



FAME INDIA LIMITED

Regd. Office : 2nd Floor, Citi Mall, Oshiwara Link Road, Andheri (W), Mumbai-400 053.
Tel.: +91 (22) 42433636, Fax : +91 (22) 42433637. Website : www.fame.co.in

NOTICE OF POSTAL BALLOT (Pursuant to Section 192A (2) of the Companies Act, 1956)

Dear Shareholder (s)

Notice is hereby given that two Ordinary Resolutions are circulated herewith for approval of the Shareholders of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001:

To consider and if thought fit, to give assent / dissent to the following Resolutions as an Ordinary Resolutions:

1. Increase of Authorised Share Capital of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs.52,00,00,000/- (Rupees fifty two crores only) divided into 5,19,90,000 equity shares of Rs.10/- each and 10,000 Preference Shares of Rs.10/- each to Rs.63,00,00,000/- (Rupees sixty three crores only) divided into 6,29,90,000 equity shares of Rs.10/- each and 10,000 Preference Shares of Rs.10/- each, ranking for dividend and in all other respects, *pari passu* with the existing equity shares of the Company."

2. Amendment of Clause V of the Memorandum of Association of the Company

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

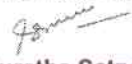
"RESOLVED THAT Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

V. The Authorised Share Capital of the Company is Rs.63,00,00,000/- (Rupees sixty three crores) divided into 6,29,90,000 (Six crores twenty nine lacs ninety thousand) equity shares of Rs.10/- (Rupees Ten) each and 10,000 (Ten Thousand) Preference Shares of Rs.10/- (Rupees Ten) each."

"RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to do all such acts, deed and things and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution, in accordance with the Act."

Registered Office:
Citi Mall, 2nd Floor,
Oshiwara Link Road,
Andheri(W), Mumbai-400 053

By order of the Board
For Fame India Limited


Suratha Satpathy
Company Secretary

Place : Mumbai
Date : 1st March 2011

Notes:-

- I. An Explanatory Statement pursuant to Section 173(2) and 192A of the Companies Act, 1956, setting out material facts concerning the aforesaid special business and reasons therefore is annexed hereto.
- II. Postal Ballot Form and the self addressed postage pre-paid envelopes are enclosed for the use of Members. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or by Registered Post at the expense of or deposited by the Registered Member will also be accepted.
- III. The Notice is being sent under certificate of posting to all the shareholders who would appear in the Register of Shareholders / Record date of Depositories as on 1st March 2011.
- IV. A member desiring to exercise vote by Postal Ballot, is requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form in the self addressed business reply envelope, so as to reach the Scrutinizer at Fame India Limited, Citi Mall, 2nd Floor, Oshiwara Link Road, Andheri(W), Mumbai- 400 053 on or before the closing of business hours, viz., 5.00 pm on 7th April 2011. The Postal Ballot Forms received after this date shall not be considered for the purpose of this resolution.



- V. The result of the Postal Ballot will be announced at the Registered Office of the Company at Fame India Limited, Citi Mall, 2nd Floor, Oshiwara Link Road, Andheri(W), Mumbai- 400 053 on 9th April 2011 and the resolutions will be taken as passed effectively on the date of announcement of result by the Chairman, if the result of the postal ballot indicates that the requisite majority of the shareholders had assented to the resolutions. The result of the postal ballot shall also be announced through the newspaper advertisement and on the website of the Company, viz., www.fame.co.in.
- VI. The Company has appointed Mr. Nilesh Shah, Partner, Nilesh Shah & Associates, Company Secretaries Mumbai as the Scrutinizer to conduct the voting through Postal Ballot, in a fair and transparent manner and to receive and scrutinize the completed Postal Ballot Forms from the members.
- VII. Shareholders are requested to carefully read the instructions printed on the backside of the postal ballot form before exercising their vote.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) READ WITH SECTION 192A OF THE COMPANIES ACT, 1956

ITEM 1 & 2

With a view to meet the Company's growth plans and strengthen its financial position, it is proposed to increase the present authorized capital of the Company from Rs.52,00,00,000/- (Rupees fifty two crores only) divided into 5,19,90,000 equity shares of Rs.10/- each and 10,000 Preference Shares of Rs.10/- each to Rs.63,00,00,000/- (Rupees sixty three crores only) divided into 6,29,90,000 equity shares of Rs.10/- each and 10,000 Preference Shares of Rs.10/- each. Any shares issued as a part of such increased Authorised Capital shall rank for dividend and in all other respects, *pari passu* with the existing issued shares of the Company.

The Authorized Share Capital of the Company is proposed to be increased as mentioned in the Resolution proposed at Item no. 1 above and consequently, the Memorandum of Association of the Company be altered as mentioned at Item 2 of the Notice.

A copy of the Memorandum and Articles of Association of the Company together with the proposed amendment is available at the Registered Office of the Company for inspection at any time during business hours.

The Directors commend that the proposed Resolutions be approved.

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

Registered Office:
Citi Mall, 2nd Floor,
Oshiwara Link Road,
Andheri (W), Mumbai-400 053

By order of the Board
For Fame India Limited


Suratha Satpathy
Company Secretary

Place : Mumbai
Date : 1st March 2011

Encl:-

1. Postal Ballot Form
2. Self addressed postage pre-paid envelope.



FAME INDIA LIMITED

Registered office:- Citi Mall, 2nd Floor, Oshiwara Link Road, Andheri(W), Mumbai- 400 053

Tel : +91(22)42433636 Fax : +91(22)42433637. Website : www.fame.co.in

POSTAL BALLOT FORM

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

- (1) Name & Registered Address of :
the sole/first named Shareholder
- (2) Name(s) of the joint holder(s) :
if any (in block letters)
- (3) Registered Folio No.# / :
Client ID/DP ID No.*
#(Applicable to Shareholders
holding shares in Physical form)
*(Applicable to Shareholders
holding shares in Dematerialized
form)
- (4) Number of Shares held :
- (5) I/We hereby exercise my/our vote in respect of the following Ordinary Resolution to be passed though Postal Ballot for the business as stated in the Notice of the Company dated 1st March 2011 by sending my / our assent/dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Item	No. of Shares Voted	I/We assent to the resolution (Vote in favour)	I/We dissent to the resolution (Vote Against)
1.	Ordinary Resolution for Increase in Authorised Capital from Rs.52,00,00,000/- (Rupees fifty two crores only) divided into 5,19,90,000 equity shares of Rs.10/- each and 10,000 Preference Shares of Rs.10/- each to Rs.63,00,00,000/- (Rupees sixty three crores only) divided into 6,29,90,000 equity shares of Rs.10/- each and 10,000 Preference Shares of Rs.10/- each			
2.	Ordinary Resolution for amendment of Clause V of the Memorandum of Association of the Company.			

Place : Mumbai

Date : 1st March, 2011

(Signature of the Shareholder/Beneficial holder)

Note: Please complete and return this form to the scrutinizer by using the enclosed postage prepaid self addressed envelope. Last date for the receipt of this Postal Ballot Form is on or before the closing of business hours viz., 5.00 p.m on 7th April 2011.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However envelopes containing Postal Ballots, if sent in person or sent by courier at the expenses of the registered shareholder will also be accepted;
2. Members are requested to fill in the Postal Ballot Form in indelible ink and not in erasable writing mode;
3. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company;
4. This form shall be completed and signed by the shareholder. In case of joint holdings, this form should be completed and (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder;
5. An unsigned Postal Ballot Form will be rejected;
6. Duly completed Postal Ballot Form should reach the Scrutinizer on or before the closing of business hours viz. 5 p.m. on 7th April 2011. Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received;
7. In case of shares held by Companies, Trust, Societies, etc. the duly completed Postal Ballot Form should be accompanied by the certified true copy of the Board Resolution/ Authority;
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date, which is the date of completion of dispatch of the notice;
9. A member may request for a duplicate Ballot Paper, if so required, to the Company Secretary at the Registered Office of the Company at Citi Mall, 2nd Floor, Oshiwara Link Road, Andheri-W, Mumbai-400 053;
10. A Member neither needs to use all his votes nor he needs to cast all his votes in the same way;
11. The Postal Ballot shall not be exercised by a Proxy;
12. Shareholders are requested not to send any other paper along with the Postal Ballot form in the enclosed self addressed envelope in as much as envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope shall be destroyed by the Scrutinizer;
13. The scrutinizer's decision on the validity of a Postal Ballot will be final;
14. The resolution shall be deemed to be passed on the date of the declaration of the result of Postal Ballot;
15. The result of the Postal Ballot will be announced at the Registered Office of the Company at Fame India Limited, Citi Mall, 2nd Floor, Oshiwara Link Road, Andheri(W), Mumbai- 400 053 on 9th April 2011 and the resolutions will be taken as passed effectively on the date of announcement of result by the Chairman, if the result of the Postal Ballot indicates that the requisite majority of the shareholders had assented to the resolutions. The result of the Postal Ballot shall also be announced through a newspaper advertisement and on the website of the Company www.fame.co.in.

Postage will
be paid
by the
addressee

BUSINESS REPLY ENVELOPE

BR PERMIT NO. MH/BYN/490
AZAD NAGAR, PO, MUMBAI 400 053

No
Postage
stamp
necessary
if posted
in India

To
Nilesh Shah & Associates,
Company Secretaries (Scrutinizer)
FAME INDIA LIMITED
Citi Mall, 2nd Floor,
Oshiwara Link Road,
Andheri (w),
Mumbai – 400 053