

**EXTRA ORDINARY GENERAL MEETING**

**OF**

**POLSON LIMITED**

**Day : Wednesday**  
**Date : July 31, 2013**  
**Time : 11.00 AM**  
**Venue : Ambaghat Vishalgad,  
Taluka Shahuwadi  
Dist: Kolhapur 415101**

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**NOTICE**

**NOTICE** is hereby given that Extra Ordinary General Meeting of the members of the Limited will be held on Wednesday, July 31, 2013 at 11.00 AM at the Registered office of the Company at Ambaghat Vishalgad, Taluka Shahuwadi Dist : Kolhapur 415101 to transact the following special business:-

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 the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the shareholders be and is hereby given for adoption of new set of the Articles of Association as placed before the members duly initialed by the Chairman for the purpose of identification.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such further acts, deeds, matters and things as may be necessary, desirable or appropriate to give effect to this resolution.

**By Order of the Board of Directors**

  
**Jagdish J. Kapadia**  
Chairman

**Registered Office:**

Ambaghat Taliluka Shahuwadi  
Kolhapur Maharashtra  
415101

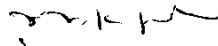
Place: Mumbai

Date: June 21, 2013

**NOTES:**

1. Explanatory statement is annexed to the notice of the Extra Ordinary General Meeting (EGM) of the Company as required by Section 173(2) of the Companies Act, 1956 in respect of the above resolution.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the corporate office at 3rd Floor, South-West Wing, Cambata Building, 42 Maharishi Karve Road, Churchgate, Mumbai 400020 of the Company not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
3. Members who are holding Company's shares in DEMAT form are required to bring details of their Depository Account Number for identification.
4. All documents referred to in accompanying Notice and Explanatory Statement is open for inspection at the registered office of the Company on all working days between 9.00 a.m. to 12.00 noon up to the date of EGM.
5. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.

**By Order of the Board of Directors**

 JJK

**Jagdish Kapadia  
Chairman**

**Registered Office:**

Ambaghat Talluka Shahuwadi,  
Kolhapur Maharashtra  
415101

Place: Mumbai

Date: June 21, 2013

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

**Item No. 1:**

The present Articles of Association of the company were adopted at the time of incorporation of the Company. They were based on the Indian Companies Act, 1913, as amended till that point of time. The Act has since been amended several times. Moreover certain other Acts have affected various provisions of the Companies Act, 1956.

It is desirable that the articles of association of the company be revised so that they fully reflect not only the law governing the company and rules and regulations made there under, but must also be in conformity with modern secretarial practices and must also comply with the requirements of the listing agreements of the stock exchanges on which the company's shares are listed.

Since the proposed alterations, deletions, insertions etc. to the present articles of association are numerous; it is more convenient to adopt an altogether new set of articles of association incorporating all the proposed alterations.

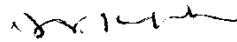
Your directors recommend the proposed resolution for your consideration and adoption of the new set of Articles of Association of the company to replace of the existing Articles of Association of the company.

Resolution as mentioned in item no. 1 in this notice require approval of shareholders.

None of the Directors of the Company is, in any way, concerned or interested in the resolution except to the extent of their shareholding in the Company.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

**By Order of the Board of Directors**



JJK

**Jagdish Kapadia  
Chairman**

**Registered Office:**

Ambaghat Taluka Shahuwadi,  
Kolhapur Maharashtra  
415101

Place: Mumbai

Date: June 21, 2013

**POLSON LIMITED**

Regd Off: Ambaghat Taluka Shahuwadi, Kolhapur Maharashtra 415101

**FORM OF PROXY**

I / We \_\_\_\_\_ in the \_\_\_\_\_ District \_\_\_\_\_ Of \_\_\_\_\_  
Being a member / members of the \_\_\_\_\_ of  
above-named company hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ of in the district of \_\_\_\_\_ or failing him  
/ her \_\_\_\_\_ of \_\_\_\_\_ in the  
district of \_\_\_\_\_ as my / our proxy to vote for me / our behalf at  
the EXTRA ORDINARY GENERAL MEETING of the Company to be held on Wednesday  
July 31, 2013 and any adjournment thereof.

Signed this \_\_\_\_\_ day \_\_\_\_\_ 2013

Signature \_\_\_\_\_  

Affix 1 Rupee Revenue
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Regd. Folio No. \_\_\_\_\_

**Note:** This form in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company, not less than 48 hours before the meeting.

.....TEARHERE.....

**POLSON LIMITED**

Regd. Off: Ambaghat Taluka Shahuwadi, Kolhapur Maharashtra 415101

**ATTENDANCE SLIP**

Extra Ordinary General Meeting to be held on Wednesday, July 31, 2013 at 11.00 A.M. at Ambaghat Taluka Shahuwadi, Kolhapur Maharashtra 415101

Regd. Folio No. \_\_\_\_\_

Certify that I am a registered Shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting to be held on Wednesday, July 31, 2013 at 11.00 A.M. at Ambaghat Taluka Shahuwadi, Kolhapur Maharashtra 415101

Member's / Proxy Name (in Block Letter) \_\_\_\_\_

Member's / Proxy Signature \_\_\_\_\_

Note: Please fill this attendance slip and hand it over at the ENTRANCE.