

**NEO CORP INTERNATIONAL LIMITED****Regd Office:- 220, Mahavir Industrial Estate, Opposite Mahakali Caves Road, Andheri(E), Mumbai-400093****NOTICE OF POSTAL BALLOT**

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956 ("the Act") and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, as amended (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules") made there under, the Company is seeking the consent of its members by passing resolution through Postal Ballot in respect of the Special Business appended below.

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons there for is annexed. The said Special Resolutions and the Explanatory Statement is being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed Mr. L. N. Joshi, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed, in the enclosed postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 18.00 hours on January, 17, 2014. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman & Managing Director of the Company. The results of the Postal Ballot will also be noted at the next Annual General Meeting of the Company. The detailed procedure is enumerated in the Instructions to the Postal Ballot Form.

SPECIAL BUSINESS:**ALTERATION IN OBJECT CLAUSE**

1. To consider, and if deemed fit, to pass through Postal Ballot, the following resolution, with or without modification(s) as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 17 and other applicable provisions, if any, of the Companies Act, 1956 the approval of the company be and is hereby accorded, subject to requisite approvals, if any, of the appropriate authorities, for change/addition/alteration in object clause of Memorandum of Association of the Company by way inserting following new Object Clauses:

Delete the existing clause 16 of object incidental or ancillary to the attainment of the main object of Memorandum of Association and insert the following new clause 16:

16: To provide Corporate Guarantee including Counter Guarantee or any other type of guarantee by the Company to any party/person including Banks, Financial Institutions or Finance Companies for securing credit facilities/financial assistance obtained by any person including individuals, firms, bodies corporate including subsidiary companies, trusts, association of persons or any organization with or without any security any form but shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.

Insert the following new sub-Clauses 62, 63 after existing other object clause 61 of Memorandum of Association: -

62) To carry on the business of developing, maintaining and operating of project for generating or generation and distribution of electricity or any other form of power of energy, start distribution by laying a network of new distribution lines and to carry on the business of generators, procures, suppliers, distributors, converters, processors, stores, importers and exporters and dealers in electricity including without limitation thermal, solar, hydro, wind, tidal, geo-thermal and any other form of energy that may be permitted by official policy, any product or by – product derived from any such business under conditions of direct ownership or through its affiliates, associates or subsidiaries.

63) To generate, harness, develop purchase, accumulate, distribute sell and supply electric power in all branches, at places, both public and private by setting up power plants by use of liquid, gaseous or solid fuels for the purpose of light motive power and for all other purpose for which electrical energy can be employed and to carry on and generate power supply either by hydro, thermal, gas, diesel oil or through renewable energy sources such as solar, photo voltaic, wind mill and/or any other means, distribute, supply and sell such power either directly or through facilities or Central/State Governments or private companies or Electricity Boards to industries and to Central/State Governments, other consumers of electricity including for captive consumption for any industrial projects, promoted by this company or promoter companies and generally to distribute, sell and supply such power and also to carry on the business of consultants in setting up all types of plants for production of electrical energy and also to undertake research and development programs in the field of electricity, electronics and other allied fields, to promote, take over, participate in any enterprise, requiring electric power for its manufacturing operation, by supply of electric power for its manufacturing operation, by supply of electric power exclusively or partially.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds, matters and things as may be necessary for giving effect to the above said resolution"

**COMMENCEMENT OF NEW BUSINESS**

2. To consider, and if deemed fit, to pass through Postal Ballot, the following resolution, with or without modification(s) as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, the approval of the members of the company be and is hereby given to carry on the business activities as covered under the Other Objects Clause No. 62 and 63 of Memorandum of Association of the company upon the said Clause becoming effective.

"FURTHER RESOLVED THAT the Board of directors of the company be and is hereby authorized to take all such effective steps to implement the decision of the members of the Company as they may consider appropriate in the interest of the Company and to do all such acts, deeds and things from time to time for and on behalf of the Company."

By order of the Board of Directors
For Neo Corp International Limited
Sd/-
Sunil K. Trivedi
(Chairman & Managing Director)

Place : Mumbai
Date: 05.12.2013

NOTES:

- 1) Explanatory Statement as required under Section 102 of the Companies Act, 2013 setting out material facts is annexed to this Notice.
- 2) A Postal Ballot Form along with Self-addressed postage pre-paid envelope is also enclosed. Please read the instructions / notes printed overleaf the Postal Ballot Form before exercising the vote.
- 3) The Notice is being sent to all the Members whose name appears in the Register of Members/ Beneficiary Position maintained by the Depositories as on 05.12.2013. Voting Rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on 05.12.2013.

By order of the Board of Directors
For Neo Corp International Limited
Sd/-
Sunil K. Trivedi
(Chairman & Managing Director)

Place : Mumbai
Date: 05.12.2013

Explanatory Statement pursuant to Section 102 and 192A of the Companies Act, 2013 & the Companies Act, 1956, as applicable & enforce :

Item No. 1 & 2

In the Memorandum of Association there are no specific provisions for giving any guarantee to any person for obtaining financial assistance by any bank or body corporate. Therefore the Board of Directors of the Company have proposed to insert new object clause with specific provisions for providing guarantee or provide any type of security. Therefore to insert new clause as mentioned in the resolution requires approval of the shareholders, subject to further confirmation of Central Government (Registrar of Companies, Mumbai).

Further as the members are aware, at present the main business of your Company is manufacturing and dealing in Packtech products like HDPP woven sacks, synthetic resins, flexible and other packaging material etc. The Board of directors had, in their meeting held on 5th December, 2013 decided to expand its activities by way of set up wind mill project apart from existing business activities. Accordingly, it has been found desirable that the Objects Clause of the Memorandum of Association of the Company be amended suitably so as to include the said objects therein. As per the provisions of Section 17 of the Companies Act 1956, it has been made mandatory to get the approval of shareholders by passing Special Resolution before initiating any change in the existing Object Clause. Similarly Section 149(2A) of the Companies Act, 1956 requires prior approval of shareholders by passing Special Resolution for commencement of any business covered under Other Objects Clause of the Memorandum of Association.

Accordingly, the Board of Directors of your Company had, in its meeting held on 5th December, 2013 decided to obtain the above said approvals for amendment in the Objects Clause and commencement of new business as above.

The Directors trust that this change of object clause of memorandum of association will have the members' support and approval.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested in the said Resolutions except in capacity of shareholder.

A copy of Memorandum and Article of Association together with the documents for proposed changes is available for inspection at the registered office on any working day during business hours.

By order of the Board of Directors
For Neo Corp International Limited
Sd/-
Sunil K. Trivedi
(Chairman & Managing Director)

Place : Mumbai
Date: 05.12.2013

- Encl: 1. Postal Ballot Form
2. Pre-paid self-addressed Envelope