committee thereof for the time being exercising the powers conferred by the Board, the consent of the company be and is hereby accorded to the Board to issue / offer equity shares as the board at it sole discretion may at any time hereafter decide, which equity share capital of the company, by an amount not exceeding Rs. 17,00,00,000/- To individuals, employees, bodies corporate, non resident Indians, other bodies Corporate (OBC) on such terms and conditions as the Board or Committee thereof may in its absolute discretion think fit in consultation with the Lead Managers, Underwriters or otherwise and on such terms and conditions as the Board may think fit.

FURTHER RESOLVED that for the purpose of giving effect to this resolution, the board / committee be and is hereby authorised to do all such acts, deeds matters and things as it may in its absolute discretion deem necessary, proper or desirable including making applications to such Stock Exchanges as it deems fit for Listing of the Shares and for on Official quotation and to settle any question, difficulty or doubt that may arise in regard to the issue / offer, allotment and utilization of the proceeds of the issue of the equity Shares towards the Company's future expansion plants / other Corporate needs and finalise such documents as it may deem fit.

RESOLVED THAT the Authorised Capital of the company be increased from Rs.6,00,00,000/- Divided into 60,00,000 equity shares of Rs.10/- each to Rs.23,00,00,000/- Divided into 2,30,00,000 equity shares of Rs.10/- each ranking pari-passu with the existing equity shares.

RESOLVED that the existing Article No.3(a) of the Articles of Association of the company be amended by substituting the following therefor.

Article No. 3(a) The Authorised Share Capital of the company is Rs. 23,00,00,000/- - Divided into Equity shares of Rs. 10/- each with power to sub-divide, consolidate, increase and reduce the capital into several classes and attach thereto such preferential or special rights and privileges and conditions as may be determined by or in accordance with the resolution of the company and to vary, modify, abrogate any such rights privileges and conditions in such manner as may for the time being be provided in regulations of the company.

RESOLVED THAT the existing article V of the Memorandum of Association of the Company be amended by substituting the following therefor:

The Authorised share capital of the company is Rs.23,00,00,000/- Divided into 2,30,00,000 equity shares of Rs. 10/- each with power to sub-divide, consolidate, increase and reduce the capital for the time being into several classes and attach thereto respectively such preferential or special right and privileges and conditions as may be determined by or in accordance with the resolutions of the company to vary, modify, abrogate any such rights privileges and conditions in such manner as may for the time being be provided in regulations of the company.

Further Resolved that the Board of Directors of the company be and hereby authorised to make the necessary to give effect to this resolution.

10. To consider and if fit to pass with or without modification the following as and Ordinary Resolution.

RESOLVED that pursuant to the provisions of section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956 and the Memorandum and Articles of Association of the company and subject to such other permissions and sanctions as may be necessary from the concerned authorities, consent be and is hereby accorded to the Board of Directors of the Company to transfer / sell/ lease or otherwise dispose off the whole or substantially the whole of the Nemarigomla Unit, on such terms and conditions including the consideration for such transfer/ sell/ lease/ disposal as the Board of Directors may deem fit and proper.

RESOLVED further that the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary including applying for and obtaining necessary approvals, permissions, sanctions and to execute all such documents and writings as the Board may consider necessary, fit or proper for the purpose of giving effect to this resolution.

Further Resolved that the Board of Directors of the company be and hereby authorised to make the necessary to give effect to this resolution.

11. To consider and if fit to pass with or without modification the following as and ordinary resolution.

RESOLVED that the Board of Directors of the company be and hereby authorised to forefeet the partly paid shares for those who have not been responded as at 28 August 2002 for the letters shoot up by the company more than 3 times.

Further Resolved that the Board of Directors of the company be and hereby authorised to make the necessary to give effect to this resolution.

By order of the Board
For ARVIND RASHAYANA UDYOG LIMITED

PALCE : SECUNDERABAD
DATE : 22ND JULY 2002

M. ARVIND KUMAR
MANAGING DIRECTOR

NOTES :

- 1) A member entitled to attend and vote at above meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not less than 48 hours, before the meeting.
- 2) The Register of members and the share transfer books of the company will remain closed from 26th August to 31st August 2002.
- 3) Members are requested to make all correspondence with regard to shares to the Registered Office of the Company.
- 4) Members are requested to bring their copies of the report and accounts of the Company.