

ANUVIN INDUSTRIES LIMITED

Registered Office: 403, 4th Floor, Surabhi Apartment Co-Op Hsg Society,
Motibaug Society, Near Mahalaxmi Char Rasta, Paladi, Ahmedabad - 380 007 Gujarat
Tel: 079-30029566 Email: anuvinind@gmail.com

Notice Pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given to the Members of Anuvin Industries Limited, for passing the following resolutions through Postal Ballot 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):

1. Amendment to main clause A of Clause III of the Memorandum of Association of the Company – for carrying on business as developers

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

"RESOLVED THAT pursuant to the provisions of Section 17 and 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), main clause A of Clause III of the Memorandum of Association of the Company be and is hereby altered by addition of the following clause 9 after the existing clause 8:

To carry on the business activities as developers of all kind including land, colonies, sheds, buildings, structures, residential plots, commercial plots, shopping malls, industrial plots and sheds, roads, bridges, channels, culverts and to act as architects, designers, contractors, sub-contractors, for all types of constructions and developments work for all sectors, including private, government, SRA projects, SEZ projects semi-government and to develop the sites and plots and to carry on the business activities of acquirer, purchaser, lease, exchange, hire or otherwise for all types of land, and properties of any tenure or any interest in the same or to erect and construct houses, buildings, multi-stories, or work for every descriptions on any land or property and to pull down, re-build, enlarge, alter, and improve, existing houses, buildings, or work thereon and purchasing and selling of houses and plots free hold or otherwise, other house property, building, or lands or interest, household articles and other products of other companies in network scheme or otherwise and to act as commission agents with respect to the above activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which shall include any committee formed by the Board for this purpose), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders."

2. Amendment to main clause A of Clause III of the Memorandum of Association of the Company – As traders

RESOLVED THAT pursuant to the provisions of Section 17 and 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), main clause A of Clause III of the Memorandum of Association of the Company be and is hereby altered by addition of the following clause 10 after the aforesaid clause 9:

To carry on the business of buying, selling, re-selling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading or otherwise dealing in any manner whatsoever in all type of goods such as ferrous and non ferrous metals and other related commodities, engineering goods, textiles, chemicals etc. on retail as well as on wholesale basis in India or elsewhere.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which shall include any committee formed by the Board for this purpose), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders."

3. Increase in Authorized Capital

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

"RESOLVED THAT pursuant to the provisions, of Section 16, 94 and 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 Authorized Share Capital of the Company be increased from Rs. 6,00,00,000/- (Rupees Six Crores) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- (Rupees ten) to Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 1,20,00,000 (one Crore twenty lacs) Equity Shares of Rs. 10/- (Rupees ten) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby suitably altered by substituting the existing Clause V thereof by the following Clause V:

V. The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 1,20,00,000 (one Crore twenty lacs) Equity Shares of Rs. 10/- (Rupees ten) each."

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

4. Alteration of the Articles of Association

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

RESOLVED THAT pursuant to the provisions of Section 31 and 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 Capital clause, i.e., Clause 3 of the Articles of Association be deleted and replaced with the following new clause:

"The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees twelve crores only) divided into 1,20,00,000/- (one crore twelve lacs) equity shares of Rs. 10/- each (Rupees ten only)

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

5. Increase in Borrowing Limits

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

"RESOLVED THAT, in supersession to all earlier resolutions, if any in this behalf the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 293(1)(d) of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money (including non fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans

obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 100 crore (Rupees One Hundred Crores) over and above the aggregate of the then paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. Creation of Charge on the assets of the company

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

"RESOLVED THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and all other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s)/Trustee(s), for securing the borrowings availed/to be availed by the Company and/or any of the Company's holding / subsidiary / affiliate / associate company, by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/or Non Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of the Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trustee(s) / Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

7. Change in control under Regulation 12 of the SEBI (Substantial Acquisition of Share and Takeovers) Regulations, 1997

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

"RESOLVED THAT pursuant to Regulation 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("the Regulations") as amended from time to time, and subject to such statutory approvals as may be required, consent of the shareholders be and is hereby accorded

for change in control and management of the company by designating Mr. Dilip Mehta and Mr. Naresh Mehta as promoter directors of the company to have control over the company and its management in place of Mr. Nitin Shah, the existing Promoter and other Persons belonging to the promoter group as defined under Securities and Exchange Board of India (Substantial Acquisition of Share and Takeovers) Regulations, 1997.

RESOLVED FURTHER THAT Mr. Dilip Mehta and Mr. Naresh Mehta be and are hereby, recognized, classified and known as the new Promoters having control over the Company for the purposes of the aforesaid Regulations.

RESOLVED FURTHER THAT Mr. Dilip Mehta and Mr. Naresh Mehta be and are hereby authorized to do such all acts, deeds and things as it is empowered on such change in control in terms of the Regulations, including the right to appoint majority of the Board of Directors of company and control the management and take policy decisions.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to dispense with requirement of making a Public Announcement and Open Offer in terms of the Regulations and other applicable provisions, if any.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things including signing of such forms, documents, agreements, and take all steps that it may in its absolute discretion deem necessary and expedient to give effect to the resolution.

By Order of the Board of Directors

Mumbai
August 9th 2011

(_____)
Chairman

Notes:

1. The relative Explanatory Statement pursuant to Sections 173(2) and 192A(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Board of Directors at its meeting held on 9th August 2011 has appointed Vijay Kumar Mishra practicing Company Secretaries, as the Scrutinizer to receive and scrutinize the completed Ballot Papers from the Members. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer on or before 19th September 2011 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 of the Company after completion of the scrutiny and the results of postal ballot will be announced on Wednesday 21st September 2011, at 11.00 a.m.
4. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m., up to 19th September 2011.

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

Item Nos. 1 & 2

You may be aware that the company has been carrying on the current activities since a long time, with no major improvement in its financial position. In view of the above and the fact that real estate development being a booming sector your board of directors proposes that it ventures into real estate related activities.

Further your board also sees scope in diversifying the activities of the company in ferrous and non ferrous metals.

In accordance with the provisions of Section 17 of the Companies Act, 1956, alteration of Object Clause requires approval of the members by way of special resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 1 & 2 of the accompanying Notice for the approval of the Members.

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

Item No. 3

The Company, in order to meet its business diversification objectives and to strengthen its financial position, is required to generate long term resources by issuing new securities. It is, therefore, deemed appropriate to increase the Authorized Share Capital of the Company from Rs. 6.00 crore to Rs. 12.00 Crores and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out at Item No. 3 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 authorized share capital and for the alteration of capital clause of the Memorandum of Association of the Company.

Consequently, the capital clause of the Articles of Association also needs to be suitably amended.

The Board of Directors accordingly recommends the resolutions set out at Item No 3 of the accompanying Notice for the approval of the Members.

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

Item No 4.

The current article relating to capital in the Articles of Association requires that any amendment to the capital clause of the Memorandum of Association would also require a suitable amendment to the Articles of Association.

The Board of Directors accordingly recommends the resolutions set out at Item No 4 of the accompanying Notice for the approval of the Members.

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

Item No. 5

In terms of the provisions of Section 293(1) (d) of the Companies Act, 1956, the Board of Directors of the Company, cannot except with the consent of the Company in general meeting, borrow money, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves that is to say reserves not set apart for any specific purpose.

Keeping in view the Company's business diversification plans, it is necessary to substantially increase the said borrowing limits.

The Board of Directors accordingly recommends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

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

Item No 6

The borrowings by a Company, in general, is required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and/or charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company or of any of its holding, subsidiary, affiliate or associate company, with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 293(1)(a) of the Companies Act, 1956. Hence, it is necessary for the Company to obtain consent of the Members.

The Board of Directors accordingly recommends the resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

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

Item No. 7

The financial position of the company has been stagnant and by and large, deteriorating. In the current status the Company will continue to lose its network, which is detrimental to the interest of the shareholders of the company.

Keeping the above requirements in mind and the desire of Mr. Nitin Shah to exit due to his preoccupation, it has become necessary to induct new promoters who have the business experience and capability to organize necessary financial resources to implement the growth plans of the Company. It has thus been mutually agreed by Mr Nitin Shah, Mr. Dilip Mehta and Mr. Naresh Mehta that subject to the approval by the members of the Company Mr. Naresh Mehta & Mr. Dilip Mehta be designated as promoters of the Company in place and substitution of Mr. Nitin Shah. Mr Nitin Shah, Mr. Dilip Mehta and Mr. Naresh Mehta have entered into a Memorandum of Understanding for change in promotership as stated above subject to the approval of the members by way of postal ballot. Mr. Dilip Mehta and Mr. Naresh Mehta are currently on the Board of the Company.

They individually have over 15 years experience in real estate development activities. Their experience and expertise will benefit the company and its shareholders immensely.

The regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 require the Company to seek the approval of the Members for effecting change of control of the Company without open offer as required under the regulations of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

The Board of Directors accordingly recommends the resolution set out at Item No.7 of the accompanying Notice for the approval of the Members.

None of the Directors of the Company, except Mr. Dilip Mehta & Mr. Naresh Mehta are, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

(Chairman)

August 9th, 2011
Mumbai

POSTAL BALLOT FORM

Sl. No.	
Name and Registered address of the sole/first named shareholder	
Name(s) of the joint shareholder(s), if any	
Registered Folio No./DPID No. & Client ID No. (applicable to investors holding shares in electronic form)	
Number of shares held	
I/We, hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for business stated in the Notice dated 9th August 2011 of the Company by sending my/our assent and/or dissent by ticking (✓) at the appropriate box below:	

Resoluti on No.	Description	No. of Shares	(For)	(Against)
			I/We Assent the resolution	I/We Dissent the resolution
			Tick (✓) in the appropriate box below	
1.	Amendment to sub clause A of Clause III of the Memorandum of Association of the Company – Real Estate related activities-Special Resolution			
2.	Amendment to sub clause A of Clause III of the Memorandum of Association of the Company – Trading - Special Resolution			
3.	Increase in Authorized Capital - Ordinary Resolution			
4.	Alteration the Articles of Association-Special Resolution			
5.	Increase in Borrowing Limits - Ordinary Resolution			
6.	Creation of Charge on the assets of the company - Ordinary Resolution			
7.	Change in control under Regulation 12 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997) - Special Resolution			

Place:
Date:

(Signature of the shareholder)
(Refer Instruction No. 3 given overleaf)

Note: Please read instructions given overleaf.

INSTRUCTIONS

1. Members are requested to vote by Postal Ballot in the prescribed Postal ballot Form, printed overleaf. For this purpose, a self-addressed pre-paid envelope is also enclosed herewith.
2. The Postal Ballot Form duly completed and signed should be forwarded to the scrutinizer appointed by the Company, in the attached self-addressed envelope, so as to reach the Company not later than the close of working hours (1730 hours) on Tuesday day, 19th September, 2011.
3. This form should be completed and signed by the shareholder. In 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. In case of other than individual shareholders, this form should be signed by an authorized signatory, whose signature is already registered with the Company.
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority.
5. Shareholders holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning name and address of the bank/DP and name, stamp and signature of the manager.
6. There will be one Postal Ballot for every Folio/Client ID irrespective of the number of joint holders.
7. The Postal Ballot shall not be exercised by a proxy.
8. Voting rights should be reckoned on the number of shares registered in the name of the shareholders on the date of the notice.
9. In accordance with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, Postal Ballot(s) received after 19th September 2011 will be treated as if the reply from the members has not been received and the same will not be considered.
10. Incomplete, unsigned or incorrectly ticked Postal Ballots will be rejected.
11. Members of the Company from whom no Postal Ballot is received or is received after the aforesaid stipulated period will not be counted.
12. The Scrutinizer's decision on the validity of a postal ballot will be final.
13. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The result of the Postal Ballot will be declared in the newspapers, for the information of Members.
15. The item of business covered by this Postal Ballot will not be transacted at any Annual General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
16. Members may if they so desire address any query in relation to the aforesaid Resolutions to Mr. Rajen Mehta, Director at the Company at Office No: 17, 1st Floor, Avijah building 27, jambulwadi, Dhobi Talao, Mumbai - 400 002, Tel No. 022-22096022, / 022-22006349