JINDAL SOUTH WEST HOLDINGS LIMITED

Registered Office : Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066
Corporate Office: Jindal Mansion, 5 A, Dr. G. Deshmukh Marg, Mumbai – 400 026

Notice Pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 (including any statutory modification or re-enactment thereof for the time being in force), to transact the following special business by the Members of **Jindal South West Holdings Limited** by passing the following Resolution through Postal Ballot:

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM 'NATIONAL CAPITAL TERRITORY OF DELHI' TO 'STATE OF MAHARASHTRA'

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 17 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) and subject to confirmation of the Company Law Board the existing Clause II in the Memorandum of Association of the Company be substituted as under:

II. The Registered Office of the Company will be situated in the State of Maharashtra i.e., within the jurisdiction of Registrar of Companies, Maharashtra.

RESOLVED FURTHER THAT on the confirmation by the Company Law Board, the Registered Office of the Company be transferred from the 'National Capital Territory of Delhi' to 'State of Maharashtra'.

RESOLVED FURTHER THAT effect may be given to this resolution, at such time and in such manner as the Board of Directors of the Company considers appropriate and the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions, as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard."

By Order of the Board
For **Jindal South West Holdings Limited**

Prajakta Powle
Company Secretary

Registered Office:

Jindal Centre,
12, Bhikaiji Cama Place,
New Delhi – 110 066.

Mumbai, January 29, 2011

Notes:

1. The relative Explanatory Statement pursuant to Sections 173(2) and 192A(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. In terms of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001, approval of members for shifting of Registered Office of the Company from one state to another needs to be mandatorily taken by Postal Ballot.
3. The Board of Directors at its meeting held on January 29, 2011 has appointed Mr. Sunil Agarwal, Practising Company Secretary, as the Scrutinizer to receive and scrutinize the completed Ballot Papers from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
4. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.
5. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed Form (no other form or photocopy is permitted) with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer on or before the closing of working hours (5.30 p.m.) on March 14, 2011 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
6. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of postal ballot will be announced on Wednesday, March 16, 2011, at the Registered Office of the Company at Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066 at 5.00 p.m.

ANNEXURE TO NOTICE

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

The Registered Office of the Company is presently situated at New Delhi. It may be noted that the majority of the Directors of the Company are based in Mumbai. Besides, Jt. Managing Director & CEO as well as the Secretary of the Company are also operating from Corporate Office of the Company at Mumbai. In the circumstances, the day to day administration and management of the Company, as well as all the business decisions are taken at Mumbai. In view of above, it has been proposed to shift the Registered Office of the Company from the National Capital Territory of Delhi to the State of Maharashtra. This would enable the Company to carry on the business in more efficient and economical manner, as it would be more administratively convenient and very close to Mumbai which is an important financial center of the country.

Section 17 of the Companies Act, 1956 provides that for shifting the Registered Office of the Company from one State to another, approval of the members by way of Special Resolution and confirmation by the Company Law Board is required. Your approval is sought by voting by Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2001.

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

By Order of the Board
For Jindal South West Holdings Limited

Prajakta Powle
Company Secretary

Registered Office:

Jindal Centre,
12, Bhikaiji Cama Place,
New Delhi – 110 066.

Mumbai, January 29, 2011

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Corporate Office: Jindal Mansion, 5-A, Dr. G. Deshmukh Marg, Mumbai – 400 026

POSTAL BALLOT FORM

Serial No.

1.	Name & registered address of the sole / first named Shareholder/ Beneficial Owner	
2.	Name(s) of the Joint Shareholder(s), if any	
3.	Registered Folio No./ DP ID No./Client ID No.* *(Applicable only to Shareholders 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 dated January 29, 2011, by sending my/our assent or dissent to the said resolution by placing a tick (✓) mark at the appropriate box below :	

Business in Brief	Number of Shares	Assent/Dissent	Please tick (✓) in the appropriate box below
Special Resolution under Section 17 of the Companies Act, 1956, for shifting the Registered Office of the Company from the National Capital Territory of Delhi to the State of Maharashtra		I/We assent to the Resolution	
		I/We dissent to the Resolution	

Place :

Date :

Signature of the Shareholder / Authorised Representative

Note: Please read carefully the instructions printed overleaf before exercising your vote.

SAP Print Solutions Pvt. Ltd. Ph.: (022) 40748900

INSTRUCTIONS

1) A member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy is permitted) and send it to the scrutinizer in the attached self-addressed postage pre-paid envelope. However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member will also be accepted.

2) The self-addressed postage pre-paid 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 joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence by the next named Shareholder.

4) Unsigned Postal Ballot Forms will be rejected.

5) In case of shares held by the companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ other Authority giving requisite Authority to the person voting on the Postal Ballot Form.

6) The votes should be cast either in favour or against by putting a tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.

7) A member need not use all his votes nor does he need to cast all his votes in the same way.

8) Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than the close of the working hours (5.30 p.m.) on March 14, 2011. Postal Ballot Form received after this date will be strictly treated as if the reply for such Member(s) has not been received.

9) Voting rights should be reckoned on the paid up value of the shares registered in the name(s) of the Shareholder(s)/Beneficial owner(s) on the cut off date, that is February 4, 2011.

10) Members are requested not to send any communication along with the Postal Ballot Form in the enclosed self addressed envelope (except the Board Resolution / other Authority (if applicable) specified in (5) above) as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.