

ASTER SILICATES LIMITED

Regd. Off.: - A-602, Fairdeal House, Nr. Swastik Cross Road,
Navrangpura, Ahmedabad – 380009.

Tel. No. :- 079-26422840 E-mail :- aster_silicates@yahoo.com

NOTICE OF POSTAL BALLOT

{Pursuant to Section 192A of the Companies Act, 1956 read with the Companies
(Passing of Resolution by Postal Ballot) Rules, 2001}

Notice is hereby given for seeking the approval of the shareholders for the proposals contained in the draft resolutions appended below by way of Postal Ballot. The explanatory statement pertaining to the said Resolutions setting out material facts is annexed hereto along with a Postal Ballot Form for your consideration:

Item 1

Alteration of Clause No. III : Object Clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT subject to the provisions of Sections 17 read with section 192 A & other applicable provisions, if any, of the Companies Act, 1956, clause no. III of the Memorandum of Association of the Company be altered by inserting a new sub-clause 2 after the existing sub-clause no. 1 of (A) of Clause no. III as set out below:

“2. To carry on business as producers, manufacturers, developers, processors, converters, refiners, bottlers, stockiest, dealers, importers, exporters, traders, retailers, agents, buyers and sellers of all types and kinds of bio-gas and bio-composed manure from kitchen and food waste, all organic waste, bio and animal waste and to generate power and fuel there from for domestic and industrial uses in rural and urban areas and to manufacture, produce, import, export or otherwise deal in bio-gas plants, power and fuel based bio-gas plants and to enter into contract farming.”

RESOLVED FURTHER THAT Shri Mahesh Amolakhdas Maheshwari, Managing Director, Mrs. Namrata Maheshwari, Director of the Company, be and are hereby jointly and severally authorized by the Company to undertake such acts, deed and matters, as they may in their absolute discretion deem necessary, proper or desirable, including any amendment or modification to the abovementioned objects clause as per the suggestion / direction of the Regulatory Authorities and settle any question, difficulty or doubt that may arise in this regard, including but not limited to making requisite filings with the Registrar of Companies and the stock exchanges, that may be required to give effect to the alteration of the Memorandum of Association in accordance with this resolution.”

Place :- Ahmedabad

Date :- 04/03/2011

By & on behalf of the Board

Sd/-

Mahesh A. Maheshwari
Managing Director

NOTES:

1. The explanatory statement pursuant to Sections 173(2) and 192A of the Companies Act, 1956, in respect of the businesses set out above is annexed hereto.
2. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (passing of resolution by postal ballot) Rules, 2001 the assent or dissent of the Company in respect of the resolutions under Postal Ballot Notice dated March 4, 2011 shall be determined through Postal Ballot.
3. The Board of Directors has appointed Mr. Jayesh Dobariya, a Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process.
4. A Member need not use all the votes nor needs to cast all the votes in the same way.
5. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the members as on Friday, March 4, 2011.
6. Duly completed postal ballot form (no other form or photocopy of the Postal Ballot Form is permitted) (refer the instructions to the postal ballot form) should be received by the Scrutinizer not later than the close of working hours on April 12, 2011. Postal ballot forms received thereafter will be treated as if no reply from the member has been received.
7. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot but not later than April 19, 2011.
8. The Chairman or authorised Director shall announce the result of the postal ballot on Wednesday, April 20, 2011 at 3:30 p.m. at the Registered Office of the Company.
9. The date of declaration of the postal ballot result will be taken to be the date of passing of the resolutions proposed in this notice.
10. The Scrutinizer's decision on the validity of a postal ballot form shall be final.

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

ITEM NO. 1:-

The Company is in the business of Sodium Silicates. The Company is planning to diversify from business and enter into new line of business of bio-gas plant manufacturing, Importing, Exporting, etc. for which or to run the plant it requires the waste on large scale basis for which company will enter into business of Contract farming also. In total, the proposal will result in creating values of investment of stakeholders of the Company. For the purpose the objects clause of the company which is presently restrictive to production of Sodium Silicates, requires to be so made out as to cover above activities to enable your company to consider embarking upon new projects and activities considered to be convenient, advantageous and feasible for the Company's business.

Pursuant to Section 17 read with Section 192A of the Companies Act, 1956, alteration of the Object Clause requires approval of the members of the Company by way of passing a Special Resolution to that effect through Postal Ballot.

The Directors recommend to the shareholders the approval of the above special resolution as set out in the notice.

None of the Directors is concerned or interested in said resolution.

By & on behalf of the Board

Place :- Ahmedabad

Date :- 04/03/2011

Sd/-
Mahesh A. Maheshwari
Managing Director

POSTAL BALLOT FORM

(Please see the instructions printed overleaf carefully before completing this form)

Ballot Serial No.:- _____

1. Name of the Shareholder(s) /
Beneficial Owner (including joint Holders, if any):
2. Registered Address of the Sole/
First named Shareholder/Beneficial Owner:
3. Folio No./DP ID No. / Client ID No.
(Required for the investors holding shares
in dematerialized form):
4. Number of Shares Held:
5. I / We hereby exercise my /our vote in respect of the Special Resolution to be
passed through Postal Ballot for the Business stated in the Notice of the Company
by sending my / our assent / dissent to the said Resolutions by placing tick mark
(√) in the appropriate box:

ITEM NO. OF NOTICE OF POSTAL BALLOT	DESCRIPTION	NO. OF SHARES	I / WE ASSENT TO THE RESOLUTION (FOR)	I / WE DISSENT TO THE RESOLUTION (AGAINST)
1.	Special Resolution to give consent to the Company under Section 17 to amend object clause of Memorandum of Association of the Company.			

Place:

Date:

(Signature of the Shareholder/Beneficial Owner)

IMPORTANT NOTE:

Please complete and return this form to the Scrutinizer at the Registered Office of the Company by using the enclosed postage pre-paid self-addressed envelope. Last Date for receipt of this Postal Ballot Form by Scrutinizer is Tuesday, April 12, 2011.

INSTRUCTIONS :

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Company in the enclosed self-addressed stamped envelope. Envelopes containing postal ballots, if deposited in person or sent by the courier at the expense of shareholder will also be accepted.
2. The Self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the shareholder. In case of the joint shareholding, the Postal Ballot forms should be signed by the First shareholder and in his absence, by the next named shareholder(s). Any Unsigned Postal Ballot Form will be rejected. The signature on postal ballot form should be in consonance with the specimen signature as per records of the Company or as per records of the NSDL/CDSL.
4. When the postal ballot form has been signed by an authorised representative of a body corporate, a certified true copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. A member may sign the Form through an attorney appointed specifically for this purpose, in which case an attested true copy of Power of Attorney should be attached to the postal ballot form.
5. A shareholder need not use all his votes nor does he need to cast all his votes in the same way.
6. Duly completed envelopes addressed to the Scrutinizer containing the Postal Ballot Format should reach at A-602, Fairdeal House, Nr. Swastik Cross Road, Navrangpura, Ahmedabad – 380009., on or before close of working hours on Tuesday, April 12, 2011. All Postal Ballot Forms received after the above date will be treated as if Reply / Postal Ballot Form from such shareholder has not been received.
7. A shareholder may request for duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified at item 6 above.
8. Votes will be considered invalid on the grounds inclusive of following:
 - (a) Signature mismatch
 - (b) If the postal ballot form received from Shareholder is mutilated or torned.
 - (c) If the shareholder has put mark on both boxes, i.e. 'assent' and 'dissent'