

## NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of JAIHIND PROJECTS LIMITED will be held at the Registered Office of the Company at 3<sup>rd</sup> Floor, Venus Atlantis, Nr. Reliance Petrol Pump, Anandnagar Road, Ahmedabad 380015 on Friday the 18<sup>th</sup> day of May, 2012 at 3:00 p.m. to transact the following business:

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

RESOLVED THAT in terms of section 81(1A) and all other applicable provisions if any of the Companies Act, 1956, (including any statutory modification(s) or re-enactment there, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Company's shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (SEBI DIP Guidelines) as may be applicable on preferential issue of Warrants Convertible into Equity Shares and other applicable regulations/ guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of The Company (hereinafter referred to as "The Board" which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchange, Central Listing Authority, Government of India or such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, which may be agreed to by or any other authority as may be necessary for that purpose the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 20,00,000 (Twenty Lacs) Warrants of Rs.140/- each Convertible into Equity Shares of the Company, to the following non-promoters on preferential basis convertible into 1 (one) Equity Share of Rs.10/- (Rs. Ten only) each fully paid-up at a price of Rs.140/- (Rupees One Forty only) including premium of Rs.130/- (Rs. One Thirty Only) determined in accordance with the SEBI Guidelines.

Non- Promoters:

| Sr. No. | Name of the proposed Allottees      | No. of Warrants proposed to be allotted | Status       |
|---------|-------------------------------------|-----------------------------------------|--------------|
| 01      | H N Shares & Stock Broking Pvt Ltd. | 500000                                  | Non-Promoter |
| 02      | Sagar Datamax Pvt. Ltd.             | 500000                                  | Non-Promoter |
| 03      | Best Cosmos Clothes Pvt. Ltd.       | 500000                                  | Non-Promoter |
| 04      | Ramson Machines Pvt. Ltd.           | 470000                                  | Non-Promoter |
| 05      | Safal Healthcare Pvt. Ltd.          | 30000                                   | Non-Promoter |
|         |                                     | 2000000                                 | Non-Promoter |

RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted on conversion of the above said warrants, calculated in accordance with the SEBI Guidelines on the Relevant Date in relation to the conversion of every warrants into one Equity Share.

20,00,000 Warrants of Rs.140/-(Rupees One Hundred Forty Only) each shall be convertible into 20,00,000 Equity Shares of the face value of Rs.10/- (Rupees Ten Only)each on payment of aggregate price including premium of Rs.130/- (Rupees One Thirty Only) each on the following terms and conditions :

- (a) Exercise of offer for conversion of the warrants shall be at the sole option of the warrant holder at any time within a period of 18 months from the date of allotment of warrants in accordance with the SEBI (Disclosure and Investor Protection) Guidelines, 2000.
- (b) The warrant holder(s) shall pay an amount equivalent to 25% i.e. Rs.35/- (Thirty Five) per warrant of the value of the warrant on or before the date of allotment of warrants.
- (c) The amount referred to in point (b) above shall be adjusted against the price payable subsequently for acquiring the shares by exercising an option by the warrant holder(s).
- (d) The warrant holder(s) shall pay on or before the date of conversion of such warrants into equity shares, the balance 75% (Rs.105 for each warrant).
- (e) The amount referred in above (b) shall be forfeited, if the option to convert the shares is not exercised by the warrant holder(s) within the stipulated time.

The aforesaid warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of right attached to such Warrants shall be subject to lock-in requirements as per the provisions of Chapter XIII of the SEBI Guidelines.

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

The details of all monies utilized out of the preferential issue proceeds shall be disclosed under an appropriate head in the Balance Sheet and/ or Directors Report of the Company, indicating the purposes for which such monies have been utilized and that the details of the unutilized monies shall also be disclosed under a separate head in the balance sheet of the company indicating the form in which such unutilized monies have been invested.

RESOLVED FURTHER THAT the Equity Shares so issued on conversion of warrants shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes *pari passu* with the existing equity shares of the company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if, any for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in regard to such issue and allotment and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Company shall ensure that whilst any warrants remaining exercisable, it will at all times, keep available and reserved such part of its authorized but un-issued share capital as would enable all outstanding warrants to be satisfied in full.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued on conversion of warrants with the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for admission of the new equity shares to be issued on conversion of warrants on preferential basis.

Date: 18.04.2012  
Place: Ahmedabad

ON BEHALF OF THE BOARD  
sd/-  
(P.L. Hinduja)  
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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Explanatory statement pursuant to provision of section 173(2) of the Companies Act, 1956 annexed herewith.
3. Members are requested to inform the Company immediately any change in their address.

Explanatory Statement Pursuant to provision of Section 173(2) of the Companies Act 1956.

- I. For issuance of convertible warrants to be converted into equal number of equity shares on preferential basis

The Board of Directors of the Company give the following disclosures that is required to be given in the explanatory statement to the special resolution to be passed under section 81(1A) of the Companies Act, 1956 and in terms of the SEBI (Disclosure and Investor Protection) Guidelines 2000

1. Object and manner of proceed of the issue proposed to be utilized:

Due to expansion and procuring tenders from Government, Semi Government and other Body Corporate, the Company needs funds to fulfill the time bound contracts and to meet the working capital requirement and apart from this the company has commenced the 5 Mega Watt Power Project for which need of working capital has arisen. The additional requirement for acquiring equipments is for carrying on expansion and new activity. The Board of Directors has proposed to make preferential issue to the aforesaid allottees to meet the long-term and short term funds requirement of the Company.

2. Lock-in-period

The convertible warrants into equity shares to be issued on preferential basis to non-promoter allottees shall be locked in for a period of 1 year from the date of allotment as prescribed under SEBI (Disclosure and Investor Protection) Guidelines, 2000.

3. Relevant Date and Issue Price:

The relevant date for the purpose of determination of issue price of resultant equity shares is 18<sup>th</sup> April, 2012. As per the calculation of value of shares on relevant date the value of per share comes to Rs.140/- (Rs. One Forty Only) (i.e. Rs.10/- is face value and Rs.130/- is the amount of premium calculated on relevant date).

Issue Price of the proposed issue of equity shares is calculated as the pricing formula prescribed in the SEBI Guidelines details of the same is given below but not below the face value of the Equity Shares:

An issue price not less than the higher of following:

- (A) The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the six months preceding the relevant date; or
- (B) The average of the weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date.

Here, stock exchange means Bombay Stock Exchange Limited and National Stock Exchange of India Limited where the shares of the company are listed.

4. Payment

The full issue price of the resultant equity shares shall be payable before allotment of shares.

5. Particulars of Allottees:

The Company has proposed to issue said shares to body corporate whose details are as follows:

| Sr. No. | Name of the proposed Allottees      | No. of Warrants proposed to be allotted |
|---------|-------------------------------------|-----------------------------------------|
| 01      | H N Shares & Stock Broking Pvt Ltd. | 500000                                  |
| 02      | Sagar Datamax Pvt. Ltd.             | 500000                                  |
| 03      | Best Cosmos Clothes Pvt. Ltd.       | 500000                                  |
| 04      | Ramson Machines Pvt. Ltd.           | 470000                                  |
| 05      | Safal Healthcare Pvt. Ltd.          | 30000                                   |
|         |                                     | 2000000                                 |

6. Intention of the promoters or their associates and relatives to subscribe to the Offer :  
The proposed allottees for preferential issuance of 2000000 Convertible Warrants of Rs.10/- each are non-promoters as referred in the resolution and intend to subscribe to the offer.
7. No Change in Control  
The existing promoters of the company will continue to be in control of the company and there will not be any change in the management/ control of the Company as a result of the proposed preferential allotment. As a result of this preferential allotment, there shall be no changes in the Board of Directors of the Company. However on allotment of these shares the holding of the promoters shall be diluted from 69.17% to 57.41%.
8. Proposed time within which the allotment shall be completed

The allotment of Convertible warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

Shareholding pattern before and after the offer:

The shareholding pattern of the Company before and after the preferential allotment would be as follows: -

| Sr. No. | Name of the applicant (Proposed allottees) | Pre Issue (Nos. of Shares) | Post Issue (Nos. of Shares) |
|---------|--------------------------------------------|----------------------------|-----------------------------|
| 1       | H N Shares & Stock Broking Pvt Ltd.        | 0                          | 500000                      |
| 2       | Sagar Datamax Pvt. Ltd.                    | 0                          | 500000                      |
| 3       | Best Cosmos Clothes Pvt. Ltd.              | 0                          | 500000                      |
| 4       | Ramson Machines Pvt. Ltd.                  | 0                          | 470000                      |
| 5       | Safal Healthcare Pvt. Ltd.                 | 0                          | 30000                       |
|         | Total                                      | 0                          | 2000000                     |

Pre-Issue and Post-issue Shareholding Pattern of the Issuer Company:

| Category                               | Pre-issue     |                    | Post-issue    |                    |
|----------------------------------------|---------------|--------------------|---------------|--------------------|
|                                        | No. of Shares | % of Share Holding | No. of Shares | % of Share Holding |
| Promoters Holding:<br>Indian Promoters | 6749518       | 69.17              | 6749518       | 57.41              |
| Sub Total                              | 6749518       | 69.17              | 6749518       | 57.41              |

|                                                                                                       |                             |                        |                             |                        |
|-------------------------------------------------------------------------------------------------------|-----------------------------|------------------------|-----------------------------|------------------------|
| Non-Promoters Holding:<br>Others:<br>Private Corp. bodies<br>Indian Public<br>NRI/OCB's<br>Any others | 1296751<br>1648092<br>63082 | 13.29<br>16.89<br>0.65 | 3296751<br>1648092<br>63082 | 28.03<br>14.02<br>0.54 |
| Sub Total                                                                                             | 3007925                     | 30.83                  | 5007925                     | 42.59                  |
| Grand Total                                                                                           | 9757443                     | 100.00                 | 11757443                    | 100.00                 |

Note : The above post issue pattern is based on the assumption that the Company will receive full subscription of the equity shares.

Identity of proposed allottees and percentage of post-issued capital that may be held:

As stated earlier, it is proposed to allot 2000000 Convertible Warrants into equity shares of Rs.10 each to the non-promoters. The percentage that may be held by allottees in post-issued capital shall be as set out in 6 above. The identity of the allottees and their relations with the promoters are as under:

| Name of the proposed allottees      | Relation, if any with the promoters or person in control of the Company | Pan No.    |
|-------------------------------------|-------------------------------------------------------------------------|------------|
| H N Shares & Stock Broking Pvt Ltd. | N.A..                                                                   | AABCH9801J |
| Sagar Datamax Pvt. Ltd.             | N.A..                                                                   | AACCS1268D |
| Best Cosmos Clothes Pvt. Ltd.       | N.A..                                                                   | AAACB6274E |
| Ramson Machines Pvt. Ltd.           | N.A..                                                                   | AAACR9114R |
| Safal Healthcare Pvt. Ltd.          | N.A..                                                                   | AAKCS2312N |

11. Approvals : The Company is taking necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares
12. Holding of shares in the Demat Account, non disposal of shares by the proposed allottees and lock-in period of shares : The proposed allottees are holding their entire pre-issued shareholding in the Demat form and they have not sold or disposed off any equity shares of the company during the six months period prior to the relevant date and further that they will not sell or dispose any shares held by them during the period of six months from the date of allotment of the equity shares on preferential basis. The aforesaid warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of right attached to such Warrants shall be subject to lock-in requirements as per the provisions of Chapter XIII of the SEBI Guidelines.
13. Auditors Certificate :Auditor's Certificate confirming that the proposed issue of the Equity shares are in accordance with the SEBI (Disclosure and Investors Protection) Guidelines, 2000, will be available for inspection up to the date of the Extra Ordinary General Meeting at the Registered Office of the Company on any working day and also at the place of the meeting on the meeting day.

14. Approval under the Companies Act, 1956: Section 81 of the Companies Act, 1956 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decided otherwise in general meeting by way of special resolution.

Accordingly the consent of the shareholders is being sought pursuant to the provisions of section 81(1A) and all other applicable provisions of the Companies Act, 1956 SEBI Guidelines and the provisions of the Listing Agreement with the Stock Exchange for authorizing the Board of Directors to offer, issue and allot warrants convertible into equity shares as stated in the resolution.

The Board of Directors recommends the passing of this resolution as a Special Resolution as set out in Item No.1 of the Notice.

None of the Directors are concerned or interested in the above said resolution.

The Board of Directors of the Company give below disclosures that are required to be given in the explanatory statement to the special resolution to be passed under section 81 (1A) of the Companies Act, 1956 and in terms of the SEBI (Disclosure and Investors Protection) Guidelines, 2000.

Date: 18.04.2012  
Place: Ahmedabad

ON BEHALF OF THE BOARD  
sd/-  
(P.L. Hinduja)  
Managing Director

ATTENDENCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I hereby record my presence at Extra Ordinary General Meeting of JAIHIND PROJECTS LIMITED held on Friday 18<sup>th</sup> May 2012 at 03:00 PM at 3rd Floor, Venus Atlantis, Nr. Reliance Petrol Pump, Anandnagar Road, Ahmedabad 380015.

Folio No. : \_\_\_\_\_

DP ID No. : \_\_\_\_\_

Client ID No. : \_\_\_\_\_

Name of Shareholder /s : \_\_\_\_\_

Signature of Share Holders or proxy : \_\_\_\_\_

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PROXY FORM

Folio No.

DP ID.

Client ID.

I / We .....  
of ..... being a member / Members of  
JAIHIND PROJECTS LIMITED hereby appoint ..... Of  
..... (or failing him)  
..... of .....

..... as my / our proxy to attend and vote for me / us and on  
my / our behalf at the Extra Ordinary General Meeting of JAIHIND PROJECTS LIMITED to be held on  
Friday 18<sup>th</sup> May 2012 at 03:00 PM at 3rd Floor, Venus Atlantis, Nr. Reliance Petrol Pump , Anandnagar  
Road, Ahmedabad 380015.

AS WITNESS my had / our hands this ..... day of ..... 2012.

Signed by the said .....

BOOK POST

TO,

IF UNDELIVERED RETURN TO

JAIHIND PROJECTS LTD.  
3<sup>rd</sup> Floor, Venus Atlantis,  
Nr. Reliance Petrol Pump,  
Anandnagar Road,  
Ahmedabad 380015