

SINHAL HOLDINGS LIMITED

Regd. Office: 89, Aram Nagar II, Versova Road, Andheri (West), Mumbai 400 061.

<u>NOTICE</u>

Notice is hereby given that the Eighteenth Annual General Meeting of the members of SINHAL HOLDINGS LIMITED will be held at the Registered Office of the Company on Saturday, 30th day of September, 2000 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Balance Sheet as at 31,03,2000 and the Profit & Loss Account for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
- 2. To appoint Auditors and to fix their remuneration.
- 3. To appoint a Director in place of Mr. Vijay Badgamia who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

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

To appoint Director in place of Mr. S.R. Morab who was appointed as an additional Director and who by virtue of Section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting, but being eligible offers himself for re-appointment and in respect of whom the company has received notice in writing under section 257 of the Companies Act, 1956 from certain members proposing his candidature for the office of the Director.

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

To appointment Director in place of Mrs. B.S. Morab who was appointed as an additional Director and who by virtue of Section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting, but being eligible offers herself for reappointment and in respect of whom the company has received notice in writing under section 257 of the Companies Act, 1956 from certain members proposing his candidature for the office of the Director.

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

To appoint Director in place of Mr. S.B. Shinde who was appointed as an additional Director and who by virtue of Section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting, but being eligible offers himself for re-appointment and in respect of whom the company has received notice in writing under section 257 of the Companies Act, 1956 from certain members proposing his candidature for the office of the Director.

REGISTERED OFFICE:

89, Aram Nagar II, Versova Road, Andheri (West), Mumbai 400 061.

Place : Mumbai Date : 16.08.2000

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DIRECTOR

NOTES:

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- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 2. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 3. The Register of Members and the Share Transfer Books of the Company will be closed from 21.09.2000 to 30.09.2000.
- 4. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 for item nos. 4 to 6 is annexed and forms part of this Notice.
- 5. Members are requested to intimate any change in their address at the Registered Office of the Company.

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

ITEM NO. 4 TO 6

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Mr. S.R. Morab, Mrs. B.S. Morab and Mr. S.B. Shinde have appointed on 01.10.1999 as additional Directors who will hold office upto the date of Annual General Meeting. The company is desirous of appointing them as Directors considering their experience, Mr. S.R. Morab, Mrs. B.S. Morab and Mr. S.B. Shinde have intimated their willingness to be so appointed.

None of the Directors, except Mr. S.R. Morab, Mrs. B.S. Morab and Mr. Shinde may be considered to be interested in the passing of this resolution.

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Place : Mumbai Date : 16.08.2000

By Order of the Board, For SINHAL HOLDINGS LIMITED



DIRECTOR

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