

# PARTH ALLUMINIUM LTD.

Regd.Office: 11, Madhav Plaza, Opp. Kena Bungalows, Motera Stadium Road, Motera, Sabarmati, Ahmedabad – 380005  
Email: parthalluminium@gmail.com

## NOTICE OF POSTAL BALLOT

**Notice pursuant to section 192A of the Companies Act, 1956 and Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 READ WITH THE COMPANIES (PASSING OF THE RESOLUTIONS BY POSTAL BALLOT) RULES, 2001.**

Dear Shareholder(s)

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 and Regulation 12 of Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulation, 1997 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 (“Postal Ballot Rules”) that the resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed with the assent (for) and dissent (against), in the attached self addressed and pre-paid postage envelope, so as to reach the Scrutinizer not later than the close of working hours on or before Wednesday, 13th July, 2011. No other form or photocopy of the enclosed Postal Ballot Form is permitted. Please note that any Postal Ballot(s) received after the said date will be treated as not having been received.

The resolutions being Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.

The Company has appointed Mr. Devesh Khandelwal, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer will scrutinize and submit his report to the Chairman and the result will be announced by the Chairman on Thursday, 14th July, 2011 at 05.30 p.m. at Company's Registered Office at 11, Madhav Plaza, Opp. Kena Bungalows, Motera Stadium Road, Motera, Sabarmati, Ahmedabad – 380 005. Members, who wish to be present at the time of the declaration of the results, may do so at the above venue. The results of the Postal Ballot will be displayed at the said address.

### 1. SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:

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

“**RESOLVED THAT** pursuant to provisions of Regulation 12 of the Securities and Exchange Board of India( Substantial Acquisition of Shares and Takeover) Regulations, 1997 (“Takeover Regulations”) and other applicable provisions, if any, of the said SEBI Regulations and the Companies Act, 1956 and subject to such other approvals, if any, as may be required, the consent of the Members of the Company be and is hereby accorded to Mr. Chanderal Bulchand Ambwani & Mr. Rameshlal Bulchand Ambwani and Associates to acquire control over the Company with effect from the date of declaration of results of this postal ballot i.e. 14th July, 2011.

“**RESOLVED FURTHER THAT** all the existing Promoters of the company be and is hereby ceases to be the Promoters of the Company for purposes of all applicable laws including but without limitation, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (“Takeover Regulations”), Companies Act, 1956 and the Listing Agreement etc. with effect from the date of declaration of results of this Postal Ballot i.e. 14th July, 2011.”

### 2. SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

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

“**RESOLVED THAT** Mr. Chanderal Bulchand Ambwani be and is hereby appointed as a Director of the Company as per the relevant provisions of the Companies Act, 1956 and Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 with effect from the date of declaration of results of this postal ballot i.e. 14th July, 2011, liable to retire by rotation.”

### 3. SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:

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

“**RESOLVED THAT** Mr. Rameshlal Bulchand Ambwani be and is hereby appointed as a Director of the Company as per the relevant provisions of the Companies Act, 1956 and Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 with effect from the date of declaration of results of this postal ballot i.e. 14th July, 2011, liable to retire by rotation.”

### 4. SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:

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

“**RESOLVED THAT** subject to the approval of the Registrar of Companies and with such modifications as may be suggested by the Registrar of Companies in granting such approval, pursuant to the provision of section 17 and other applicable provisions, if any, of the Companies Act, 1956, the Clause III (A) of the Memorandum of Association of Company be and is hereby amended in the following manner:

The following new sub-clauses be inserted after the existing sub-clause 1 in the main object Clause of the Memorandum of Association of the Company, marked as 2, 3 and 4:

2. To construct, execute, carry out, improve, work, develop, repair, pull down, rebuild, operate, maintain, administer, manage or control in India or outside infrastructure facilities, works and conveniences of all kinds including roads, highways, runways, airports, hangers, ports, flyovers, bridges, rail system, waterways, docks, harbors, piers, wharves, dams, barrages, weirs, reservoirs, embankments, canals, irrigation, power houses, transmission and distribution lines, lifts, reclamations, improvement, sanitation and sewerage, drainages, effluent treatment plants, purification plants, water supply, gas, electric light, telecommunication, telephonic and power supply works, cold storage plants and cold chain facilities, hotels, flats, houses, housing projects, gardens, clubs, resorts, cinema theatres, studios, markets, building, private or public and all conveniences, whatsoever and generally to carry on the business of builders and contractors, real estate developers, engineers, architects, surveyors, estimators and designers in all their respective branches.

3. To promote the formation of industrial estates, commercial or residential complexes, townships, colonies, co-operative housing and/or industrial societies.

4. To deal in agricultural, horticulture, herbals, real estate, construction and building materials, industrial, consumer, consumer durables, pharmaceuticals, engineering, chemicals, petro-chemicals, rubber, plastics, polymers, textile, electrical, electronics, all type of precious metals, metal-ferrous and non-ferrous metal products, stones, semiprecious stones, precious stones of all shapes, specifications and varieties and to do all such acts related to machineries, parts, instruments and promotional activities of above sectors.

### 5. SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:

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

“**RESOLVED THAT** the consent of the Company be and is hereby accorded under the provisions of section 293(1)(d) of the Companies Act, 1956, to the Board of Directors of the Company to borrow from time-to-time all such sums of money as they may be deemed requisite for the purpose of the business of the Company notwithstanding that money to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not so set apart for any specific purpose, provided that the total amount up to which moneys may be borrowed by the Board of Directors (apart from the temporary loans obtained from the company's bankers) shall not exceed Rs.10,00,00,000/- (Ten Crore) outstanding at anytime.”

### 6. SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:

To consider and, if thought fit, to pass with or without modification, the following Resolutions as a Special 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 Articles of Associations of the Company, the consent of the Company be and is hereby accorded to the Board of Directors to mortgage and/or charge/hypothecate all or any of the movable and or immovable properties, both present and future or the whole or substantially the whole of the undertaking or the undertakings of the Company for securing any loan obtained or as may be obtained from any financial institution or person or persons by the Company.”

**By Order of the Board of Directors**

Date : 04/06/2011  
Place : Ahmedabad

**Kiran Kansara**  
Director

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 AND REGULATION 12 OF SECURITIES AND EXCHANGE BOARD OF INDIA  
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 1997.**

In conformity with the provisions of Section 173(2) of the Companies Act, 1956 and Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item Nos. 1 to 6 of the accompanying notice dated 4th June, 2011 and should be taken as forming part of the notice.

**1. EXPLANATORY STATEMENT RELATING TO SPECIAL RESOLUTION NO.1:**

As you are aware that the Company is incurring losses in previous years and to sustain the value of the shareholders of the Company the Company propose to Change the Control of Management from existing promoters to Mr. Chanderal Bulchand Ambwani & Mr. Rameshlal Bulchand Ambwani and Associates. The new proposed promoters are having very rich experience of real estate sector and therefore to increase the value of the shareholders of the Company the change in management control of the Company is required to diversify into real estate, construction and infrastructure sector. In order to provide input to these new lines of activities, it is proposed to change the Management Control of the Company in favor Mr. Chanderal Bulchand Ambwani & Mr. Rameshlal Bulchand Ambwani and Associates. Mr. Chanderal Bulchand Ambwani & Mr. Rameshlal Bulchand Ambwani and Associates alongwith his relatives and associates holds 674550 equity shares of Rs.10/- each and has 14.20% of total voting rights in the Company which is less than 15% of the total voting rights of the Company and therefore the requirement of making public announcement to acquire shares from existing shareholders shall not be applicable, if the change in the Management Control takes place in pursuance of Special Resolution passed by the Shareholders by Postal Ballot as per Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997, therefore the Board has decided to obtain the approval of the Members by way of Special Resolution to be passed through Postal Ballot as per Regulation 12 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 1997. The Board of Directors feels that the new promoters will bring expertise in the management and better performance of the Company. None of the Directors of the Company are concerned and interested in the business.

The Board recommends the resolution set out at Item No. 1 of the Notice for your approval.

**2. EXPLANATORY STATEMENT RELATING TO SPECIAL RESOLUTION NO.2:**

The Board of Directors has opted for change of control of the Company in favour of Mr. Chanderal Bulchand Ambwani & Mr. Rameshlal Bulchand Ambwani and Associates and the Board of Directors, in view of the relevant provisions of the Companies Act, 1956 and Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 have decided to obtain the approval of the Members by way of Special Resolution to be passed through Postal Ballot.

As provided in Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 where there has been change in control of the Company, the Members have to pass Special Resolution for the appointment of Director. It has been provided further that for passing of the Special Resolution, facilities of voting through postal Ballot as specified under the Companies (passing of Resolution by Postal Ballot) Rules, 2001 shall also be provided.

In view of the above it has been proposed to appoint Mr. Chanderal Bulchand Ambwani as Director of the Company with effect from the date of declaration of results of this postal ballot i.e. 14th July, 2011. As required under the provisions of Section 257 of the Companies Act, 1956, Notice has been received from some of the members signifying their intention to propose him as candidate for office of the Director.

Mr. Chanderal Bulchand Ambwani aged 60 Years has done Ayurvedacharya (Ayurvedic) degree in the Ayurvedic Medicine. Besides Medical Profession he is engaged in the Construction Business activity since 1980 and having more than 30 years experience of construction business.

None of the present Directors is concerned or interested in the business. The proposed appointee Mr. Chanderal Bulchand Ambwani may be treated as concerned or interested in the said business as the business is relating to his appointment as Director of the Company with effect from the date of declaration of results of this postal ballot i.e. 14th July, 2011.

The Board recommends the resolution.

**3. EXPLANATORY STATEMENT RELATING TO SPECIAL RESOLUTION NO.3:**

The Board of Directors have opted for change of control of the Company in favour of Mr. Chanderal Bulchand Ambwani & Mr. Rameshlal Bulchand Ambwani and Associates and the Board of Directors, in view of the relevant provisions of the Companies Act, 1956 and Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 have decided to obtain the approval of the Members by way of Special Resolution to be passed through Postal Ballot.

As provided in Regulation 12 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 1997 where there

has been change in control of the Company, the Members have to pass Special Resolution for the appointment of Director. It has been provided further that for passing of the Special Resolution, facilities of voting through postal Ballot as specified under the Companies (passing of Resolution by Postal Ballot) Rules, 2001 shall also be provided.

In view of the above it has been proposed to appoint Mr. Rameshlal Bulchand Ambwani as Director of the Company with effect from the date of declaration of results of this postal ballot i.e. 14th July, 2011. As required under the provisions of Section 257 of the Companies Act, 1956, Notice has been received from some of the members signifying their intention to propose him as candidate for office of the Director.

Mr. Rameshlal B. Ambwani aged 56 years has done 12th in Science and is engaged in construction business since past 25 years.

None of the present Directors is concerned or interested in the business. The proposed appointee Mr. Rameshlal Bulchand Ambwani may be treated as concerned or interested in the said business as the business is relating to his appointment as Director of the Company with effect from the date of declaration of results of this postal ballot i.e. 14th July, 2011.

The Board recommends the resolution.

**4. EXPLANATORY STATEMENT RELATING TO SPECIAL RESOLUTION NO.4:**

As the Company is incurring loss and looking to the rich experience of the proposed promoters of the Company, the Company proposes to diversify its activities into the Real Estate, Construction and Infrastructure Sector as mentioned in the Resolution. The present object clause of the Memorandum of Association (MOA) of the company does not permit the company to carry out these activities. Therefore, there is need to alter the present Main Object Clause of MOA by way of inserting new sub-clauses after the existing sub-clause 1 in the main object Clause of the Memorandum of Association of the Company, marked as 2, 3, and 4.

Considering the circumstances, the Board is of the opinion that it would be in the interest of the company to alter the main object clause of the MOA.

Section 17 of the companies Act, 1956 requires approval of the members of the company by way of Special Resolution for alteration of object clause of the MOA. Accordingly, the proposal is placed before the members for their approval / consent by way of Special Resolution.

Pursuant to section 192A of the Act read with the companies (Passing of the Resolutions by postal Ballot) Rules, 2001 consent of the members of the company for the above proposal should be obtained by means of postal Ballot. Accordingly, the Directors recommend this resolution for the approval of the members of the Company by way of Special resolution through postal ballot.

None of the directors of the company is concerned or interested in this resolution.

Any member can inspect the copies of the Memorandum of Association during normal working hours of the company on any business day.

The Board recommends the resolution.

**EXPLANATORY STATEMENT RELATING TO SPECIAL RESOLUTION NO.6**

As per section 293(1)(d) of the Companies Act, 1956, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Board of Directors beyond the aggregate of the paid up capital of the Company and its free reserves requires approval from the shareholders of the Company.

With a view to meet the funds requirements, the Company would be required to borrow funds from time to time by way of loans and/or issue of Bonds, Debentures or other securities. Having regards to the proposal seeking the Members' approval are of the view that the limit of aggregate borrowings be accordingly raised to Rs.10 crore (Rupees Ten Crore Only).

The Directors recommends the resolution for members' approval.

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

**EXPLANATORY STATEMENT RELATING TO SPECIAL RESOLUTION NO.6**

As per provisions of Section 293(1)(a) of the Companies Act, 1956, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence requires approval from the shareholders of the Company.

As per provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001, the above said approvals is to be obtained by way of sending postal ballots to the shareholders, Accordingly, the resolution is being proposed to seek your consent under Section 293(1)(a) read with Section 192A of the Companies Act, 1956, by way of Postal Ballots as per the requirements of the Companies Act, 1956.

The Directors recommends the resolution for members' approval.

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

**By Order of the Board of Directors**

**Kiran Kansara**

*Director*

Date : 04/06/2011

Place : Ahmedabad

# PARTH ALLUMINIUM LTD.

Regd.Office: 11, Madhav Plaza, Opp. Kena Bungalows, Motera Stadium Road, Motera, Sabarmati, Ahmedabad – 380005  
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## POSTAL BALLOT FORM

(To be returned to Company)

Serial No. :

1. Name and Registered address of the Sole/First named Shareholder:	
2. Name(s) of the Joint Share holders	
3. Registered Folio No./ DP ID/ Client ID* (*Applicable to investors holding shares in dematerialized form)	
4. Number of Shares held	
5. I/we hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent ( <b>FOR</b> ) or dissent ( <b>AGAINST</b> ) to the said resolution by placing the tick (✓) mark at the appropriate box below:	

Sr. No.	Item	No. of Shares	I/We assent to the Resolution ( <b>FOR</b> )	I/We dissent to the Resolution ( <b>AGAINST</b> )
1.	Special resolution under Section 12 of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for Change of Management Control of the Company in favor of Mr. Chanderal Bulchand Ambwani & Mr. Rameshlal Bulchand Ambwani and Associates with effect from the date of declaration of results of this postal ballot i.e. 14th July, 2011.			
2.	Special resolution under Relevant provisions of the Companies Act, 1956 and Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for appointment of Mr. Chanderal Bulchand Ambwani as Director with effect from the date of declaration of results of this postal ballot i.e. 14th July, 2011.			
3.	Special resolution under Relevant provisions of the Companies Act, 1956 and Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for appointment of Mr. Rameshlal Bulchand Ambwani as Director with effect from the date of declaration of results of this postal ballot i.e. 14th July, 2011.			
4.	Special resolution under section 17 and other relevant provisions of Companies Act, 1956 for alteration of the main object clause by way of inserting new sub-clauses after the existing sub-clause 1 in the main object Clause of the Memorandum of Association of the Company, marked as 2, 3, and 4.			
5.	Special resolution under section 293(1)(d) of the Companies Act, 1956 to increase borrowing power upto Rs.10 Crore (Rupees Ten Crore Only).			
6.	Special resolution under section 293(1)(a) of the Companies Act, 1956 to mortgage or charge on all or any part of the movable and/or immovable properties of the Company.			

Place :

Date :

\_\_\_\_\_  
(Signature of the shareholder)

**Note : Please read carefully the instructions printed overleaf.**

P.T.O.

## **INSTRUCTIONS**

1. There will be only one Postal Ballot Form for every shareholder, irrespective of the number of joint member(s).
2. A member desiring to exercise vote by postal ballot may complete this postal ballot Form and send it to Scrutinizer in the attached self-addressed prepaid postage envelope.
3. However, envelopes containing postal ballots, if sent by courier at the expenses of registered shareholder will also be accepted.
4. The self-addressed prepaid postage envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
5. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
6. Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour and/or against.
7. Votes will be considered invalid on the following grounds:
  - (i) a form other than one issued by the Company or a photocopy thereof has been used;
  - (ii) it has not been signed by or on behalf of the shareholder;
  - (iii) if the member's signature does not tally;
  - (iv) it is not possible to determine without any doubt the assent or dissent of the member;
  - (v) neither assent or dissent is mentioned
  - (vi) the member has marked all his shares both in favour and also against the resolution;
  - (vii) any competent authority has given directions in writing to the Company to freeze the voting rights of the shareholder;
  - (viii) the envelope containing the Postal Ballot form is received after the last date prescribed;
  - (ix) the Postal Ballot form, signed in representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - (x) it is damaged or mutilated in such a way that its identity as genuine form can not be established;
  - (xi) it is not filled accordance with the instructions for filling and executing the form.
8. The Consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick (✓) mark in the appropriate column.
9. Duly completed Postal Ballot Form should reach the Company not later than the close of the working hours on Wednesday, the 13th July, 2011. Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on the date of dispatch of the notice.
11. The Postal Ballot shall not be exercised by a Proxy.

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