Notice when we have

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Pipavav Port, Post Ucchaiya, Via Rajula, District Amreli – 365 560, Gujarat, India, on Wednesday, October 5, 2011 at 10.00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2011 and the Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Board of Directors thereon.
- 2. To appoint a Director in place of Mr. Nikhil Gandhi, who retires by rotation and being eligible offers himself for re-appointment.
- 3. To appoint a Director in place of Mr. R. M. Premkumar, who retires by rotation and being eligible offers himself for reappointment.
- 4. To appoint M/s. Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W), as Statutory Auditors to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting and to determine their remuneration.

SPECIAL BUSINESS:

- 5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:
 - "RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting held on July 13, 2007 and in accordance with the provisions of Section 293(1)(e) and all other applicable provisions, if any, of the Companies Act, 1956, the Company hereby authorizes the Board of Directors, the Chairman and/ or the Executive Vice-Chairman of the Company to contribute and/ or subscribe on behalf of the Company to charitable and other funds not directly relating to the business of the Company or the welfare of its employees including for corporate social responsibility initiatives of the Company, any amount(s) in a financial year not exceeding in the aggregate 1% (one per cent) of the total turnover in the relevant financial year or Rupees Ten Crore, whichever is higher."
- 6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:
 - "RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") read with Schedule XIII to the Act and subject to previous approval of the Central Government, if applicable, Mr. Bhavesh Gandhi, Whole-Time Director designated as Executive Vice-Chairman be paid performance incentive of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lac only) for the financial year 2010-11, payable during or after the financial year 2011-12, in addition to remuneration already approved by the Members vide Special Resolution passed at the Extraordinary General Meeting held on October 17, 2008.
 - **RESOLVED FURTHER THAT** subject to applicable approvals, Mr. Bhavesh Gandhi, Whole-Time Director designated as Executive Vice-Chairman of the Company, shall be paid the aforesaid remuneration as minimum remuneration in the event of absence or inadequacy of profits.
 - **RESOLVED FURTHER THAT** Mr. Nikhil Gandhi, Chairman and Mr. Ajit Dabholkar, Company Secretary be and are hereby severally authorized to file the required forms with the concerned Registrar of Companies, to give and/ or publish the required notices in terms of Sections 302 and 640B of the Act and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution and/ or otherwise considered by them in the best interest of the Company."
- 7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:
 - "RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") read with Schedule XIII to the Act and subject to approval of the Central Government, if required, Mr. Bhavesh Gandhi, Whole-Time Director designated as Executive Vice-Chairman be paid remuneration for the period commencing from January 1, 2012 and expiring on March 31, 2013, as follows:



Sr. No.	Remuneration	Amount
i)	Basic salary	Rs. 15,00,000 per month
ii)	House Rent Allowance (HRA)	Rs. 5,00,000 per month
iii)	Special Pay	Rs. 5,00,000 per month

Sr. No.	Perquisites	Particulars
i)	Provident fund contribution	Membership of the provident fund to which the Company will contribute 12% of the basic salary.
ii)	Gratuity	Calculated on the basis of 15 days' basic salary for each year of completed service subject to completion of a minimum of five years of continuous service with the Company. For the purpose of the calculation, the average of the last three months' basic salary will be considered as basic salary.
iii)	Reimbursement of leave travel allowance for self and family members	One month's basic salary
iv)	Reimbursement of medical expenses	At actuals
v)	Club fees	Membership and annual fees of clubs shall be incurred by the Company subject to a maximum of 2 clubs.
vi)	The Company will provide two cars for official and personal use.	At cost
vii)	Superannuation and/ or annuity fund	As per the Company's rules

RESOLVED FURTHER THAT subject to approval of the Central Government, if required, performance incentive at such rate (as may be decided by the Board of Directors) not exceeding the rate permissible under the Act, of the net profits of the Company computed in accordance with the provisions of Sections 349 and 350 of the Act less salary and other perquisites as stated above paid during the relevant years/ periods to Mr. Bhavesh Gandhi or Rupees One Crore and Fifty Lac per annum (or proportionately for part of a financial year) whichever is higher, be paid to Mr. Bhavesh Gandhi and the same shall be performance based.

RESOLVED FURTHER THAT subject to applicable approvals, Mr. Bhavesh Gandhi, Whole-Time Director designated as Executive Vice-Chairman shall be paid the aforesaid remuneration as minimum remuneration in the event of absence or inadequacy of profits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby empowered to alter, vary and/ or modify the remuneration and perquisites payable to Mr. Bhavesh Gandhi, Whole-Time Director designated as Executive Vice-Chairman, within and in accordance with the limits prescribed by the Act or in accordance with the changes that may be made by the Central Government, in that behalf from time to time or any amendments or re-enactment of the relevant provisions of the Act.

RESOLVED FURTHER THAT Mr. Nikhil Gandhi, Chairman and Mr. Ajit Dabholkar, Company Secretary be and are hereby severally authorized to file the required forms with the concerned Registrar of Companies, to give and/ or publish the required notices in terms of Sections 302 and 640B of the Act and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution and/ or otherwise considered by them in the best interest of the Company."

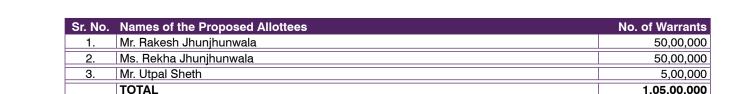
- 8. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
 - "RESOLVED THAT pursuant to the provisions of Section 310 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or amendment thereto or re-enactment thereof) and Article 152 of the Articles of Association of the Company, consent of the Company be and is hereby accorded to increase the amount to be paid to each of the non-executive Directors by way of sitting fees for attending each meeting of the Board of Directors or a committee thereof, from existing Rs. 10,000/- (Rupees Ten Thousand only) to Rs. 20,000/- (Rupees Twenty Thousand only) or to such maximum limit as may be prescribed by the Central Government from time to time."
- 9. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:
 - "RESOLVED THAT in supersession of Resolution passed at the Extraordinary General Meeting held on May 5, 2010 and pursuant to the provisions of Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or amendment thereto or re-enactment thereof), the Board of Directors (hereinafter referred to as the "Board" which term shall include any duly authorized Committee thereof for the time being exercising the powers conferred on the Board by this resolution), be and is hereby authorised, to borrow, from time to time, any sum or sums of monies (including External Commercial Borrowings) for the business of the Company from any one or more banks/ financial institutions, foreign institutional investors, foreign companies or bodies corporate on such terms and conditions as may be deemed appropriate and at its absolute discretion, which monies together with the monies already borrowed by the Company (apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company and its free reserves (i.e. reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the limit of Rs. 5,000 crore (Rupees Five Thousand crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to execute and sign all such deeds, documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution and/ or otherwise considered by them in the best interest of the Company."

10. Issue of Convertible Warrants on Preferential Basis to Investors

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

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the "Companies Act") and Article 91A of the Articles of Association of the Company and in accordance with all other applicable laws, regulations, rules, policies and guidelines including the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, (the "SEBI Regulations") including any statutory modification, amendment or re-enactment thereof, the Listing Agreements entered into by the Company with Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges") on which the Company's equity shares are listed, terms and conditions of any approval, permission, sanction of the Government of India ("GoI"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the concerned Registrar of Companies ("ROC") and any other appropriate authorities, institutions or bodies, to the extent required and subject to such conditions and modifications, if any, as may be prescribed or imposed by any of them while granting such approval, permission and sanction which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any duly authorised Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) the consent, approval and sanction of the Company be and is hereby accorded to the Board to create, offer, issue and allot for cash to the below mentioned proposed allottees, as permitted under applicable laws, regulations, policies and/ or guidelines, including the SEBI Regulations, upto 1,05,00,000 (One Crore Five Lacs) convertible warrants [hereinafter referred to as {"Warrant(s)"}] on a preferential basis of the face value of Rs. 78/- (Rupees Seventy Eight only), each Warrant being convertible into 1 (One) fully paid-up equity share of the Company of the nominal value of Rs.10/- (Rupees Ten only) each, at a premium of Rs. 68/- (Rupees Sixty Eight only) aggregating to Rs. 81,90,00,000/- (Rupees Eighty One Crore Ninety Lacs only), on such further terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment:



RESOLVED FURTHER THAT the 'Relevant Date' in relation to the issue of Warrants in accordance with the SEBI Regulations is Monday, September 5, 2011, being the date 30 (thirty) days prior to the date of this meeting for passing of this Special Resolution.

1,05,00,000

RESOLVED FURTHER THAT an amount of Rs. 19.50 (Rupees Nineteen and Fifty paise only) per warrant shall be paid as application money before the allotment of the Warrants and the balance amount of the price of the Warrants i.e. Rs. 58.50 (Rupees Fifty Eight and Fifty paise only) per Warrant shall be paid within 18 months from the date of allotment of the Warrants on exercise of right of conversion of the Warrants into equity shares of the Company provided that in the event the allottee(s) fails to exercise its right of conversion of Warrants into equity shares within 18 months from the date of allotment of Warrants, the Company shall forfeit the amount paid on such Warrants till then and cancel the said Warrants.

RESOLVED FURTHER THAT on conversion of the Warrants into equity shares, the said equity shares shall be listed on the Stock Exchanges on which the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Warrants and the equity shares to be allotted to the holders of the Warrants on conversion shall be freely transferable from the date of allotment, subject to applicable lock-in requirements as prescribed by the SEBI Regulations, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by SEBI, ROC, RBI, Stock Exchanges or any other appropriate authority/ies or in such manner or otherwise as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of the Warrants and that the said equity shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with then existing equity shares of the Company including dividend and other corporate benefits.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary, proper, desirable or expedient for such purpose, including finalizing the form of application, entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be required, and also to seek listing of the equity shares to be issued on conversion of Warrants on BSE, NSE and/ or any other stock exchange with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Warrants and/ or equity shares in complying with any regulations, as it may in its absolute discretion deem fit and for matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

Issue of Convertible Warrants on Preferential Basis to one of the Promoters

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

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the "Companies Act") and Article 91A of the Articles of Association of the Company and in accordance with all other applicable laws, regulations, rules, policies and guidelines including the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, (the "SEBI Regulations") including any statutory modification, amendment or re-enactment thereof, the Listing Agreements entered into by the Company with Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the

"Stock Exchanges") on which the Company's equity shares are listed, terms and conditions of any approval, permission, sanction of the Government of India ("Gol"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the concerned Registrar of Companies ("ROC") and any other appropriate authorities, institutions or bodies, to the extent required and subject to such conditions and modifications, if any, as may be prescribed or imposed by any of them while granting such approval, permission and sanction which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any duly authorised Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) the consent, approval and sanction of the Company be and is hereby accorded to the Board to create, offer, issue and allot for cash to Grevek Investments and Finance Private Limited, one of the Promoters of the Company, as permitted under applicable laws, regulations, policies and/ or guidelines, including the SEBI Regulations, upto 1,00,00,000 (One Crore) convertible warrants [hereinafter referred to as {"Warrant(s)"}] on a preferential basis of the face value of Rs. 78/- (Rupees Seventy Eight only), each Warrant being convertible into 1 (One) fully paid-up equity share of the Company of the nominal value of Rs.10/- (Rupees Ten only) each, at a premium of Rs. 68/- (Rupees Sixty Eight only) aggregating to Rs. 78,00,00,000/- (Rupees Seventy Eight Crore only), on such further terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

RESOLVED FURTHER THAT the 'Relevant Date' in relation to the issue of Warrants in accordance with the SEBI Regulations is Monday, September 5, 2011, being the date 30 (thirty) days prior to the date of this meeting for passing of this Special Resolution.

RESOLVED FURTHER THAT an amount of Rs. 19.50 (Rupees Nineteen and Fifty paise only) per Warrant shall be paid as application money before the allotment of the Warrants and the balance amount of the price of the Warrants i.e. Rs. 58.50 (Rupees Fifty Eight and Fifty paise only) per Warrant shall be paid within 18 months from the date of allotment of the Warrants on exercise of right of conversion of the Warrants into equity shares of the Company provided that in the event the allottee(s) fails to exercise its right of conversion of Warrants into equity shares within 18 months from the date of allotment of Warrants, the Company shall forfeit the amount paid on such Warrants till then and cancel the said Warrants.

RESOLVED FURTHER THAT on conversion of the Warrants into equity shares, the said equity shares shall be listed on the Stock Exchanges on which the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the Warrants and the equity shares to be allotted to the holders of the Warrants on conversion shall be freely transferable from the date of allotment, subject to applicable lock-in requirements as prescribed by the SEBI Regulations, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by SEBI, ROC, RBI, Stock Exchanges or any other appropriate authority/ies or in such manner or otherwise as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of the Warrants and that the said equity shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank in all respects *pari passu* with then existing equity shares of the Company including dividend and other corporate benefits.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary, proper, desirable or expedient for such purpose, including finalizing the form of application, entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be required, and also to seek listing of the equity shares to be issued on conversion of Warrants on BSE, NSE and/ or any other stock exchange with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Warrants and/ or equity shares in complying with any regulations, as it may in its absolute discretion deem fit and for matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL AT THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

Proxies in order to be valid must be received by the Company not later than 48 hours before the commencement of the Meeting. The relevant proxy form is attached herewith.

- 2. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 ("the Act"), in respect of Special Business set out hereinabove is annexed hereto and forms part of this Notice. Details pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking re-appointment at the forthcoming Meeting are also attached to this Notice.
- 3. Only registered members of the Company may attend and vote at the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
- 4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and/ or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
- 5. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
- 6. No gifts/ coupons will be distributed before or at the Meeting to the Members. Members shall make their own travel arrangements for attending the Meeting.
- 7. For the convenience of the Members, for proper conduct of the Meeting and as a measure of economy, Members are requested to bring their copy/ printout of Annual Report along with the Attendance Slips to the Meeting and hand over the Slips at the entrance duly signed by them.
- 8. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio Nos. in the Attendance Slip for attending the Meeting.
- 9. Documents referred to in this Notice and Explanatory Statement will be available for inspection of Members, at the Registered Office of the Company, on any working day between 10:00 A.M. to 12.00 NOON until the date of the Meeting.
- 10. For security reasons, no gadgets, mobile phones, cameras, article/ baggage will be allowed at the venue of the Meeting. The Members/ attendees are strictly requested not to bring any gadgets, mobile phones, cameras, article/ baggage, etc. to the venue of the Meeting. If any such gadgets are brought by any Member, the same shall be deposited with the security personnel at the risk of such Member/ attendee.
- 11. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 27, 2011 to Thursday, September 29, 2011 (both days inclusive) for the purpose of the Meeting. The Members of the Company as on September 26, 2011 shall be entitled to attend and vote at the Meeting.
- 12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our Registrar and Transfer Agent, Karvy Computershare Pvt. Ltd. ('Karvy'), for consolidation into a single folio.
- 13. Trading in the Company's shares through stock exchanges is permitted only in dematerialized/ electronic form. In view of the numerous advantages offered by the depository system, Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management.
- 14. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.



- b) Particulars of their Bank Account maintained in India with complete name of the Bank, Branch, Account type, Account No. and address of the Bank with PIN Code, if not furnished earlier.
- 15. Members are requested to notify immediately any change in their addresses and/ or the Bank Mandate details to Karvy for shares held in physical form and to their respective Depository Participants for shares held in electronic form. The said details will be automatically reflected in the Company's records. This will help the Company and Karvy to provide efficient and better services to the Members.
- 16. Members may avail of the nomination facility as provided under Section 109A of the Act by nominating, in Form 2B as prescribed under the Companies (Central Government's) General Rules and Forms, 1956, any person(s) to whom their shares shall vest on occurrence of events stated in the said Form. Form 2B is to be submitted in duplicate: (a) in case of shares held in physical form, to Karvy, and (b) in the case of shares held in dematerialised form, directly to their respective Depository Participants.
- 17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Karvy.

By Order of the Board of Directors

Place: Mumbai

Date: September 6, 2011

Company Secretary

EXPLANATORY STATEMENT

As required under Section 173(2) of the Companies Act, 1956 ("the Act"), the following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned under Item Nos. 5 to 11 of the accompanying Notice dated September 6, 2011.

Item No. 5:

The Members at the Annual General Meeting of the Company held on July 13, 2007, had authorized the Board of Directors and/ or Executive Vice-Chairman of the Company to contribute and subscribe on behalf of the Company to charitable and other funds not directly relating to the business of the Company or the welfare of its employees any amount not exceeding Rs. Fifty Lac in a financial year.

The Company has been receiving a number of applications and requests for contributions to charitable and other funds. As a gesture of munificence and philanthropy, the Company has been extending a helping hand to the less privileged and towards its various Corporate Social Responsibility initiatives, by way of making donations/ contributions to charitable institutions which are likely to exceed the existing limit of Rs. 50 lac, as approved by the Members.

As such, your Board seeks approval for increasing the existing limit to 1% of the total turnover of the Company in relevant financial year or Rs. 10 Crore, whichever is higher.

The Board commends the Ordinary Resolution set out at Item no. 5 of this notice for approval by the Members.

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

Item No. 6:

The Members at the Extraordinary General Meeting of the Company held on October 17, 2008 had decided that Performance Incentive payable to Mr. Bhavesh Gandhi, Whole-Time Director designated as Executive Vice-Chairman of the Company shall be determined annually considering the performance of the Company.



The highlights of the performance of the Company during the fiscal 2010-11 are as follows:

- In a short span, despite being in capital intensive industry, since commencement of commercial production during the financial year 2009-10, the Company achieved EBITDA of Rs. 215.90 Crore (previous year Rs. 60.88 Crore) and Profit before Tax of Rs. 48.16 Crore during financial year 2010-11 as against loss of Rs. 48.66 Crore during financial year 2009-10.
- During the year, the Company almost completed construction of its two new built 74,500 DWT Panamax Vessels.
- > The Company raised Rs. 177.80 Crore by preferential issue of 2.54 Crore 10% Fully, Compulsorily and Mandatorily Convertible Unsecured Debentures.
- > The Company raised Rs. 249.94 Crore by preferential issue of 2,52,21,612 Convertible Share Warrants.
- > The Company received License to build Warships for Indian Navy.
- > The Company signed Memorandum of Understanding ("MoU") with SAAB Dynamics AB, a part of Swedish multinational giant Wallenberg Group. This MoU will enable the Company to enter into Army and Air Force segments.
- The Company signed MoU with Northrop Grumman Overseas Service Corporation, Delaware, USA ("Northrop"). The MoU will allow the Company to focus on huge opportunities present in the defence sector in India with the help of technology and expertise possessed by Northrop.
- > The Company signed MoU with Babcock group, UK to work together to build next generation aircraft carriers.
- > The Company signed MoU for forming a Joint Venture with an Indonesian Government company to manufacture defence/oil and gas exploration & production sector assets for Indonesia and other regional markets.

In view of the progress achieved by the Company during the last financial year, it is proposed to pay Rs. 1.50 Crore as Performance Incentive to Mr. Bhavesh Gandhi for the financial year 2010-11, which is the same as approved by the Members for the previous year 2009-10.

The above Performance Incentive of Rs.1.5 Crore payable to Mr. Bhavesh Gandhi, for the financial year 2010-11 was approved by the Remuneration Committee and the Board of Directors at their respective meetings held on May 28, 2011.

Since the remuneration payable to Mr. Bhavesh Gandhi will be in excess of limits laid down in Schedule XIII to the Act, in terms of Section 269(2) of the Act, the proposed additional remuneration by way of Performance Incentive will be subject to the approval of Central Government, to the extent applicable. Please refer to Annexure 1 to this Notice for details, as required to be provided pursuant to Schedule XIII of the Act.

The Board commends the Special Resolution set out at Item no. 6 of this notice for approval by the Members.

Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi are concerned or interested in the Resolution. No other Director of the Company is, in any way, concerned or interested in the resolution.



Annexure 1 Information required in terms of Schedule XIII of the Companies Act, 1956 (see sub-paragraph (C) of Paragraph 1 of Section II of Part II of Schedule XIII)

ı	Gen	neral Information			
1	Natı	ure of Industry	Defence, Offshore Oil 8	Defence, Offshore Oil & Gas Exploration & Production Sectors and Heavy Engineering.	
2	based on given indicators the audited Profit and Lo			operations w.e.f. April 1, 2009. Based on pany for the financial year ended March pany is as follows:	
			a) Turnover		92,329.59
			b) Net Profit for the year		3,977.15
			c) EPS (Rs.)		0.60
3	net t	ort performance and foreign exchange aborations			gating to Rs. 71,161.36 Million against nce payment of around Rs. 10,899.23
4	- 1	eign investments or aborators, if any	Total foreign investmer	nt in the Company as on N	March 31, 2011 is approx. Rs. 26,617 lac.
II	Info	rmation about the App	ointee		
	(1)	Background details		Executive Vice-Chairma a Director of the Compa commenced his career director appointed by the for the business develors approximately 27 Mr. Gandhi has particular projects. Mr. Bhavesh Gandhi has to ensure its present	the Whole-Time Director designated as an of the Company. Mr. Gandhi has been any since December 30, 2005. Mr. Gandhi by joining SKIL Infrastructure Ltd. as a ne Promoters of the Company responsible elopment of the Company. Mr. Gandhi years of experience as an entrepreneur. ar expertise in infrastructure development as spearheaded the Project of the Company development and progress including incial and other resources.
	(2)	Past Remuneration de	tails	Please refer Exhibit - 1	.1
	(3)	Recognition or awards	·	N. A.	
Executive Vice-Chairma		Whole-Time Director designated as in, is responsible for overall management ect to the superintendence, control and f Directors.			
				Under the leadership of achieved progress on a	f Directors. f Mr. Bhavesh Gandhi, the Company has all fronts. The highlights of progress made g the financial year ended on March 31,

		In a short span, despite being in capital intensive industry, since commencement of commercial production during the financial year 2009-10, the Company achieved EBITDA of Rs. 215.90 Crore (previous year Rs. 60.88 Crore) and Profit before Tax of Rs. 48.16 Crore during financial year 2010-11 as against loss of Rs. 48.66 Crore during financial year 2009-10.
		During the year, the Company almost completed construction of its two new built 74,500 DWT Panamax Vessels.
		The Company raised Rs. 177.80 Crore by preferential issue of 2.54 Crore 10% Fully, Compulsorily and Mandatorily Convertible Unsecured Debentures.
		➤ The Company raised Rs. 249.94 Crore by preferential issue of 2,52,21,612 Convertible Share Warrants.
		The Company received License to build Warships for Indian Navy.
		The Company signed Memorandum of Understanding ("MoU") with SAAB Dynamics AB (SAAB), a part of Swedish multinational giant - Wallenberg Group. This MoU will enable the Company to enter into Army and Airforce segments.
		The Company signed MoU with Northrop Grumman Overseas Service Corporation, Delaware, USA ("Northrop"). The MoU will allow the Company to focus on huge opportunities present in the defence sector in India with the help of technology and expertise possessed by Northrop.
		The Company signed MoU with Babcock group, UK to work together to build next generation aircraft carriers.
		The Company signed MoU for forming a Joint Venture with an Indonesian Government company to manufacture defence/ oil and gas exploration & production sector assets for Indonesia and other regional markets.
(5)	Remuneration proposed	Please refer to Exhibit 1.2
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Please refer Attachment A
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Nikhil Gandhi, Chairman of the Company is the brother of Mr. Bhavesh Gandhi.



Ш	Oth	er Information:	
	(1)	Reasons of loss or inadequate profits	The current year is the second year of its commercial operations. Though the Company has been declared as a successful bidder for construction of 5 Navy Offshore Patrol Vessels ('NOPV') for Indian Navy, signing of contract was delayed due to procedural requirements, which disturbed the production plans.
	(2) Steps taken or proposed to be taken for improvement The agreement for NOPV has been signed with the Govt. Navy on May 27, 2011.		The agreement for NOPV has been signed with the Govt. of India/Navy on May 27, 2011.
segments, to de-risk cyclical risk related to conshipbuilding business. (3) Expected increase in productivity and profits in measurable terms The Company has a dry dock facility of approximately 66 in length and 65 meters wide, capable of handling merch such as VLCCs and large naval vessels, such as aircraft		The Company is also focused on the defence and offshore segments, to de-risk cyclical risk related to commercial shipbuilding business.	
		The Company has a dry dock facility of approximately 662 meters in length and 65 meters wide, capable of handling merchant ships such as VLCCs and large naval vessels, such as aircraft carriers, together with assembly, onshore and offshore fabrication.	
			The Company has firm orders of 21 Panamax bulk carriers of 74,500 DWT each, one Mobile Floating Work Platform, 12 Offshore Support Vessels and 5 NOPVs aggregating to approx. Rs. 71,161.37 Million. Revenue and profit before tax of the Company are estimated to increase in range of 35% to 50% CAGR over a period of next two years.

Attachment A

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

(Rs. in Crore)

Name of the Company	Name of the Managing Director	Total Remuneration for F.Y. 2009-10
Aban Offshore Ltd.	Mr. Reji Abraham – Managing Director	9.79
The Great Eastern Shipping Company Ltd.	Mr. Bharat K. Sheth – Deputy Chairman & Managing Director	5.72

Exhibit 1.1

(Past Remuneration)

Remuneration

Basic salary
 House Rent Allowance ("HRA")
 Special Pay
 Rs. 12,00,000 per month
 Rs. 5,00,000 per month
 Rs. 3,00,000 per month

4. Perquisites

(i) Provident fund contribution Membership of the provident fund to which the Company will contribute

12% of the basic salary.

(ii) Gratuity Calculated on the basis of 15 days' basic salary for each year of completed

service subject to completion of a minimum of five years of continuous service with the Company. For the purpose of the calculation, the average of the last three months' basic salary will be considered as basic salary.

(iii) Reimbursement of leave travel allowance One month's basic salary for self and family members

(iv) Reimbursement of medical expenses At actuals

(v) Club fees Membership and annual fees of clubs shall be incurred by the Company

subject to a maximum of 2 clubs.

(vi) The Company will provide two cars for At cost official and personal use.

(vii) Superannuation and/ or annuity fund As per the Company's rules

5. Performance Incentive for the Financial Year 2009-10- Rs. 1,50,00,000/- (Rupees One Crore Fifty Lac only)



Exhibit 1.2

(Proposed Remuneration details)

For the Financial Year 2010-11:

Remuneration

1. Basic salary Rs. 12,00,000 per month

2. House Rent Allowance ("HRA") Rs. 5,00,000 per month

3. Special Pay Rs. 3,00,000 per month

4. Perquisites

(i) Provident fund contribution Membership of the provident fund to which the Company will contribute 12%

of the basic salary.

(ii) Gratuity Calculated on the basis of 15 days' basic salary for each year of completed

service subject to completion of a minimum of five years of continuous service with the Company. For the purpose of the calculation, the average of the last three months' basic salary will be considered as basic salary.

(iii) Reimbursement of leave travel allowance for self and family members

One month's basic salary

(iv) Reimbursement of medical expenses At actuals

(v) Club fees Membership and annual fees of clubs shall be incurred by the Company

subject to a maximum of 2 clubs.

(vi) The Company will provide two cars for

official and personal use.

At cost

(vii) Superannuation and/ or annuity fund
As per the Company's rules

5. Performance Incentive for the financial year 2010-11 - Rs. 1,50,00,000/- (Rupees One Crore Fifty Lac only)

The proposed remuneration inclusive of Performance Incentive of Rs. 1.5 Crore for the financial year 2010-11 is the same as remuneration inclusive of Performance Incentive payable to Mr. Bhavesh Gandhi for the financial year 2009-10.



Item No. 7

The Members had re-appointed Mr. Bhavesh Gandhi as the Whole-time Director designated as Executive Vice-Chairman of the Company at the Extraordinary General meeting held on October 17, 2008 for the period commencing from January 1, 2009 and expiring on March 31, 2013. However, pursuant to the provisions of the Companies Act, 1956, the Members, vide Special Resolution passed at the said meeting had approved the remuneration payable to Mr. Bhavesh Gandhi, Whole-Time Director designated as Executive Vice-Chairman for the period of three years commencing from January 1, 2009 and expiring on December 31, 2011. The Central Government vide its letter no. A8041899/2/2010 CL VII dated December 2, 2010 had approved the re-appointment of Mr. Bhavesh Gandhi as the Whole-Time Director for the period commencing from January 1, 2009 and expiring on March 31, 2013.

It is now proposed to pay the following remuneration to Mr. Bhavesh Gandhi, for period commencing from January 1, 2012 and expiring on March 31, 2013:

Sr.	Description	Amount (in Rs.)	
No.		Per Month	Per Annum
1.	Basic Salary	15,00,000/-	1,80,00,000/-
2.	House Rent Allowance	5,00,000/-	60,00,000/-
3.	Special Pay	5,00,000/-	60,00,000/-
4.	Club Membership and Car Expenses	50,000/-	6,00,000/-
5.	Provident Fund, Gratuity and Leave Travel Assistance	3,77,115/-	45,25,385/-
Total	Remuneration (excluding Performance Incentive)	29,27,115 /-	3,51,25,385/-

Subject to approval of the Central Government, if required, performance incentive for the period January 1, 2012 to March 31, 2013 shall be paid at such rate (as may be decided by the Board of Directors) not exceeding the rate permissible under the Act, of the net profits of the Company computed in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956, less salary and other perquisites as stated above paid during the relevant years/ periods to Mr. Bhavesh Gandhi, or Rupees One Crore and Fifty Lac per annum (or proportionately for part of a financial year), whichever is higher.

The proposed remuneration payable to Mr. Bhavesh Gandhi is around 25% more than the remuneration paid to Mr. Bhavesh Gandhi for last three years. The increase in the remuneration is considered reasonable by the Remuneration Committee and the Board of Directors.

Since the remuneration payable to Mr. Bhavesh Gandhi will be in excess of limits laid down in Schedule XIII to the Act, in terms of Section 269(2) of the Act, the proposed remuneration will be subject to the approval of the Central Government. Please refer to Annexure 2 to this Notice for details, as required to be provided pursuant to Schedule XIII of the Act.

The above proposed remuneration has been approved by the Remuneration Committee and Board of Directors of your Company at their respective meetings held on May 28, 2011.

The Board commends the Special Resolution set out at Item no. 7 of this notice for approval by the Members.

Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi are concerned or interested in the Resolution. No other Director of the Company is, in any way, concerned or interested in the resolution.

Annexure 2 Information required in terms of Schedule XIII of the Companies Act,1956 (see sub-paragraph (C) of Paragraph 1 of Section II of Part II of Schedule XIII)

I	Gen	eral Information			
1	Natı	ure of Industry	Defence, Offshore Oil 8	& Gas Exploration & Prod	duction Sectors and Heavy Engineering.
2	based on given indicators the audited Profit		the audited Profit and L		I operations w.e.f. April 1, 2009. Based on pany for the financial year ended March 31, y is as follows:
			a) Turnover		92,329.59
			b) Net Profit for the	year	3,977.15
			c) EPS (Rs.)		0.60
3	net t	ort performance and foreign exchange aborations			gregating to Rs. 71,161.36 Million against dvance payment of around Rs. 10,899.23
4		eign investments or aborators, if any	Total foreign investmen	t in the Company as on	March 31, 2011 is approx. Rs. 26,617 lac.
II	Info	rmation about the App	ointee		
	(1)	Background details		Executive Vice-Chairma a Director of the Comp commenced his caree director appointed by the for the business develor has approximately 27 Mr. Gandhi has particular projects. Mr. Bhavesh Gandhi has to ensure its presen	s the Whole-Time Director designated as an of the Company. Mr. Gandhi has been any since December 30, 2005. Mr. Gandhi ir by joining SKIL Infrastructure Ltd. as a he Promoters of the Company responsible elopment of the Company. Mr. Gandhi years of experience as an entrepreneur. lar expertise in infrastructure development is spearheaded the Project of the Company t development and progress including notal and other resources.
	(2)	Past Remuneration det	tails	Please refer Exhibit – 2	
	(3)	Recognition or awards		N. A.	
(4) Job profile and		Job profile and his suit	ability	Executive Vice-Chairma	i, Whole-Time Director designated as an, is responsible for overall management ect to the superintendence, control and of Directors.
				achieved progress on a	of Mr. Bhavesh Gandhi, the Company has all fronts. The highlights of progress madeing the financial year ended on March 31,

(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Nikhil Gandhi, Chairman of the Company is the brother of Mr. Bhavesh Gandhi.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Please refer Attachment B
(5)	Remuneration proposed	Please refer to Exhibit 2.2
		The Company signed MoU for forming a Joint Ventu with an Indonesian Government company to manufactu defence/ oil and gas exploration & production sector asse for Indonesia and other regional markets.
		The Company signed MoU with Babcock group, UK to wo together to build next generation aircraft carriers.
		The Company signed MoU with Northrop Grumma Overseas Service Corporation, Delaware, USA ("Northrop" The MoU will allow the Company to focus on hug opportunities present in the defence sector in India with the help of technology and expertise possessed by Northrop.
		The Company signed Memorandum of Understandir ("MoU") with SAAB Dynamics AB (SAAB), a part of Swedis multinational giant - Wallenberg Group. This MoU will enab the Company to enter into Army and Airforce segments.
		The Company received License to build Warships for India Navy.
		The Company raised Rs. 249.94 Crore by preferential issued of 2,52,21,612 Convertible Share Warrants.
		The Company raised Rs. 177.80 Crore by preferential issued of 2.54 Crore 10% Fully, Compulsorily and Mandatori Convertible Unsecured Debentures.
		During the year, the Company almost complete construction of its two new built 74,500 DWT Panama Vessels.
		In a short span, despite being in capital intensive industrial since commencement of commercial production during the financial year 2009-10, the Company achieved EBITDA Rs. 215.90 Crore (previous year Rs. 60.88 Crore) and Probefore Tax of Rs. 48.16 Crore during financial year 201 11 as against loss of Rs. 48.66 Crore during financial ye 2009-10.



Ш	Oth	Other Information:		
Though the Company has been for construction of 5 Navy Offs Indian Navy, signing of contract		Reasons of loss or inadequate profits	The current year is the second year of its commercial operations. Though the Company has been declared as a successful bidder for construction of 5 Navy Offshore Patrol Vessels ('NOPV') for Indian Navy, signing of contract was delayed due to procedural requirements, which disturbed the production plans.	
	(2) Steps taken or proposed to be taken for improvement The agreement for NOPV has been signed with the Govt. o Navy on May 27, 2011.		The agreement for NOPV has been signed with the Govt. of India/Navy on May 27, 2011.	
		The Company is also focused on the defence and offshore segments, to de-risk cyclical risk related to commercial shipbuilding business.		
(3) Expected increase in productivity and profits in measurable terms The Company has a dry dock facility of approximately in length and 65 meters wide, capable of handling measurable terms such as VLCCs and large naval vessels, such as aircs		The Company has a dry dock facility of approximately 662 meters in length and 65 meters wide, capable of handling merchant ships such as VLCCs and large naval vessels, such as aircraft carriers, together with assembly, onshore and offshore fabrication.		
			The Company has firm orders of 21 Panamax bulk carriers of 74,500 DWT each, one Mobile Floating Work Platform, 12 Offshore Support Vessels and 5 NOPVs aggregating to approx. Rs. 71,161.37 Million. Revenue and profit before tax of the Company are estimated to increase in range of 35% to 50% CAGR over a period of next two years.	

Attachment B

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

(Rs. in Crore)

Name of the Company	Name of the Managing Director	Total Remuneration for F.Y. 2009-10
Aban Offshore Ltd.	Mr. Reji Abraham – Managing Director	9.79
The Great Eastern Shipping Company Ltd.	Mr. Bharat K. Sheth – Deputy Chairman & Managing Director	5.72

Exhibit 2.1

(Past Remuneration)

Remuneration

Basic salary

1.

Rs. 12,00,000 per month 2. House Rent Allowance ("HRA") Rs. 5,00,000 per month 3. Special Pay Rs. 3,00,000 per month 4. Perquisites Provident fund contribution Membership of the provident fund to which the Company will contribute 12% of the basic salary. (ii) Gratuity Calculated on the basis of 15 days' basic salary for each year of completed service subject to completion of a minimum of five years of continuous service with the Company. For the purpose of the calculation, the average of the last three months' basic salary will be considered as basic salary. Reimbursement of leave travel allowance One month's basic salary for self and family members Reimbursement of medical expenses At actuals (iv) Club fees Membership and annual fees of clubs shall be incurred by the (v) Company subject to a maximum of 2 clubs.

The Company will provide two cars for official and personal use.

At cost

(vii) Superannuation and/or annuity fund

As per the Company's rules

5. Performance Incentive for the Financial Year 2009-10- Rs. 1,50,00,000/- (Rupees One Crore Fifty Lac only)



Exhibit 2.2

(Proposed Remuneration details)

For period commencing from January 1, 2012 and expiring on March 31, 2013.

Remuneration

1. Basic salary Rs. 15,00,000 per month 2. House Rent Allowance ("HRA") Rs. 5,00,000 per month 3. Special Pay Rs. 5,00,000 per month 4. Perquisites Provident fund contribution Membership of the provident fund to which the Company will contribute 12% of the basic salary. (ii) Gratuity Calculated on the basis of 15 days' basic salary for each year of completed service subject to completion of a minimum of five years of continuous service with the Company. For the purpose of the calculation, the average of the last three months' basic salary will be considered as basic salary. (iii) Reimbursement of leave travel allowance One month's basic salary for self and family members (iv) Reimbursement of medical expenses At actuals (v) Club fees Membership and annual fees of clubs shall be incurred by the Company subject to a maximum of 2 clubs. (vi) The Company will provide two cars for At cost official and personal use. (vii) Superannuation and/or annuity fund As per the Company's rules

5. Performance Incentive for the period January 1, 2012 to March 31, 2013 shall be paid at such rate (as may be decided by the Board of Directors of the Company) not exceeding the rate permissible under the Companies Act, 1956, of the net profits of the Company computed in accordance with the provisions of Sections 349 and 350 of the Act, less salary and other perquisites as stated above paid during the relevant years/ periods to Mr. Bhavesh Gandhi, or Rupees One Crore and Fifty Lac per financial year (or proportionately for part of a financial year), whichever is higher



Item No. 8

At present, the Company pays sitting fee to its non-executive Directors of Rs. 10,000/- (Rupees Ten Thousand only) for attending each meeting of the Board of Directors and a Committee thereof.

Article 152 of the Articles of Association of the Company provides for payment of sitting fees, subject to ceiling as may be prescribed by the Central Government.

Considering the time devoted and contributions made by the non-executive Directors, it is proposed to increase the sitting fees payable to each non-executive Director from Rs. 10,000/- to the maximum limit, as may be prescribed by the Central Government from time to time. Pursuant to first proviso of Section 310 of the Act read with Rule 10B of the Companies (Central Government's) General Rules and Forms, 1956, following is the present applicable maximum limit for payment of fees to Directors for attending each meeting of the Board of Directors or a Committee thereof:

(a)	Companies with a paid-up share capital and free reserves of Rs. 10 crore and above or turnover of Rs. 50 crore and above	Rs. 20,000/-
(b)	Other Companies	Rs. 10,000/-

Accordingly, for the present, the amount of sitting fee proposed to be paid to each of the non-executive Directors will be Rs. 20,000/- for attending each meeting of the Board of Directors and/or a Committee thereof.

All the directors may be deemed to be concerned or interested in the said Resolution.

Item No. 9

The Members at the Extraordinary General Meeting of the Company held on May 5, 2010 had authorized the Board of Directors of the Company to borrow monies from Banks, Financial Institutions or bodies corporate upto Rs. 2500 Crore.

Keeping in view the growth plans of the Company and for conversion of existing wet basin into 2^{nd} dry dock and other infrastructure development, it is proposed to increase the said borrowing limit to Rs. 5000 Crore.

Pursuant to Section 293(1)(d) of the Act, borrowings (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of aggregate of paid-up capital and free reserves not set for any specific purposes, require the consent of Members in a general meeting.

The Board commends the Ordinary Resolution set out at Item no. 9 of this notice for approval by the Members.

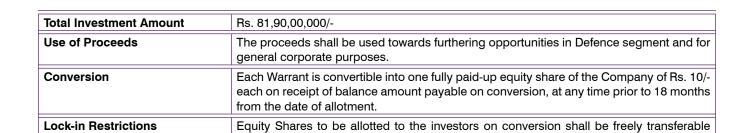
None of the Directors of the Company is, in any way, concerned or interested in the Resolution.

Item No. 10

Your Company intends to raise funds for the purpose of furthering opportunities in Defence segment and for general corporate purposes. In these circumstances, it is proposed to issue Warrants on a preferential basis to investors as contemplated in the Resolution at Item No. 10 of the Notice as set out above.

The salient features of the proposed securities are as follows:

The Investors	(i) Mr. Rakesh Jhunjhunwala		
	(ii) Ms. Rekha Jhunjhunwala		
	(iii) Mr. Utpal Sheth		
Instruments	1,05,00,000 Convertible Warrants of Rs. 78/- each of the Company {"Warrant(s)"}.		
Upfront Consideration	25% of the consideration i.e. Rs. 19.50 per Warrant shall be payable upfront on application for Warrants. If the conversion option is not exercised within 18 months from the date of allotment, the said amount shall be for		
Conversion Amount	Balance consideration shall be payable on conversion of the Warrants.		



None of the investors are promoters, directors or key management personnel of the Company.

applicable.

The proposed issue of the Warrants on conversion of the same in equity shares will result in an increase of the issued, subscribed and paid-up equity share capital of the Company.

subject to lock-in requirement as prescribed by the SEBI Regulations, to the extent

The proposed issue of Warrants on preferential basis convertible into equity shares will not result in any change of control/management of the Company.

The issue price of equity shares to be issued on conversion of the Warrants is in conformity with the provisions of the SEBI Regulations.

Certain additional information pursuant to SEBI Regulations which is common to the Resolutions at Item Nos. 10 and 11 of this Notice is stated after Item No. 11.

A copy of the certificate of the Statutory Auditors as required in terms of the SEBI Regulations, will be placed before the Members at the Annual General Meeting ("AGM") and will also be available for inspection by the Members at the Registered Office of the Company between 10:00 A. M. to 12:00 noon on any working day up to date of the ensuing AGM of the Company.

The Board of Directors commends the Special Resolution set out at item no. 10 of this Notice for approval of the Members.

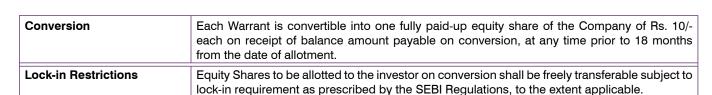
None of the Directors of the Company is, in any way, concerned or interested in the Resolution.

Item No. 11

Your Company intends to raise funds for the purpose of furthering opportunities in Defence segment and for general corporate purposes. In these circumstances, it is proposed to issue Warrants to Grevek Investments and Finance Pvt. Ltd., one of the Promoters of the Company, on a preferential basis as contemplated in the Resolution at Item No. 11 of the Notice as set out above.

The salient features of the proposed securities are as follows:

The Investor	Grevek Investments and Finance Private Limited, one of the Promoters of the Company.
Instruments	1,00,00,000 convertible warrants of Rs. 78/- each of the Company {"Warrant(s)"}.
Upfront Consideration	25% of the consideration i.e. Rs. 19.50 per Warrant shall be payable upfront on application for Warrants. If the conversion option is not exercised within 18 months from the date of allotment, the said amount shall be for
Conversion Amount	Balance consideration shall be payable on conversion of the Warrants.
Total Investment Amount	Rs. 78,00,00,000/-
Use of Proceeds	The proceeds shall be used towards furthering opportunities in Defence segment and for general corporate purposes.



The proposed issue of the Warrants on conversion of the same in equity shares would result in an increase of the issued, subscribed and paid-up equity share capital of the Company.

The proposed issue of Warrants on preferential basis convertible into equity shares would not result in any change of control/management of the Company.

The issue price of equity shares to be issued on conversion of the Warrants is in conformity with the provisions of the SEBI Regulations.

Certain additional information pursuant to SEBI Regulations which is common to the Resolutions at Item Nos. 10 and 11 of this Notice is stated after Item No. 11.

A copy of the certificate of the Statutory Auditors as required in terms of the SEBI Regulations, will be placed before the Members at the AGM and will also be available for inspection by the Members at the Registered Office of the Company between 10:00 A.M. to 12:00 noon on any working day up to date of the ensuing AGM of the Company.

The Board of Directors commends the Special Resolution set out at item no. 11 of this Notice for approval of the Members.

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

Additional Disclosure pursuant to Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, pertaining to Item Nos. 10 & 11.

Objects of the Issue:

To raise funds for purpose of furthering opportunities in the Defence Segment and for general corporate purposes.

Shareholding Pattern – pre and post preferential issue:

The shareholding pattern before and after issue of equity shares upon conversion of the Warrants will be as under:

Category	Pre- Issue*		Post-Issue**	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Promoter(s)/ Promoter Group	299,576,180	45.00%	334,797,792	45.43%
NRIs/OCBs/FIIs/Foreign Nationals/Foreign Bodies Corporate	90,906,161	13.65%	116,306,161	15.78%
Indian Financial Investors/ Mutual Funds/ Banks	57,038,632	8.57%	57,038,632	7.74%
Bodies Corporate	169,254,336	25.42%	169,254,336	22.97%
General Public	49,023,079	7.36%	59,523,079	8.08%
Total	665,798,388	100.00%	736,920,000	100.00%

^{*}as on September 5, 2011

^{**}Assuming conversion of 2,54,00,000 10% fully, compulsorily and mandatorily convertible unsecured Debentures allotted pursuant to the special resolution passed on May 5, 2010 and conversion of 2,52,21,612 convertible Share Warrants allotted pursuant to the special resolution passed on September 7, 2010.



Time frame:

Allotment of Warrants pursuant to the Special Resolutions shall be completed within a period of fifteen days from the date of passing of the resolutions. Provided that where an application for any approval or permission by any statutory or regulatory authority is pending, the period of fifteen days shall be counted from the date of approval or permission, as the case may be.

Identity of the proposed allottees:

The identity of the proposed allottees, pre-issue shareholding and on conversion of the Warrants is as follows:

Identity of Proposed Allottees	of Proposed Allottees Pre- Issue*		Post Issue**	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Mr. Rakesh Jhunjhunwala	NIL	N. A.	50,00,000	0.68%
Ms. Rekha Jhunjhunwala	NIL	N. A.	50,00,000	0.68%
Mr. Utpal Sheth	83,330	0.01%	5,83,330	0.08%
Grevek Investments and Finance Pvt. Ltd.	1,23,49,494	1.85%	2,23,49,494	3.03%

^{*}as on September 5, 2011

Undertaking:

The Company undertakes, to re-compute, if required, the issue price of equity shares to be issued upon conversion of the Warrants as per the provisions of the SEBI Regulations. Further, the Company undertakes that if the amount payable on account of re-computation of price as aforesaid is not paid within the time stipulated as per the SEBI Regulations, the said securities shall continue to be locked-in till the time such amount is paid by the allottees.

By Order of the Board of Directors

Ajit Dabholkar Company Secretary

Place: Mumbai

Date: September 6, 2011

^{**}Assuming conversion of 2,54,00,000 10% fully, compulsorily and mandatorily convertible unsecured Debentures allotted pursuant to the special resolution passed on May 5, 2010 and conversion of 2,52,21,612 convertible Share Warrants allotted pursuant to the special resolution passed on September 7, 2010.

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. R. M. Premkumar	Mr. Nikhil Gandhi		
Date of Birth	August 16, 1945	April 25, 1959		
Date of Appointment	October 15, 2007	October 17, 1997		
Expertise in specific functional areas	Mr. Premkumar has approximately 39 years of experience in the Indian Administrative Service. He has handled many important assignments with the Government of India and Government of Maharashtra.	Mr. Nikhil Gandhi is a first generation entrepreneur with business interest in marine engineering and infrastructure. He has approximately 28 years of experience as an entrepreneur of various infrastructure development projects.		
Directorships held in other Public	1. SICOM Limited	SKIL Infrastructure Limited		
companies (excluding foreign companies and Section 25 companies)	2. Afcons Infrastructure Limited	Fastlane Distriparks & Logistics Limited		
	3. Fine Line Circuits Limited	Horizon Country Wide Logistics Limited		
	Multi Commodity Exchange of India Limited	4. New Horizons India Limited		
	5. Lanco Vidarbha Thermal Power	5. Horizon Infrastructure Limited		
	Limited	6. KLG Capital Services Limited		
		7. JPT Securities Limited		
		SKIL Himachal Infrastructure and Tourism Limited		
		9. Mumbai SEZ Limited		
		10. Everonn Education Limited		
Memberships/ Chairmanships of	NIL	Audit Committee		
Committees of other Public companie (includes only Audit & Shareholders		Fastlane Distriparks & Logistics Limited		
Investors' Grievance Committee)		2. Everonn Education Limited		
		Shareholders'/Investors' Grievance Committee		
		KLG Capital Services Limited		
		2. SKIL Infrastructure Limited		
		3. Everonn Education Limited		
No. of shares held	NIL	NIL		