



PEACOCK INDUSTRIES LIMITED

Registered Office : Kodyat Road,
Village : Sisarma, District : UDAIPUR - 313031 (Raj.)

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **PEACOCK INDUSTRIES LIMITED** will be held at the registered office of the Company at Kodyat Road, Village : Sisarma, Distt : Udaipur -313031 on Monday the 30th day of December, 2013 at 10.00 AM to transact the following business :

SPECIAL :

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

"RESOLVED THAT pursuant to and in accordance with the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and also the provisions of the Companies Act, 2013, to the extent applicable and all other applicable laws and regulations including the Foreign Exchange Management Act, 1999, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Reserve Bank of India Guidelines, the relevant provisions of the Memorandum and Articles of Association of the Company and the provisions of the Listing Agreements with the Stock Exchange, on which the equity shares of the Company are listed or may be hereafter be listed (including any amendments thereto or re-enactment of all or any of the aforesaid) and subject to all such approvals, permissions, sanctions and consents, if any, as may be required under the applicable laws and regulations and of concerned Authorities, bodies and Agencies and subject to such conditions and modifications as may be prescribed by any of the above said authorities, bodies, agencies and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof which the Board may have or may hereafter constitute, to which all or any of the powers hereby conferred on the Board by this Resolution, have been or may hereafter at any time be delegated), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, and allot, 1,37,50,000 Warrants of Rs. 4/- each (the Warrants) with a right attached thereto entitling the holder of the Warrants to apply for and subscribe within such time as may be fixed by the Board in one or more tranches, not exceeding 18 months from the date of allotment of warrants against payment in cash to one fully paid up Equity Share of Rs. 4/- each in the Share Capital of the Company in lieu of one warrant, to the following :

S.No.	Name of proposed allottee	Identity	Number of warrants
01	Dawood Investment Private Limited	Promoter	1,12,50,000
02	Ali Asgar Kagzi	Investor	12,50,000
03	Hussain Kagzi	Investor	12,50,000
	Total		1,37,50,000

on such terms and conditions as may be determined by the Board in its absolute discretion; with power to settle details as to the form and terms of issue of the Warrants to the persons mentioned hereinabove and all other terms, conditions and matters connected therewith including to accept any modification thereto or therein as may be required by persons involved with any such issue of warrants subject, however, to all applicable laws and regulations provided that the price of the Equity Shares to be issued pursuant to the warrants shall not be less than Rs. 4/- per Equity Share of Rs. 4/- each being the price higher with respect to the Relevant Date being the date 30 days prior to the date of this Extra Ordinary General Meeting i.e. 30.11.2013, as prescribed under Regulations for Preferential Issues contained in chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment or re-enactment thereof) and the aggregate par value of the Equity Shares so issued shall not exceed Rs.5,50,00,000/-.

RESOLVED FURTHER THAT without prejudiced to the generality of the foregoing, the Board be and is hereby authorized to prescribe with respect to the aforesaid issue of the Warrants all or any of the terms or any combination of terms thereof in accordance with all applicable laws, bye-laws, rules, guidelines etc.

RESOLVED FURTHER THAT the Equity Shares issued pursuant to exercise of Warrants shall be subject to the Memorandum and Articles of Association of the Company and shall upon being so issued and allotted rank pari passu in all respects including dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the new shares to be issued consequent upon the exercise of option attached with the Warrants to be listed on the Stock Exchange at which the shares are already listed/proposed to be listed by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any offer, issue and allotment of above stated Warrants/ Equity Shares, the Board be and is hereby authorised to take all such actions, give all such directions and do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation to issue and sign all such documents, instruments and writings and to pay any fees, costs, charges and other outgoings in relation thereto and to settle all questions, to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Warrants and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all members."

Registered Office :

Kodyat Road, Village : Sisarma,,
Distt : Udaipur - 313031
Dated : 30.11.2013

By order of the Board of Directors

DAUD ALI
Managing Director

NOTES:

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

(2) An explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of item no. 1 is annexed herewith.

Explanatory Statement pursuant to section 102 of the Companies Act, 2013,**Item no.1**

The Company is engaged in the business of plastic moulded furniture and other plastic articles. Further you are aware that your Company is a sick industrial Company and a rehabilitation scheme has been sanctioned by the hon'ble Board for Industrial and Financial Reconstruction, New Delhi. The sanctioned scheme is under implementation.

The Company feels that the Company should repay its existing unsecured loan to the extent possible and will need additional funds to supplement existing working capital requirements on long term basis. It will also need fund for purchase of additional fixed assets and other corporate purpose to ensure proper and effective working of the Company. This will strengthen the financial position of the Company on long term basis.

To raise the funds from the public by way of issue of further share capital is a time consuming and costlier looking to the size of the funds. To meet the situation the following have agreed to invest funds in the Company :

S.No.	Name of proposed allottee	Identity	Number of warrants
01	Dawood Investment Private Limited	Promoter	1,12,50,000
02	Ali Asgar Kagzi	Investor	12,50,000
03	Hussain Kagzi	Investor	12,50,000

The Company thought it prudent to offer and allot on preferential basis warrants convertible into equity shares as detailed herein above entitling the holder of the warrant to apply and subscribe one equity share of Rs. 4/- each in the capital of the Company against one Warrant.

The prices of the Warrants as mentioned hereinabove at which they are proposed to be offered and allotted are higher than the average price on the relevant date i.e. 30.11.2013 determined as per the Guidelines for Preferential Issues as contained under chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended.

The amount of the proposed issue will be utilized for the purpose of payments of the unsecured loans, purchase of additional fixed assets, working capital or any other purpose as the Board may deem fit in its absolute discretion.

Certain disclosures as required Preferential Issue Guidelines by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended are as under :

(i) The Object of the Issue:

As mentioned hereinabove that the object of the issue is to re-pay the unsecured loans, and augment long term funds for working capital, purchase of fixed assets or any other purpose as the Board may deem fit in its absolute discretion.

(ii) Intention of Promoters /Directors/Key Managerial persons to subscribe to the offer : Promoters/Directors /Key Managerial Persons except those mentioned herein below have no intention to subscribe the offer.

S.No.	Name of person	Promoter	No. of equity shares to be subscribed
01	Dawood Investment Private Limited	Promoter	1,12,50,000

(iii) Shareholding pattern before and after the issue : The total issued and paid up Equity Capital of the Company as of date this notice comprises of 3,87,50,000 Equity Shares of Rs. 4/- each. The shareholding pattern before and after the date of allotment (assuming all the warrants are fully exercised) is as follows:

Category	Existing Shareholding pattern		Subsequent to exercise of proposed warrants	
	No. of share held	% of existing capital	No. of share	% of increased capital
A. Promoter's holding				
1. Promoters				
- Indian Promoters	2,44,93,350	63.21	3,57,43,350	68.08
- Foreign Promoters	0	0	0	0
2. Person acting in concert	0	0	0	0
SUB-TOTAL	2,44,93,350	63.21	3,57,43,350	68.08
B. Non-Promoters holding				
3. Institutional Investors				
a. Mutual Funds and UTI	25,800	0.06	25,800	0.05
b. Banks, Financial Institutions, Insurance companies, (Central, state Govt. Institutions/non-government Instt.	6,94,312	1.79	6,94,312	1.32
	0	0	0	0
	0	0	0	0
c. FIIs	22,200	0.06	22,200	0.04
SUB-TOTAL	7,42,312	1.92	7,42,312	1.41
4. Others				
a. Private Corporate Bodies	43,56,724	11.24	43,56,724	8.31
b. Indian Public	90,47,041	23.35	1,15,47,041	21.99
c. NRIs/OCBs	1,10,573	0.29	1,10,573	0.21
d. (Clearing Members)				
SUB-TOTAL	1,35,14,338	34.87	1,60,14,338	30.51
GRAND TOTAL	3,87,50,000	100.00	5,25,00,000	100.00

- (iv) **Proposed time limit within which the allotment shall be complete :** The allotment is to be completed within 15 days of passing of the Resolutions in accordance with the Regulation 74(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- v) The identity of the proposed allottees and the % of post preferential issue capital that may be held by them :

Name	Category	Pre-Issue holding		Subsequent to exercise of proposed warrants		
		No. of Shares	% of holding	No. of shares to be allotted	Holding no. of shares	% holding
*Dawood Investment Private Limited	Promoter	2,44,14,300	63.00	1,12,50,000	3,56,64,300	67.93
Ali Asgar Kagzi	INVESTOR	0	0	12,50,000	12,50,000	2.38
Hussain Kagzi	INVESTOR	0	0	12,50,000	12,50,000	2.38

*Mr. Daud Ali being natural person is in ultimate control of the proposed allottee.

There will be no change in the Board of Directors nor any change in control over the Company consequent upon the proposed allotment.

- (vi) The Company undertakes that it shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- (vii) The Company further undertakes that if the amount payable on account of the re-computation of the price is not paid within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

The issue of Equity Shares consequent upon conversion of Warrants shall be subject to lock-in from the date of trading approval as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The relevant date for the purpose of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is 30.11.2013 i.e. 30 days prior to the date of this Extra Ordinary General Meeting.

Section 81 of the Companies Act, 1956 and the Listing Agreement with the Stock Exchange, provides, inter alia, that where it is proposed to increase the subscribed capital of the Company by allotment of further shares, such further Shares shall be offered to the persons, who at the date of offer are holders of the Equity Shares of the company in proportion to the capital paid-up on those Shares as of that date, unless the Shareholders in a General Meeting decides otherwise. The Special Resolution seek the consents of the Members authorizing the Board of Directors, to issue, allot the shares by way of preferential issue of Warrants and issue Equity Shares consequent upon conversion of the above warrants as may be required in terms of issue.

The Auditors' Certificate for the issue price etc. and other relevant papers/ certificates are available for inspection by the members of the Company during the office hours from 10 AM to 1.30 PM on all working days at the registered office of the Company till the date of this extra ordinary general meeting.

Your Directors are of the view that the proposed issue and allotment will be in the benefit of the shareholders of the Company. Your directors also consider the basis of allotment of the warrants in the manner stated hereinabove as fair. The Board of directors recommends the resolution set out at item no. 1 of the accompanying notice for the approval of the Members.

None of the Directors and the Manager, key managerial personnel or their relatives except Mr. Daud Ali is concerned or interested, financial or otherwise in any way in passing of this resolution.

Registered Office :

Kodiyat Road, Village : Sisarma,

Distt : Udaipur - 313031

Dated : 30.11.2013

By order of the Board of Directors

DAUDALI

Managing Director

PEACOCK INDUSTRIES LIMITED

Registered Office : Kodyat Road, Village : Sisarma, District : UDAIPUR - 313031 (Raj.)

**PROXY FORM
EXTRA ORDINARY GENERAL MEETING**

I/We of being a Member /Members of
PEACOCK INDUSTRIES LIMITED, hereby appoint of or failing him
..... of as my/our proxy and to vote for me/us on my/our
behalf at the EXTRA ORDINARY GENERAL MEETING of the Company to be held at Kodyat Road, Village : Sisarma, District :
Udaipur- 3130 31 on Monday, 30th December, 2013 at 10.00 A.M. and at any adjournment thereof.
Signed this day of 2013.

Affix Re.1/-
Revenue Stamp

DP Id Signature (s) of Member (s)
Client Id No. of Shares
Folio No. of Shares

Note : The Proxy duly completed must be deposited at the Registered office of the Company not less than 48 hours before the time for holding the Meeting.

ATTENDANCE SLIP

PEACOCK INDUSTRIES LIMITED

Registered Office : Kodyat Road, Village : Sisarma, District : UDAIPUR - 313031 (Raj.)

DP Id
Client Id No. of Shares
Folio No. No. of Shares

I certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company held at Kodyat Road, Village : Sisarma, District : Udaipur - 313031 (Raj.) on Monday, 30th December, 2013 at 10.00 AM

Member's/Proxy's is Name in Block Letters Member's/Proxy's Signature

Note : 1. Please fill in this attendance slip and hand in over at the ENTRANCE OF THE HALL.

2. Shareholder/proxy's holder desiring to attend the Meeting should bring this copy of the notice for reference at the Meeting.

BOOK-POST - PRINTED MATTER

If Undelivered Please return to :
PEACOCK INDUSTRIES LIMITED
Kodyat Road, Village : Sisarma, District : UDAIPUR - 313031 (Raj.)

Managing Director

Date: 30.11.2013