NISSAN COPPER LIMITED

Registered Office: Shed No.J/20, GIDC, Umbergaon, Valsad, Gujarat 396171

NOTICE

Notice is hereby given that an Extra Ordinary General meeting of the Members of **NISSAN COPPER LIMITED** will be held on Friday, the 16th September 2011 at 11.00 AM at the Golden Pond Resort, Khanvel, Silvassa - 396230 to transact the following business:

SPECIAL BUSINESS:

ITEM NO 1: ISSUE OF FULLY CONVERTIBLE EQUITY SHARE WARRANTS ON PREFERENTIAL BASIS

To consider and if thought fit to pass with or without modification the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 81(1A) and all other applicable provisions if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof), and subject to the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and in accordance with guidelines prescribed by the Securities and Exchange Board of India ("SEBI"), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals and permissions or sanctions as may be necessary ("Approvals") and any conditions and/or modifications as may be prescribed, stipulated or imposed by any such Approvals and/or which may be agreed to or considered necessary by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized Committee thereof for the time being exercising the powers conferred upon the Board by this resolution), the consent, permission and approval of the members of the Company be and is hereby accorded to the Board to create, offer and allot, on a preferential allotment basis, upto 70,000,000 Fully Convertible Equity Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares of Re.1/- each at Rs. 2.75/- (Re.1/- each at a premium of Rs1.75/- each) to the promoters & promoters group whose names are mentioned below:

Sr. No.	Name of person to whom share warrants to be allotted	No. of Share Warrants to be allotted	No. of Equity Shares upon Conversion within 18 months from the date of allotment	Equity Shareholding before Preferential Issue of Equity Share Warrants		Equity Shareholding after Preferential issue of Equity Shares Warrants upon conversion	
				No. of shares	% of Share Holding	No. of shares	% of Share Holding
1	RATANLAL S. MARDIA	2000000	2000000	71,330,000	11.35	73330000	10.50
2	SANJAY S. MARDIA	2000000	2000000	27,627,380	4.40	29627380	4.24
3	ATUL S. MARDIA	2000000	2000000	530,000	0.08	2530000	0.36
4	BELA S. MARDIA	2000000	2000000	9,004,000	1.43	11004000	1.58
5	MADHULIKA A. MARDIA	2000000	2000000	151,920	0.02	2151920	0.31
6	SUNITA R. MARDIA	2000000	2000000	25,120,000	4.00	27120000	3.88
7	DANIAL INVESTMENT PVT. LTD.	34000000	34000000	65,000,000	10.34	99000000	14.17
8	YASH RATANLAL MARDIA	12000000	12000000	0	0.00	12000000	1.72
9	RISHABH ATUL MARDIA	12000000	12000000	0	0.00	12000000	1.71
		70000000	**70000000**	**198,763,300**	**31.62**	**268763300**	**38.47**

RESOLVED FURTHER THAT the Fully Convertible Equity Share Warrants shall be issued by the Company on the following terms and conditions:

i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Share Warrants shall be payable at the time of making the application for the Share Warrants, which will be kept by the Company as application money to be adjusted and appropriated against the price of the Equity Shares payable by the Share Warrant Holder at the time of exercising the option.

ii. The option to acquire the 70,000,000 Equity Shares shall be exercised by the Share Warrant Holders in one or more tranches within the period of 18 months from the date of allotment of the Share Warrants.

iii. In the event Share Warrant Holder does not exercise the option under the share warrants on or before the expiry of 18 months from the date of allotment of the Share Warrants, the Share Warrants shall lapse and the application money of 25% as indicated in point (i) above shall stand forfeited by the Company.

iv. The Share Warrants and the Equity Shares arising from exercising the option under the Share Warrants shall be subject for a lock-in as prescribed under the SEBI Guidelines.

v. The issue of the Share Warrants as well as the Equity Shares arising from exercising the option under the Share Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company and also the Guidelines issued by SEBI or any other authority as the case may be, or any modification thereof.

vi. The Equity Shares to be issued and allotted as a consequence of exercise of the option under the Share Warrants in the manner aforesaid shall rank pari passu in all respects including dividend with the existing Equity Shares of the Company.

vii. In the event of the Company making a rights offer/ bonus issue by issue of new Equity Shares prior to the allotment of the Equity Shares resulting from the exercise of the option under the Share Warrants, the entitlement to the Equity Shares under the Share Warrants shall stand increased in the same proportion as that of the rights offer/ bonus issue and such additional Equity Shares will be offered to the Share Warrant Holders at the same price at which the existing Shareholders are offered the Equity Shares.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Equity Shares resulting from the exercise of the option under the Share Warrants,

shall be the date 30 days prior to the date on which the meeting of the general body of shareholders is held in terms of section 81(1A) of the Act to consider the proposed issue is 17th August 2011.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue and/or allot 70,000,000 Equity Shares upon conversion of the Share Warrants to the Promoters and other investors on the terms and conditions mentioned above.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and/or ratify all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required in connection with the creation, offer, issue and allotment of the securities, to settle any question, difficulty or doubt that may arise in this regard, to seek listing of the Equity Shares arising out of the conversion and to do all such other acts, deeds, matters and things and to finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient as the Board may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make on its own accord or to accept such amendments, modifications, variations and alterations as the Government of India/ SEBI/ or any other regulatory authority may stipulate in that behalf."

ITEM NO 2: CONSOLIDATION OF FACE VALUE OF SHARES:

To consider, and if thought fit, to pass, with or without modifications, the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 13, 16 and 94 (1) (b) and other applicable provisions of the Companies Act, 1956 (including any modification or re-enactment thereof); the provisions of the Articles of Association of the Company and also subject to the regulations prescribed by the Government of India and further subject to guidelines, regulations and clarifications issued by the Securities Exchange Board of India (SEBI) for the time being in force, and the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed and subject to such other statutory approvals, consents, permissions and sanctions, consent and approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called as the "Board", which term shall include any duly constituted and authorised committee thereof), to consolidate every 10 (Ten) existing Equity Shares of nominal Face value of Re. 1/- (Rupee One Only) each fully paid up into 1 (One) Equity Share of nominal Face value Rs.10/- (Rupees Ten Only) each fully paid up and to fix a record date for the purpose.

RESOLVED FURTHER THAT upon consolidation of 10 (Ten) Equity Shares of Re.1/- (Rupee One Only) each into One Equity Share of Rs.10/- (Rupees Ten Only) each the Board shall not issue any fractional shares/certificates. However, the total number of Equity Shares constituting such fractions shall be transferred to a person or persons appointed by the Board as Trustee or Trustees for and on behalf of such fractional equity shareholders. The details of such fractional equity shareholders will be provided to the Trustee so as to enable Trustee to distribute the net proceeds of sale of such fractional shares amongst the shareholders in proportion to their entitlement over such fractional shares after payment of all expenses of the sale and other related expenses.

RESOLVED FURTHER THAT pursuant to Section 16 and other applicable provisions of the Companies Act, 1956, Clause (V) of the Memorandum of Association of the Company be and is hereby amended to incorporate therein the effect of the consolidation of shares from nominal value of Re.1/- per share to Rs.10/- per share

RESOLVED FURTHER THAT the Equity shares to be allotted upon the conversion of 7,00,00,000 (Seven Crores) warrants that are to be allotted by the Board which are convertible into one Equity Share of Re.1/- each shall be adjusted in such a way that, after the consolidation coming into effect, such Ten warrants be convertible into One Equity Share of Rs.10/- (Rupees Ten) each i.e. 70,00,000 Equity shares of Rs.10/- each will be issued in one or more tranches upon conversion of warrants into Equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required in the said connection.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate all or any of its powers conferred by this resolution to any director or directors or any other officer or officers of the Company and to do all such acts, matters, deeds and things and to take all such steps and do all such things and give all such directions as the Board may consider necessary, expedient or desirable including forming of a Trust and to authorise the trustee/trustees to take delivery of fractional shares and to sell such fractional shares transferred to him and also to settle any questions or difficulties that may arise in regard to issue, allotment and execute such documents as the Board may deem fit in this regard."

ITEM NO 3: ALTERATION OF MEMORANDUM OF ASSOCIATION

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 13, 16, 94 and 95 and all other applicable provisions, if any, of the Companies Act, 1956, including amendments thereto or re-enactment thereof, the Memorandum of Association of the Company be and is hereby altered as follows:

That the existing Clause V of the Memorandum of Association of the Company be deleted by substitution in its place and instead the following clause as new Clause V:

V. "The Authorised Share Capital of the Company is Rs.70,00,00,000/- (Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs.10/- (Rupee Ten Only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company, with the rights to subdivide and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being provided by the regulations of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto."

By Order of the Board of Directors
For Nissan Copper Limited

Payal Garg
Company Secretary

Date: 17th August 2011
Place: Mumbai

Registered Office:
Shed No.J/20, GIDC,
Umbergaon, Valsad,
Gujarat 396171

Notes:

1. The Explanatory Statement as required under Section 173 (2) of the Companies Act, 1956, is annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ENCLOSED. THE PROXY FORM DULY STAMPED AND EXECUTED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT REGISTERED OFFICE SHED NO.J/20, GIDC, UMBERGAON, VALSAD, GUJARAT 396171 AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**

3. M/s. R. C. Jain & Associates, Chartered Accountants, the Statutory Auditors of the Company, have certified that the said preferential issue is in accordance with the requirements contained in the Guidelines and the said Certificate will be placed before the Extraordinary General Meeting. The Memorandum & Articles of Association of the Company, Auditors' Certificate and other documents referred to in the proposed resolution and in the Explanatory Statement are open for inspection at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 3.00 p.m. and 5.00 p.m. upto the date of the Extraordinary General Meeting and will also be placed before the Extraordinary General Meeting.

4. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID. No. and in case of physical shares, to the Share Transfer Agents quoting their Folio Numbers.

5. Members / Proxy holders are requested to produce at the entrance, the attached admission slip for admission into the meeting hall. Duplicate admission slips will not be provided at the hall.

By Order of the Board of Directors
For Nissan Copper Limited

Payal Garg
Company Secretary

Date: 17th August 2011
Place: Mumbai

Registered Office:
Shed No.J/20, GIDC,
Umbergaon, Valsad,
Gujarat 396171

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

ITEM NO. 1:

Section 81(1) of the Companies Act, 1956 provides inter alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in section 81(1), Further, Section 81 (1A) of the Companies Act, 1956 provides that the further shares may be offered to any persons other than the existing shareholders, provided the shareholders in general meeting decide otherwise by passing a special resolution.

Hence consent of shareholders by way of special resolution is being sought pursuant to the provisions of section 81 and all other applicable provisions of the Companies Act, 1956 and in terms of the SEBI (Disclosure and Investor Protection) Guidelines and the listing agreements executed by the Company with the Stock Exchange where the Company's shares are listed for the issue of Equity Warrant to the promoter and promoter's group.

The Disclosure as required under "SEBI Guidelines for Preferential Issue" under SEBI (DIP) Guidelines, 2000 are as under:

a) Objects of the issue:

The Company has successfully set up a 'state of the art' facility to manufacture Copper tubes for Air-conditioning, Refrigeration and Plumbing application areas with the latest 'Cast and Roll' Technology. To arrange Working Capital requirement for the aforesaid programme, it is proposed to issue equity warrants to the promoters and the promoters group in accordance with the SEBI Guidelines on preferential basis.

The Offer, issue and allotment of 70,000,000 equity warrants to the person(s)/ entities shall be completed within the prescribed period of 15 days from the date of passing of the special resolution in accordance with the clause 24 (a) of the Listing Agreement and the guidelines of the Securities & Exchange Board of India (SEBI) for preferential issue, being chapter XIII to the SEBI (Disclosure and Investor Protection) Guidelines, 2000 and amendments thereto or within such other time as may be permitted under the said guidelines. The said equity shares shall have face value and shall be subject to such terms and conditions, as are stated in the special resolution mentioned above.

b) Intention of Promoters to subscribe to the offer:

The Promoters of the Company have conveyed to the Company, their intention to subscribe to / acquire equity warrants of the Company on Preferential Allotment basis as proposed under Special Resolution at Item No.1 above.

c) Shareholding Pattern before and after the Preferential Allotment

The shareholding pattern of the Company before and after the preferential issue, based on the shareholding as on 16th August 2011:

Category Code	Category of Shareholder	Before Preferential Issue of Equity shares upon conversion of		After Preferential Issue Equity shares upon conversion on warrants	
		No. of Shares	% of Shares	No. of Shares	% of Shares
(A)	**Shareholding of Promoter and Promoter Group[2]**				
1	**Indian**				
(a)	Individuals/ Hindu Undivided Family	134,207,300	21.35	170,207,300	24.37
(b)	Central Government/ State Government(s)	---	---	---	---
(c)	Bodies Corporate	65,000,000	10.34	99,000,000	14.17
(d)	Financial Institutions/ Banks	---	---	---	---
(e)	Any Others(Specify)	---	---	---	---
	Sub Total(A)(1)	**199,207,300**	**31.69**	**269,207,300**	**38.54**
2	**Foreign**				
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	---	---	---	---
b	Bodies Corporate	---	---	---	---
c	Institutions	---	---	---	---
d	Any Others(Specify)	---	---	---	---
	Sub Total(A)(2)	**0**	---	---	---
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**199,207,300**	**31.69**	**269,207,300**	**38.54**
(B)	**Public shareholding**				
1	**Institutions**				
(a)	Mutual Funds/ UTI	---	---	---	---
(b)	Financial Institutions / Banks	2,000	0	2,000	0
(c)	Central Government/ State Government(s)	---	---	---	---
(d)	Venture Capital Funds	---	---	---	---
(e)	Insurance Companies	---	---	---	---
(f)	Foreign Institutional Investors	32,503,630	5.17	32,503,630	4.65
(g)	Foreign Venture Capital Investors	---	---	---	---
(h)	Any Other (specify)	---	---	---	---
	Sub-Total (B)(1)	**32,505,630**	**5.17**	**32,505,630**	**4.65**
B 2	**Non-institutions**				
(a)	Bodies Corporate	132,406,231	21.07	132,406,231	18.95
(b)	Individuals	---	---	---	---
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	75,014,111	11.93	75,014,111	10.74

II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	38,496,480	6.12	38,496,480	5.51
(c)	Any Other (specify)				
(c-i)	Clearing Members	392,261	0.06	392,261	0.06
(c-ii)	Employees	159,115	0.03	159,115	0.02
(c-iii)	NRI (Repat)	2,877,922	0.46	2,877,922	0.41
(c-iv)	Overseas Corporate Bodies	147,500,000	23.47	147,500,000	21.11
	Sub-Total (B)(2)	**396,846,120**	**63.14**	**396,846,120**	**56.8**
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**	**429,351,750**	**68.31**	**429,351,750**	**61.46**
	TOTAL (A)+(B)	**628,559,050**	**100**	**698,559,050**	**100**
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
	GRAND TOTAL (A)+(B)+(C)	**628,559,050**	**100**	**698,559,050**	**100**

Note: Assuming that warrant holders exercise their entitlement in full. The face of the above number of shares is taken as Rs.1/- per share.

d) Proposed time within which allotment will be completed:

The allotment of 700,00,000 equity share warrants as proposed under special resolution of the notice will be completed within 15 days period from the passing of the said resolution at this meeting, or as per clause 24(a) of the Listing Agreement or such other time as may be prescribed under the SEBI's Guidelines on Preferential Issues.

The allotment of Equity shares each resulting from exercise of the options attached to the said warrants will be completed within 18 months from the date of issue of the warrants, as may be decided by the Board of Directors of the Company.

e) Identity of allottees with percentage of expanded capital to be held by them:

The proposed allottees for 700,00,000 equity share warrants, issued pursuant to special resolution at Item No. 1 of the notice and the percentage of expanded capital to be held by them after the proposed allotment of the said equity shares to them as per the said resolution are as under:

Sr. No.	Name of person to whom share warrants to be allotted	No. of Share Warrants to be allotted	No. of Equity Shares upon Conversion within 18 months from the date of allotment	Equity Shareholding before Preferential Issue of Equity Share Warrants		Equity Shareholding after Preferential issue of Equity Shares Warrants upon conversion	
				No. of shares	% of Share Holding	No. of shares	% of Share Holding
1	RATANLAL S. MARDIA	2000000	2000000	71,330,000	11.35	73,330,000	10.50
2	SANJAY S. MARDIA	2000000	2000000	27,627,380	4.40	29,627,380	4.24
3	ATUL S. MARDIA	2000000	2000000	530,000	0.08	2,530,000	0.36
4	BELA S. MARDIA	2000000	2000000	9,004,000	1.43	11,004,000	1.58
5	MADHULIKA A. MARDIA	2000000	2000000	151,920	0.02	2,151,920	0.31
6	SUNITA R. MARDIA	2000000	2000000	25,120,000	4.00	27,120,000	3.88
7	DANIAL INVESTMENT PVT. LTD.	34000000	34000000	65,000,000	10.34	99,000,000	14.17
8	YASH RATANLAL MARDIA	12000000	12000000	0	0	12,000,000	1.72
9	RISHABH ATUL MARDIA	12000000	12000000	0	0	12,000,000	1.71
		70000000	**70000000**	**198,763,300**	**31.62**	**268,763,300**	**38.47**

Note: Assuming that warrant holders exercise their entitlement in full. The face of the above number of shares is taken as Rs.1/- per share.

f) Change in Management

The proposed preferential allotment of equity share will not result in any change in the management and control of the Company. Voting right shall change according to the change in shareholding pattern mentioned above.

g) Pricing:

The issue of equity share on preferential basis shall be at a price of Rs. 2.75/- (Re.1/- face value + Rs.1.75/- premium). The price is determined in compliance with SEBI Guidelines for Preferential Issues.

h) Relevant date:

Relevant date for this purpose is 17th August, 2011 i.e. 30 days prior to the date of the meeting of the Members of Company i.e.16th September, 2011.

i) Auditor Certificate:

A copy of the certificate of the Auditor's of the Company certifying the adherence of SEBI's Guidelines for preferential issues, being Chapter XIII to the SEBI's (Disclosure and Investor Protection) Guidelines, 2000 by the proposed issue shall be laid before the shareholders at their proposed Extraordinary General Meeting.

j) Lock in:

The equity warrants to be allotted to all applicants stated above on preferential basis shall be locked in for a period of three years as the allottees are Promoters & in the group of Promoters from the date of allotment as per SEBI Guidelines.

In terms of the provisions of the Companies Act, 1956, consent of the members is required for issue of equity warrants to persons other than existing members. Hence consent is sought under section 81 1(A) of the Companies Act, 1956, for the offer, issue and allotment of the said warrants, as stated in the resolution. The Board may be authorized to issue the equity warrants in accordance with the terms of offer, as detailed in the resolution and to take all necessary actions without any limitations for implementing the resolution.

None of the Directors of the Company except Mr. Ratanlal Mardia, Managing Director, Mr. Sanjay Mardia, Chairman and Mr. Atul Mardia, Executive Director are concerned or interested in the aforesaid proposed resolution except to the extent of their shareholding.

The Board of Director recommends the resolution for the approval of the shareholders.

ITEM NO. 2:

The Board of your Company has proposed to reorganize the Capital Structure of your Company by consolidating the nominal face value of Equity Shares from existing Re.1/- (Rupees One only) each to Rs.10/- (Rupees Ten Only) each.

The existing Authorised Share Capital of the Company is Rs. 700,000,000/- (Rupees Seventy Crores only) comprising 700,000,000 (Seventy Crores) Equity Shares of Re. 1/- (Rupee One only) each. The present Issued, Subscribed and Paid-up Share Capital of the Company is Rs. **628,559,050/-** (Rupees Sixty Two Crores Eighty Five Lacs Fifty Nine Thousand Fifty only) divided into **628,559,050** (Rupees Sixty Two Crores Eighty Five Lacs Fifty Nine Thousand Fifty Only) Equity Shares of the Nominal value of Rs. 1/- (Rupees One only) each fully paid-up.

It is proposed to re-organise the Autorised Share Capital as well as Issued, Subscribed and Paid-up Share Capital of the Company by consolidating the Equity Shares of the Nominal value of Re. 1/- (Rupee One Only) each into **6,28,55,905** (Sixty Crores Twenty Eight Lacs Fifty Five Thousand Nine Hundred and Five) Equity Shares of the Nominal value of Rs. 10/- (Rupees Ten Only) each.

Accordingly, the Authorised Share Capital of the Company will be consolidated into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupee Ten Only) each. The Issued, Subscribed and Paid-up Share Capital, for the purpose of consolidation of Equity Shares, will also be consolidated into **6,28,55,905** (Sixty Crores Twenty Eight Lacs Fifty Five Thousand Nine Hundred and Five) Equity Shares of the Nominal value of Rs. 10/- (Rupees Ten Only) each fully paid-up.

The Board is of the view that the aforesaid restructuring would help the Company to give a better picture of earning per share to the equity shareholders of the Company. The number of stockholders of record would not be affected by the Reverse Stock Split.

In addition, many Brokerage houses, Financial Institutions and Institutional Investors are not inclined to invest in low-priced stocks. The Board believes that the Reverse Stock Split should make the Company's Share more attractive to a broader range of institutional and other investors, as the Board has been advised that the current market price of the Company's Share may affect its acceptability to certain institutional investors, professional investors and other members of the investing public.

The approval is sought to be given to the Board of Directors of the Company to fix record date and issue fresh Equity Shares of the denomination of Rs.10/- each to the members in place of existing Equity Shares of Re.1/- each. In case of members having fractional shares not divisible by 10, the same will be transferred to a trust which will be formed by the Board for this purpose. All the fractional shares will be transferred as on the record date. The trust will consolidate the fractional shares transferred to it and will sell the total shares. The proceeds from the total shares will be paid to the respective shareholders after deducting the expenses incurred in this regard, if any. The said resolution, if passed, will have the effect of allowing the Board to all such matters and deeds as are necessary to effect the said matter.

Further with subsequent to the consolidation of the Share Capital, under Section 16 and other applicable provisions of the Companies Act, 1956, the Clause V of the Memorandum of Association of the Company needs to be altered.

While the Reverse Stock Split is intended to increase the per share market price of the Company's common stock, other factors, such as the Company's financial results, market conditions and the market's perception of the Company's business, may adversely affect the market price of the Company's common stock. As a result, there can be no assurance that the Reverse Stock Split will result in the intended benefits described above, that the market price of the Company's common stock will increase following the Reverse Stock Split or that the market price of the Company's common stock will not decrease in the future.

The proposed resolution as set out in the notice is intended to give effect to the above proposal and seeks approval of the shareholders for the consolidation of Share Capital of the Company.

The Directors of the Company are deemed to be interested in the said resolution to the extent of their shareholding in the Company.

ITEM NO. 3:

The Authorised Share Capital of the Company is Rs.70,00,00,000 (Rupees Seventy Crores Only) divided into 70,00,00,000 Equity Shares of Re.1/- (Rupee One Only) each.

Subsequent to the consolidation of the Share Capital of the Company, the Authorised Share Capital of the Company will be Rs.70,00,00,000 (Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each.

Thus as prescribed under Section 16 and other applicable provisions of the Companies Act, 1956, Clause V of the Memorandum of Association of the Company needs to be altered, for which consent of the shareholders of the Company is required.

The Board of Director recommends the resolution for the approval of the shareholders.

None of the Directors of the Company are personally interested in the aforesaid resolution.

By Order of the Board of Directors
For Nissan Copper Limited

Payal Garg
Company Secretary

Date: 17th August 2011
Place: Mumbai

Registered Office:
Shed No.J/20, GIDC,
Umbergaon, Valsad,
Gujarat 396171

NISSAN COPPER LIMITED

Registered Office: Shed No.J/20, GIDC, Umbergaon, Valsad, Gujarat 396171

ATTENDANCE SLIP

Members or their proxies are requested to present this for admission, duly signed in accordance with their specimen signatures registered with the Company. The admission will, however, be subject to verification of signatures and such other checks, as may be necessary.

L.Folio No. _____

DP ID No: _____ **No of Shares held: _____**

Client ID No: _____

NAME AND ADDRESS OF SHAREHOLDER/PROXY : _____

_____

_____
SIGNATURE OF THE ATTENDING MEMBER/PROXY

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company held on Friday, the 16th September, 2011 at 11.00 AM at the the Golden Pond Resort, Khanvel, Silvassa - 396230 and at any adjournment thereof.

NISSAN COPPER LIMITED

Registered Office: Shed No.J/20, GIDC, Umbergaon, Valsad, Gujarat 396171

PROXY FORM

L.Folio No. _____

DP ID No: _____ **No of Shares held: _____**

Client ID No: _____

I/We_____of_____in the district of _____ being a Member/ Members of the above named Company hereby appoints the person(s) named below as my/our proxy to vote for me /us on my/our behalf at the **EXTRA ORDINARY GENERAL MEETING** of the Company to be held on Friday, the 16th September, 2011 at 11.00 AM at the the Golden Pond Resort, Khanvel, Silvassa - 396230 and at any adjournment thereof.

Signed this_____ day of _____2011

1 Rupee Revenue Stamp (Signature)

EGM:
1._____of_____in the district of _____or failing him

2. _____of_____in the district of _____.

This form is to be used _____(*in favour/against) the resolution.
Unless otherwise instructed, the proxy will act as he thinks fit.

* Strike out whichever is not desired.
NOTE: The proxy form must be deposited at the Registered Office of the Company situated at Registered Office: Shed No.J/20, GIDC, Umbergaon, Valsad, Gujarat 396171 not less then FORTY-EIGHT-HOURS before the time for holding of the aforesaid meeting.

Book Post

If undelivered please return to

NISSAN COPPER LIMITED

Corporate Office:
9th Floor, 903-906, Raheja Chambers,
Nariman Point, Mumbai - 4000 021