

ANNUAL REPORT  
2009-2010



**NICCO CORPORATION LTD.**



**27th ANNUAL GENERAL MEETING**

Date : 28th September, 2010

Day : Tuesday

Time : 3.00 p.m.

Place : "Williamson Magor Hall" of  
The Bengal Chamber of  
Commerce & Industry  
6, Netaji Subhas Road,  
Kolkata 700 001

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr Rajive Kaul  
 Mr Udayan Roy  
 Mr Narottam Das  
 Mr Prabir Chakravarti  
 Dr Lakshminaryanapuram Ramier Vaidyanath\*  
 Mr Dharendra Nath Bhattacharjee  
 Mr Umesh Kumar  
 Mr Sujit Poddar  
 Mr Sanjoy Bhattacharya  
 Ms Pallavi Priyadarshini Kaul  
 Mr Shiv Siddhant Narayan Kaul  
 Dr Tridibesh Mukherjee

\* From 18th July, 2001 to 26th July, 2010

Executive Chairman  
 Managing Director

### SR VICE PRESIDENT & CO. SECRETARY

Mr J S Paul

### AUDITORS

Messrs G Basu & Co.,  
 Chartered Accountants, Kolkata

### BOARD COMMITTEES

#### Audit Committee

Mr N Das	Chairman
Mr Prabir Chakravarti	Member
Mr Sujit Poddar	Member
Mr D N Bhattacharjee	Member
Mr J S Paul	Secretary

### SOLICITORS

Messrs Khaitan & Co., Kolkata

#### Compensation & Remuneration Committee

Mr N Das	Chairman
Dr L R Vaidyanath*	Member
Mr Prabir Chakravarti	Member
Mr Sujit Poddar	Member

\* From 18th July, 2001 to 26th July, 2010

### BANKERS

Allahabad Bank  
 Canara Bank  
 Central Bank of India  
 State Bank of India  
 State Bank of Bikaner & Jaipur  
 State Bank of Travancore  
 UCO Bank

#### Share Transfer Committee

Mr Rajive Kaul	Chairman
Mr Udayan Ray	Member
Mr Sanjoy Bhattacharya	Member
Ms Pallavi P. Kaul	Member
Mr S. S. N. Kaul	Member

### REGISTERED OFFICE

Nicco House,  
 2 Hare Street, Kolkata-700 001  
 Phone No.: (033) 6628 5000  
 Fax No. : (033) 2230 9443

#### Shareholders' / Investors' Grievance Committee

Mr N Das	Chairman
Mr D N Bhattacharjee	Member
Mr Udayan Ray	Member
Mr Sanjoy Bhattacharya	Member
Ms Pallavi P. Kaul	Member
Mr S. S. N. Kaul	Member

### WORKS

1. Shamnagar, 24-Parganas (North), West Bengal
2. Baripada Dist. Mayurbhanj, Orissa



**NAMES & ADDRESSES OF THE STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED AND WHETHER LISTING FEES PAID.**

(Pursuant to Clause 49 of the Listing Agreement)

National Stock Exchange of India Ltd.,  
Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai-400 051  
e-mail : [cmllist@nse.co.in](mailto:cmllist@nse.co.in)

The Company has already paid Annual Listing Fees for the year 2010-11 to the above mentioned Stock Exchange.

**WEBSITE :**

[www.niccogroup.com](http://www.niccogroup.com)

**E-mail Id for Investors :**

[investorsservices@niccocorp.com](mailto:investorsservices@niccocorp.com)

**REGISTRARS & SHARE TRANSFER AGENTS**

M/s R & D Infotech Pvt. Ltd.  
Ground Floor,  
22/4, Nakuleshwar Bhattacharya Lane  
Kolkata-700 026  
Phone No : (033) 2463-1657/8  
E-mail Id : [rdinfotec@yahoo.com](mailto:rdinfotec@yahoo.com)  
[rd.infotech@vsnl.net](mailto:rd.infotech@vsnl.net)

## Notice of the Annual General Meeting to the Members

NOTICE is hereby given that the 27th Annual General Meeting of the Members of Nicco Corporation Limited will be held on Tuesday, the 28th September, 2010 at 3.00 p.m. at the "Williamson Magor Hall" of The Bengal Chamber of Commerce & Industry, 6 Netaji Subhas Road, Kolkata 700 001, to transact the following business :

### ORDINARY BUSINESS :

1. To consider and adopt the Audited Profit & Loss Account of the Company for the year ended on 31st March, 2010, the Balance Sheet as on that date and the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr Narottam Das who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr Udayan Ray who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms Pallavi P Kaul who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION :

"RESOLVED that Mr Sanjoy Bhattacharya, who was appointed by the Board of Directors as a Non-Executive Additional Director of the Company w.e.f. 1st October, 2009, and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956, and in respect of whom the Company has received a Notice in writing from a Member u/s 257 of the Companies Act, 1956, proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation."

7. To consider and, if thought fit, to pass, with or without modification(s), 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, the Regulations for Preferential Issues contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations"), the provisions of the Listing Agreement entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, and in accordance with the Corporate Debt Restructuring (CDR) Package as approved by the CDR Cell set up by the Reserve Bank of India, the consent of the Company be and is hereby accorded to the Board to issue and allot, by way of Preferential Allotment, up to an aggregate amount of Rs 1.60 crores of 30,24,574 Equity Shares of Nominal Value of Rs 2/- each of the Company on preferential basis to Nicco Restructuring Employees' Trust Fund @ not less than Rs 5.29 per share, (comprising par value of Rs 2/- per share and a premium of Rs 3.29 per share), (hereinafter referred to as the "New Equity Shares") towards Equity contribution from the Employees of Nicco Corporation Ltd. @ 10% of their salary upto a maximum of Rs 1.60 crores, in such manner, and on such terms and conditions as may be determined by the Board in its absolute discretion in accordance with the applicable SEBI ICDR Regulations.

"RESOLVED FURTHER that

- (a) The Relevant Date for the determination of the applicable price for the New Equity Shares shall be in accordance with the SEBI ICDR Regulations.
  - (b) The New Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects.
  - (c) In order to give effect to this resolution, the Board or any Committee which the Board might appoint, be and is hereby authorised, on behalf of the Company, to take all actions and to do all such acts, deeds, matters and things as the Board/Committee may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question and to remove any difficulty or doubt that may arise from time to time in relation to the offer, Preferential Issue and Allotment of the New Equity Shares, including (without limitation) to decide and approve the terms and conditions of the issue of the New Equity Shares, to vary, modify or alter any of the terms and conditions, including the Relevant Date, Issue Price and the size of the issue or allotment, utilisation of the Issue Proceeds etc, as it may deem expedient, subject to the provisions of the Companies Act, 1956, the rules/regulations/guidelines issued by the Government of India/RBI/SEBI, without being required to seek any further consent or approval of the Members of the Company in General Meeting or otherwise to the end and intent that Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.
  - (d) The offer, the issue and allotment of the aforesaid Shares shall be made at such time or times as the Board may in its absolute discretion decide.
  - (e) The Board be and is hereby authorised to delegate all or any of the powers herein conferred, by the resolution, to any Committee of Directors or any one or more Directors or to the Company Secretary, to give effect to this Resolution."
8. To consider and, if thought fit, to pass, with or without modification/ s, the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT in partial modification of the Special Resolution passed at the Annual General Meeting of the Company held on 16th September, 2009, in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, which was proposed under item No. 9 of the Notice dated 17th August, 2009 convening the aforesaid Annual General Meeting (hereinafter referred to as the "said Resolution"), approval of the Company be and is hereby accorded to modification to the said Resolution, in the following manner, that is to say :-

- (a) the words "the Guidelines for Preferential Issues contained in the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (the SEBI-Preferential Issues Guidelines)" as appearing in line 3 of paragraph 1 of the said Resolution be substituted with the words "the Regulations for Preferential Issues contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI ICDR Regulations)".
- (b) the words "SEBI Preferential Issues Guidelines" as appearing in paragraph 1, line 11 of the said Resolution be substituted with the words "SEBI ICDR Regulations".
- (c) In the second paragraph of the said Resolution, the figures in the last Column No. 5 be changed as follows due to rounding off of fractional amounts :-

Sl No	Name & Father's Name of proposed Allottee/s in full	Amount as per Resolution in AGM Notice dated 17th August, 2009 (Rs/-)	Changed Amount (Rs/-)
1.	Kalpena Industries Ltd.	50,00,000/-	50,00,004/-
2.	Vinicab (India) Private Ltd.	30,00,000/-	30,00,000/-
3.	Ashu Tradecom Pvt. Ltd.	1,50,00,000/-	1,49,99,998/-
4.	Gem Polytech Industries Pvt. Ltd.	20,00,000/-	19,99,999/-
5.	Everlite Transport Agency Pvt. Ltd.	7,00,000/-	7,00,000/-
6.	East West Transport Pvt. Ltd.	3,00,000/-	3,00,003/-
7.	Bal Krishna Saggi S/o Late Kharaiti Ram Saggi	12,50,000/-	12,49,998/-
8.	Gulshan Vohra S/o Late Ishar Dass Vohra	12,50,000/-	12,49,998/-
	Total	2,85,00,000/-	2,85,00,000/-



- (d) the words "SEBI (Disclosure & Investor Protection) Guidelines, 2000" as appearing in line 1 of clause (a) of the third paragraph of the said Resolution be substituted with the words "SEBI ICDR Regulations".
- (e) the words "is being" as appearing in line 3 of clause (a) of the third paragraph of the said Resolution, be substituted with the words "was".

Registered Office:  
NICCO HOUSE  
2 Hare Street  
Kolkata 700 001

By Order of the Board  
NICCO CORPORATION LIMITED

J S PAUL  
Sr Vice President & Co Secretary

Dated, the 31st July, 2010

#### NOTES

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote on a Poll instead of himself and the Proxy need not be a member of the Company.
2. Proxies in order to be effective must be received by the Company, not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 18th September, 2010 to Tuesday, the 28th September, 2010, (both days inclusive).
4. Members are requested to produce the enclosed Attendance Slip, duly signed as per the specimen signature recorded with the Company/Depository Participant for admission to the Meeting Hall.
5. Members, who hold shares in the de-materialised form are requested to bring their Client ID and DP ID Numbers for easier identification of attendance at the meeting.
6. A Member desirous of getting any information on the Accounts or operations of the Company, is requested to forward his/her queries to the Company at least seven working days prior to the Meeting, so that the required information can be made available at the Meeting.
7. Members holding shares in physical form are requested to notify immediately any change in their address and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialised form, this information should be passed on directly to their respective Depository Participants and not to the Company/Registrar & STA, without any delay.
8. In all correspondence with the Company, Members are requested to quote their account/folio numbers and in case their shares are held in the dematerialised form, they are requested to quote their DP ID and Client ID Numbers.
9. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the amendment in the Companies Act, 1956. Members desiring to avail this facility may send their Nomination Form duly filled in, to the Company or its Registrar & Share Transfer Agent by quoting their respective Folio Numbers.
10. Information u/s 205A read with the Companies' Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 as amended is given below :
  - (i) Pursuant to section 205 of the Companies Act, 1956, all unclaimed/unpaid dividends upto the Financial Year ended on 31st March, 1994 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrants for the said period are requested to forward their claims in Form No. II prescribed under the companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to the office of the Registrar of Companies, West Bengal, 234/4, A J C Bose Road, Kolkata 700 020.
  - (ii) Consequent upon amendment in section 205A of the Companies Act, 1956 and introduction of section 205C by the Companies (Amendment) Act, 1999, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. In compliance with the said provisions of the Act, all Unclaimed Dividends pertaining to the Financial Year ended on and from 31st March, 1995 to 31st December, 1998 have already been transferred to IEPF and no payments shall be made in respect of any such claims by the Fund.
11. An Explanatory Statement as required under section 173(2) of the Companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.

#### ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT

#### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

##### ITEM NO. 6 — Appointment of Mr Sanjoy Bhattacharya as a Director

The Board of Directors of the Company, on 1st October, 2009, appointed Mr Sanjoy Bhattacharya as a Non-Executive, Additional Director of the Company under section 260 of the Companies Act, 1956 and Article 124 of the Articles of Association of the Company. Mr Sanjoy Bhattacharya holds office up to the date of the forthcoming Annual General Meeting of the Company. The Company has received a separate Notice under section 257 of the Companies Act, 1956, along with the requisite Deposit, from a Member of the Company, signifying his intention to propose the appointment of Mr Sanjoy Bhattacharya as a Director of the Company at the forthcoming Annual General Meeting.

Mr Sanjoy Bhattacharya is a qualified Engineer holding a B Tech (Hons) Degree. He is about 64 years of age with more than 42 years of wide experience in Production, Sales and Marketing in Cable Industry. He has been associated with the Company since 28th November, 1995 up to the close of 30th September, 2009 as, inter alia, Executive Director and thereafter as Director (Cable Operations). Keeping in view the qualifications, experience and expertise of Mr Bhattacharya, your Directors appointed him as an Additional Director w.e.f. 1st October, 2009, subject to the approval of the members of the Company.

The details of Mr Sanjoy Bhattacharya's age, qualifications, expertise and other Directorships and Committee Memberships of other Boards and Committees which are required to be disclosed pursuant to Clause 49 IV(G) of the Listing Agreement have been given in Annexure 'A' attached to the Notice convening the Annual General Meeting.

The Board considers that the Company will benefit from the appointment of Mr Sanjoy Bhattacharya as a Director and recommends that this Ordinary Resolution as set out in item No. 6 of the attached Notice, be adopted by the Members.

Excepting Mr Sanjoy Bhattacharya, who is interested in his appointment, none of the Directors of the Company is in any way concerned or interested in the said resolution.

**ITEM NO. 7 — Preferential Allotment of Equity Shares to Nicco Restructuring Employees' Trust Fund (NRETF) up to an aggregate amount of Rs. 1.60 Crores**

As a part of the Corporate Debt Restructuring of the Company and the CDR package as approved by the CDR Cell set up by the Reserve Bank of India vide its Sanction Letter No. BY.CDR(ABP) No. 1192/2008-09 dated 23rd March, 2009, the Company envisaged Equity Contribution from the Employees of Nicco Corporation Limited @ 10% of salary upto a maximum aggregate amount of Rs. 5.00 crores to be infused.

It is now proposed to issue up to an aggregate amount of Rs. 1.60 crores, 30,24,574 Equity Shares of Rs. 2/- each @ not less than Rs. 5.29 per Equity Share (comprising par value of Rs. 2/- per share and a premium of Rs. 3.29 per share) to Nicco Restructuring Employees' Trust Fund, in accordance with the CDR Scheme. The present Issue would be utilised to augment Long Term Financial Resources of the Company. The Employees have already contributed towards Share Subscriptions, up to an aggregate amount of Rs. 1.60 crores (Rupees one crore sixty lacs only).

The proposed Preferential Allotment of New Equity Shares to Nicco Restructuring Employees' Trust Fund would be strictly in accordance with Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations").

The Relevant Date for the determination of the applicable price for the New Equity Shares shall be in accordance with the SEBI ICDR Regulations.

Disclosures required pursuant to Chapter VII of the SEBI ICDR Regulations :

(a) Object(s) of the issue through Preferential Offer

To augment the long term fiscal resources of the Company in accordance with Corporate Debt Restructuring (CDR) package as approved by the CDR Cell.

(b) Proposal of the Promoters, Directors and Key Management Personnel to subscribe to the offer

The offer is to be made to Nicco Restructuring Employees' Trust Fund (NRETF) and none of the Promoters, Directors and key Management Personnel will subscribe to the offer and acquire further shares in the Company on a preferential basis, pursuant to the resolution.

(c) Shareholding Pattern of the Company before and after the Preferential Issue :-

Category	Pre-Issue Equity holding (No. of Shares)	Percentage	Post-Issue Equity holding (No. of Shares)	Percentage
<b>A. Shareholding of Promoter and Promoter Group (A)</b>				
— Others	2,07,40,605	21.98	2,07,40,605	21.30
— NRETF	37,88,841	4.02	68,13,415	7.00
<b>Sub-Total</b>	<b>2,45,29,446</b>	<b>26.00</b>	<b>2,75,54,020</b>	<b>28.30</b>
<b>B. Public Shareholding (B)</b>				
(1) Institutions				
(a) Mutual Funds / UTI	12,411	0.01	12,411	0.01
(b) Financial Institutions / Banks	15,25,030	1.62	15,25,030	1.57
(c) Central Govt / State Govt (s)	0	0	0	0
(d) Insurance Companies	11,60,674	1.23	11,60,674	1.19
(e) FIs	11,761	0.01	11,761	0.01
<b>Sub-Total (B1)</b>	<b>27,09,876</b>	<b>2.87</b>	<b>27,09,876</b>	<b>2.78</b>
(2) Non-Institutions				
(a) Bodies Corporate	3,99,98,103	42.39	3,99,98,103	41.07
(b) Individuals				
(i) Individual Shareholders holding Nominal Share Capital up to Rs 1 lakh	2,08,54,837	22.10	2,08,54,837	21.43
(ii) Individual Shareholders holding Nominal Share Capital in excess of Rs 1 lakh	39,86,415	4.23	39,86,415	4.09
(c) NRIs	4,46,477	0.47	4,46,477	0.45
(d) OCBs	18,30,000	1.94	18,30,000	1.88
<b>Sub-Total (B2)</b>	<b>6,71,15,832</b>	<b>71.13</b>	<b>6,71,15,832</b>	<b>68.92</b>
<b>Total Public Shareholding [B = B1+B2]</b>	<b>6,98,25,708</b>	<b>74.00</b>	<b>6,98,25,708</b>	<b>71.70</b>
<b>Grand total (A + B)</b>	<b>9,43,55,154</b>	<b>100.00</b>	<b>9,73,79,728</b>	<b>100.00</b>

(d) The time within which the Preferential Issue shall be completed :

The allotment of Equity Shares would be completed within the time prescribed under the SEBI ICDR Regulations.

(e) The identity of the proposed allottee, the percentages of the pre and post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue :

Category	Pre-Issue Equity holding (No. of Shares)	Percentage	Post-Issue Equity holding (No. of Shares)	Percentage
Nicco Restructuring Employees' Trust Fund (NRETF)	37,88,841	4.02	68,13,415	7.00

\* This includes the existing shareholding of NRETF, as well.

There is no change in control in the issuer consequent to the Preferential Issue.

(f) The Company undertakes that it shall comply with clause (f) of Regulation 73(1) of SEBI ICDR Regulations, where it is required to do so viz. (f) the Company shall re-compute the price of the specified securities in terms of the provisions of ICDR Regulations where it is required to do so.

(g) The Company undertakes that it shall comply with the Provisions of clause (g) of Regulation 73(1) of SEBI ICDR Regulations, where it is required to do so viz. (g) the Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in ICDR Regulations, the specified Securities shall continue to be locked-in until such amount is paid by the allottees.

(h) The Statutory Auditors of the Company, M/s G Basu & Co. have certified that the issue of New Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations. The Auditors' Certificate as required under Regulation 73(2) of SEBI ICDR Regulations will be available for inspection at the Registered Office of the



Company during 4.00 p.m. and 5.00 p.m. on any working day up to 27th September, 2010. The Auditors' Certificate will also be displayed on the website of the Company—www.niccogroup.com.

In accordance with the SEBI Preferential Issue Regulations, the New Equity Shares to be allotted to Nicco Restructuring Employees' Trust Fund shall be subject to a lock in of one year from the date of their allotment by the Board/Committee of Directors.

The Equity Shares arising out of issue of New Equity Shares pursuant to the Resolution shall rank pari passu in all respects with the existing Equity Shares of the Company. Pursuant to the provisions of Section 81(1A) of the Companies Act, 1956, any offer or issue of shares in a company to persons other than the holders of the Equity Shares of a company or to such holders otherwise than in proportion to the Share Capital paid-up, requires prior approval of the Shareholders in General Meeting by a Special Resolution.

The Special Resolution set out in the Notice is intended for the purpose.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members.

The Special Resolution set out in the Notice may be considered accordingly and the Board of Directors recommends the same for your approval.

Mr Rajive Kaul, Mr Sanjoy Bhattacharya and Mr Udayan Ray, Directors of the Company, are interested in the resolution to the extent of their proportionate beneficial entitlement to the sale proceeds of the Equity Shares which shall be allotted. Furthermore, Mr Rajive Kaul, Mr Sanjoy Bhattacharya and Mr Udayan Ray are amongst the Trustees of Nicco Restructuring Employees' Trust Fund. Apart from the above Directors, none of the Directors is interested or concerned in the resolution.

**ITEM NO. 8 — Allotment of Equity Shares to some of the Creditors**

At the Annual General Meeting of the Company held on 16th September, 2009, the Members had approved the Special Resolution for allotment of Equity Shares to some of the Creditors of the Company, as specified in the Explanatory Statement annexed to the Notice of the said Annual General Meeting.

The erstwhile SEBI (Disclosure and Investor Protection) Guidelines, 2000 have since been rescinded and replaced with SEBI (Issue of Capital and Disclosure) Regulations, 2009 with effect from 26th August, 2009.

This has necessitated mentioning of appropriate change in the name of the applicable SEBI Regulations.

Further, there had been some inadvertent printing errors in the text of the previous Resolution as also in the Explanatory Statement attached hereto.

While the proposed modifications to the previous Resolution have been set out in the Resolution itself, the consequential changes in the Explanatory Statement which also need to be incorporated are enumerated as under :-

In the Explanatory Statement —

- (a) the words "Chapter XIII of the SEBI Preferential Issues Guidelines" as appearing in line 1 of paragraph 9, are required to be substituted with the words "Chapter VII of the SEBI ICDR Regulations"
- (b) the following figures in category number B.(2)(a) of item (c) of paragraph 10 on page 11 :-

Category	Pre-Issue Equity holding (No. of Shares)	Percentage	Post-Issue Equity holding (No. of Shares)	Percentage
(2) Non-Institutions				
(a) Bodies Corporate				
- Misc	3,62,11,269	39.92	3,62,11,269	33.46
- Arcil	35,25,304	3.89	1,54,25,304	14.26
- Creditors	—	—	42,48,366	3.92
- Creditors' Associates	—	—	6,53,592	0.60

are required to be substituted with the following figures :-

Category	Pre-Issue Equity holding (No. of Shares)	Percentage	Post-Issue Equity holding (No. of Shares)	Percentage
(2) Non-Institutions				
(a) Bodies Corporate				
- Misc	3,61,91,069	39.92	3,62,11,269	33.46
- Arcil	35,25,304	3.89	1,54,25,304	14.26
- Creditors	15,200	0.02	42,48,366	3.92
- Creditors' Associates	—	—	6,53,592	0.60

- (c) the following figures in item (e) of paragraph 12 on page 11 :-

Category	Pre-Issue Equity holding (No. of Shares)	Percentage	Post-Issue Equity holding (No. of Shares)	Percentage
Creditors—Bodies Corporate	—	—	42,48,366	3.92
Creditors—Individuals	—	—	4,08,496	0.38
Total	—	—	46,56,862	4.30

are required to be substituted with the following figures :-

Category	Pre-Issue Equity holding (No. of Shares)	Percentage	Post-Issue Equity holding (No. of Shares)	Percentage
Creditors—Bodies Corporate	15,200	0.02	42,63,566	3.94
Creditors—Individuals	—	—	4,08,496	0.38
Total	15,200	0.02	46,72,062	4.32





- (d) the words "SEBI DIP Guidelines" as appearing in line 2 of item (f) on page 12, are required to be substituted with the words "SEBI ICDR Regulations".
- (e) the words "paragraph 13.5 of SEBI DIP Guidelines" as appearing in line 2 of item (f) on page 12, are required to be substituted with the words "Regulation 73(2) of SEBI ICDR Regulations".
- (f) the words "item no. 9" as appearing in line 1 of paragraph 6 of item (f) on page 12, are required to be substituted with the words "item no. 8".

It is confirmed that the modifications are not of a material nature.

The resolution set out in Item No. 8, for the purpose of partial modification and ratification, may be considered accordingly, and the Board of Directors recommends the same for your approval.

The relevant extracts of the Resolution and its Explanatory Statement as contained in the Notice of the Annual General Meeting held on 16th September, 2009, are appended for the ready reference of the Shareholders.

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

#### APPENDIX

##### Extract of the Original Special Resolution dated, 16th September, 2009

9. To consider and, if thought fit, to pass with or without modification(s), 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, the Guidelines for Preferential Issues contained in the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (the SEBI Preferential Issues Guidelines), and subject to such other approvals, permissions, sanctions and consents of CDR/ARCIL/any other Authority that may be required, and subject to such terms and conditions, stipulations and modifications as CDR/ARCIL/any such Authority may prescribe or impose at the time of granting its approvals, permissions, sanctions and consents, and which may be considered necessary and agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being, exercising the powers conferred on the Board by the resolution), the consent of the Company be and is hereby accorded to the Board to issue and allot, by way of Preferential Allotment, up to 46,56,862 Equity Shares of nominal value of Rs 2/- each of the Company on preferential basis to some of the Creditors of the Company @ Rs 6.12 per share as per share prices with reference to the Relevant Date as per SEBI Preferential Issues Guidelines, (comprising par value of Rs 2/- per share and a Premium of Rs 4.12 per share) (hereinafter referred to as the "New Equity Shares"), for an aggregate value not exceeding Rs 2.85 crores to some of the Creditors, as detailed below, upon conversion of part of their outstanding dues of up to Rs 2.85 crores, due and payable by the Company to the said Creditors :-

Sl. No.	Name & Father's Name of proposed Allottee/s in full	Address and Occupation of the proposed Allottee/s	No. of Shares proposed to be allotted	Amount (Rs/-)
1	Kalpena Industries Ltd.	2B, Pretoria Street Kolkata 700 071 Occupation : Manufacturing	8,16,994	50,00,000/-
2	Vinicab (India) Private Ltd.	11, Esplanade East Kolkata 700 069 Occupation : Manufacturing	4,90,196	30,00,000/-
3	Ashu Tradecom Pvt Ltd.	6B, Bentinck Street, 1st Floor Kolkata 700 001 Occupation : Private Limited Company	24,50,980	1,50,00,000/-
4	Gem Polytech Industries Pvt. Ltd.	25A, Radha Madhab Dutta Garden Lane, Beliaghata Kolkata 700 010 Occupation : Manufacturing	3,26,797	20,00,000/-
5	Everite Transport Agency Pvt. Ltd.	67, Sambhunath Pandit Street, 2nd Floor, Kolkata 700 025 Occupation : Private Limited Company	1,14,379	7,00,000/-
6	East West Transport Pvt. Ltd.	67, Sambhunath Pandit Street, 2nd Floor, Kolkata 700 025 Occupation : Private Limited Company	49,020	3,00,000/-
7	Bal Krishna Saggi S/o Late Kharaiti Ram Saggi	C/o Alcon Wires & Cables Industries 27-A, Focal Point Rajpura 140 401 Punjab Occupation : Manufacturer	2,04,248	12,50,000/-
8	Gulshan Vohra S/o Late Ishar Dass Vohra	C/o Alcon Wires & Cables Industries 27-A, Focal Point Rajpura 140 401 Punjab	2,04,248	12,50,000/-
		<b>Total</b>	46,56,862	2,85,00,000/-

"RESOLVED FURTHER that

- (a) The Relevant Date for the purpose of calculating the issue price of the New Equity Shares under SEBI (Disclosure & Investor Protection) Guidelines, 2000 relating to the Preferential Issues shall be 17th August, 2009, being the date 30 days prior to the date on which the Meeting of the General Body of Shareholders is being held, to consider the proposed issue;
- (b) The New Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company;

- (c) For the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such things and acts as may be necessary and expedient and to settle any matter that may arise in connection therewith;
- (d) The Board be and is hereby authorised to delegate all or any of the powers herein conferred, by the resolution, to any Committee of Directors or any one or more Directors or the Company Secretary or other Officer/s of the Company, to give effect to this resolution;
- (e) In order to give effect to this resolution, the Board or any Committee which the Board might appoint, be and is hereby further authorised on behalf of the Company to do all such acts, deeds and things as the Committee/Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question and remove any difficulty or doubt that may arise from time to time in relation to the offer, Preferential Issue and Allotment of the New Equity Shares, including (without limitation) to decide and approve the terms and conditions of the issue of the New Equity Shares, to vary, modify or alter any of the terms and conditions (including the size of the issue or allotment), to enter into any agreements or to execute other instruments, to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."

**Extract of the Original Explanatory Statement dated 16th September, 2009, referred to above**

**ITEM NO. 9 — Allotment of Equity Shares to some of the Creditors**

With a view to strengthen the Equity Base of the Company as also to clear some of the old outstanding of the Creditors, the Company had approached some of the Creditors to restructure their dues by conversion of part of the outstanding amounts due to them aggregating to up to 2.85 crores into Equity Shares (hereinafter referred to as "the New Equity Shares") to be allotted as fully paid Equity Shares of Rs 2/- each, in favour of the Creditors, at a price to be determined in conformity with SEBI Guidelines in this regard. The Creditors had agreed to the proposal.

A copy each of the said letters will be available for inspection of the Members at the Annual General Meeting.

It is therefore proposed to issue Equity Shares on preferential basis to the Creditors subject to the following requirements :

The aforesaid issue and allotment of New Equity Shares will be governed by the SEBI Preferential Issues Guidelines. Under these Guidelines, the price at which the New Equity Shares are to be issued (which are issued on a preferential basis) shall be not less than the higher of : (a) the average of the weekly high and low of closing prices of the shares quoted on the Stock Exchange during the six months preceding the "Relevant Date" or (b) the average of the weekly high and low of the closing prices of the shares quoted on a Stock Exchange during the two weeks preceding the "Relevant Date".

Pursuant to the SEBI Preferential Issues Guidelines computed on the above basis, the New Equity Shares are to be issued at a price-not less than Rs 6.12 per Equity Share and the New Equity Shares are proposed to be issued @ Rs 6.12 per Equity Share.

The present resolution is proposed to be passed in order to enable the Company to issue the New Equity Shares subject to such approvals, permissions, sanctions and consents of any Authority that may be required and subject to such terms and conditions, stipulations and modifications as any such Authority may prescribe or impose at the time of granting its approval, permissions, sanctions and consents and which may be agreed to by the Board/Committees of Directors.

The New Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and the terms of Issue. The New Equity Shares shall rank pari passu with the existing shares of the Company in all respects.

Disclosures required pursuant to Chapter XIII of the SEBI Preferential Issues Guidelines :

(a) Objects of the Issue through Preferential Offer

To strengthen the Equity Base of the Company as also to clear some of the old outstanding dues of the Creditors.

(b) Intention of the Promoters, Directors and key Management persons to subscribe to the offer.

The offer is to be made to 8 (eight) Creditors and none of the Promoters, Directors and Key Management persons will subscribe to the offer and acquire further shares in the Company on a preferential basis pursuant to the resolution.

(c) Shareholding Pattern of the Company before and after the Preferential Issue :

Category	Pre-Issue Equity holding (No. of Shares)*	Percentage	Post-Issue Equity holding (No. of Shares)	Percentage
<b>A. Shareholding of Promoter and Promoter Group (A)</b>				
Group (A)	2,08,73,139	23.01	2,08,73,139	19.28
Sub-Total	2,08,73,139	23.01	2,08,73,139	19.28
<b>B. Public Shareholding (B)</b>				
(1) Institutions				
(a) Mutual Funds / UTI	12,411	0.01	12,411	0.01
(b) Financial Institutions / Banks	15,25,030	1.68	15,25,030	1.41
(c) Central Govt / State Govt (s)	0	0	0	0
(d) Venture Capital Funds	0	0	0	0
(e) Insurance Companies	13,59,859	1.50	13,59,859	1.26
(f) FII's	1,96,761	0.22	1,96,761	0.18
(g) Foreign Venture Capital Investors	0	0	0	0
Sub-Total (B1)	30,94,061	3.41	30,94,061	2.86
(2) Non-Institutions				
(a) Bodies Corporate				
- Misc	3,62,11,269	39.92	3,62,11,269	33.46
- Arcil	35,25,304	3.89	1,54,25,304	14.26
- Creditors	—	—	42,48,366	3.92
- Creditors' Associates	—	—	6,53,592	0.60