

Halonix Limited
Registered Office Plot No. 59A, NSEZ, Phase II, Gautam Budh Nagar District, Noida,
Uttar Pradesh 201 305

POSTAL BALLOT

Notice pursuant to Section 192A (2) of the Companies Act, 1956

To,

The Members of Halonix Limited

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956 (the *Act*) read with Section 224(8)(b) of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and the Memorandum and Articles of Association of the Company, the consent of the shareholders is required to be obtained by means of a postal ballot to the enclosed ordinary resolution (***Ordinary Resolution***) in relation to the matter specified in the Notice.

The Management of your Company proposes to appoint M/s. S. R. Batliboi & Co., having its office at Golf View Corporate Tower-B, Sector-42, Near DLF Golf Course, Gurgaon, Haryana-122002, as Joint Statutory Auditors of the Company in addition to M/s. Arun K. Gupta & Associates, the existing Statutory Auditors to strengthen the audit system of the Company. The appointment of Joint Statutory Auditor and approval of their Remuneration require approval of Shareholders by way of an Ordinary Resolution. An Explanatory Statement pertaining to the said Ordinary Resolutions is also annexed to this notice.

Accordingly, the Ordinary Resolution and the Explanatory Statement is being sent to you along with a Postal Ballot Form for your consideration. The Company has appointed Dr. S. Chandrasekaran, or failing him, Mr. Rupesh Agarwal, Company Secretary in whole time practice, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid business reply envelope so as to reach the Scrutinizer on or before 29th October, 2012.

For HALONIX LIMITED


Authorised Signatory

The Scrutinizer will submit his report to the Chairman of the Company, or in his absence, to the Managing Director or any other person authorized by him, upon completion of the scrutiny of Postal Ballots and the results of the Postal Ballot will be announced at 10.30 a.m. on 1st November, 2012 at the Company's registered office at 59-A, NSIZ, Noida Phase-II, District Gautam Budh Nagar, Uttar Pradesh – 201 305. The results of the Postal Ballot will also be displayed at the aforementioned address and posted on the Company's website www.halonix.co.in, besides being communicated to the BSE Limited and National Stock Exchange of India Limited.

The resolutions, being Ordinary Resolutions, shall be declared as passed if the number of votes cast in favour of the resolutions exceeds the number of votes cast against the resolutions. The date of declaration of the results of the postal ballot shall be the date on which the resolutions would be deemed to have been passed.

ORDINARY RESOLUTION:

1. APPOINTMENT OF JOINT STATUTORY AUDITORS:

"RESOLVED THAT pursuant to the provisions of Section 224(8) (b) read with Section 192A and the Companies (passing of the resolution by postal ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 M/s. S. R. Batliboi & Co. (Registration No. 301003E), the Chartered Accountants, be and are hereby appointed as the Joint Statutory Auditors of the company along with the existing Statutory Auditors M/s. Arun K. Gupta & Associates, (Registration No. 000605N) of the Company till the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company."

By the order of the Board of Directors
for Halonix Limited

(Pranay Gandhi)
Chief Financial Officer

Place: Noida, U.P.
Date: 11/09/2012

Encl: Postal Ballot Form and Postage pre-paid business reply envelope.

NOTES:

1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Ordinary Resolutions set out above is annexed hereto.
2. The Ordinary Resolutions requires consent of the shareholders through postal ballot.

For HALONIX LIMITED


Authorised Signatory

Annexure to Notice

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

As required by Section 173(2) of the Companies Act, 1956, the following explanatory statement sets out the material facts relating to the special business of the accompanying notice:

Item No.1

In order to further strengthen the audit procedures in the Company the Board of Directors in its Board Meeting held on September 11, 2012 has decided, subject to the approval of the shareholders, to appoint M/s. S. R. Batliboi & Co., Chartered Accountants as Joint Statutory Auditors of the Company up to the date of next Annual General Meeting of the Company. M/s. S. R. Batliboi & Co. (Firm No. 301003E) will be the Joint Statutory Auditors of the Company along with M/s. Arun K. Gupta & Associates, (Firm No. 000605N) Chartered Accountants who are the existing Statutory Auditors of the Company. The Company has received a letter u/s 224(1B) of the Companies Act, 1956 and accordingly M/s. S. R. Batliboi & Co. are eligible to be appointed as Joint Statutory Auditors of the Company.

The Company has also received a Special Notice from two shareholders for the appointment of M/s. S. R. Batliboi & Co. as Joint Statutory Auditor in the Company.

Appointment of Joint Statutory Auditor will require your approval by way of an Ordinary Resolution.

None of the Directors are in any way interested or concerned in the said ordinary resolution.

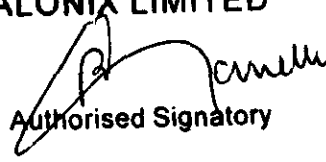
By the order of the Board of Directors
for Halonix Limited

(Pranay Gandhi)
Chief Financial Officer

Place: Noida, U.P.

Date: September 11, 2012

For HALONIX LIMITED


Authorised Signatory