



Shri Lakshmi Cotsyn Limited

(An ISO 9001:2008 Accredited Company)

Regd. office : 19/X-1, Krishnapuram, G.T. Road, Kanpur-208 007 U.P. India

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NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Shareholders of Shri Lakshmi Cotsyn Limited will be held on Thursday, the 5th day of May 2011 at 11.00 a.m. at the Registered Office of the Company at 19/X-1, Krishnapuram, G.T. Road, Kanpur -208 007 to transact the following business:

1. 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 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as in force and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI"), the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), the Department of Industrial Policy and Promotion, Ministry of Commerce ("DIPP"), the Foreign Investment Promotion Board ("FIPB"), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "Appropriate Authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue and allot equity shares in one or more tranches, in the course of domestic/international offerings to Domestic/Foreign Investors/ Institutional Investors/Foreign Institutional Investors, Members, Employees, Non-Resident Indians, Companies or Bodies Corporate whether incorporated in India or abroad, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through Global Depository Receipts (GDR), American Depository Receipts (ADR), Public Issue, Rights Issue, Private Equity (PE), Private Placement (PP), Foreign Currency Convertible Bond (FCCB), Convertible Warrants, Convertible debentures, fully or partly and/or any other securities, convertible into or exchangeable with equity shares ("Securities"), Issue of equity shares to Qualified Institutional Buyers ("QIBs") as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, or a combination of the foregoing (hereinafter collectively referred to as "Securities"), etc. secured or unsecured, listed on any stock exchange inside India, through an offer document and/or prospectus and/or offer letter and/or offering circular and / or placement document, and/or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, for an amount not exceeding Rs. 500 crores inclusive of such premium or as the Board may decide, from time to time in one or more tranches.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint and enter into and execute all such agreements and arrangements with any Lead Manager(s), Co Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), Legal Advisors, Bankers to the Issue as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such Securities in one or more Indian Stock Exchanges, in India and abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form, terms and timing of the issue(s)/offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of equity shares or other securities the price, premium or discount on issue, listing on one or more Stock Exchanges in India and/or abroad and fixing of record date or book closure and related or incidental matters, as the Board in its absolute discretion deem fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and/or abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, issue, offer or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the entering into arrangements for managing, marketing, listing, trading and to issue any offer document(s) and sign all applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or the Managing Director and/or any other Director(s) and/or Officer(s) of the Company to give effect to the aforesaid resolution."

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

"RESOLVED THAT subject to applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Companies Act, 1956 and all other applicable rules, regulations, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company and/ or a duly authorized Committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as the "the Board"), the consent of the Company be and is hereby accorded for investments by Foreign Institutional Investors including their sub accounts (hereinafter referred to as the "the FIIs"), in the shares or debentures convertible into shares of the Company, by purchase or acquisition from the market under the Portfolio Investment Scheme under FEMA, subject to the condition that the total holding of all FIIs put together shall not exceed 74 (seventy four) percent of the paid up equity share capital or paid up value of the respective series of the convertible debentures of the Company as may be applicable or such other maximum limit as may be prescribed from time to time.

RESOLVED FURTHER THAT, without prejudice to the aforesaid overall limit of foreign investment in the capital of the Company, the investment by any single Foreign Institutional Investor (FII) shall not exceed 10 (ten percent) with no sub account holding more than 5 (five percent) and all FIIs put together shall not exceed

74 (seventy four) percent of the paid up equity capital of the Company from time to time or paid up value of each series of preference shares, convertible preference shares, and convertible debentures, issued by the Company from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT in modification of the ordinary resolution passed in the extra-ordinary general meeting of the company held on 25th February, 2010 and pursuant to the provisions of Section 293(1)(d) of the Companies Act 1956, consent of the company be and is hereby accorded to the Company's board of directors to borrow (for company purposes) on such terms and conditions as they may deem fit, monies in excess of the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set aside for any specific purpose, but so that the total amount of the monies which may be borrowed together with the monies already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), shall not exceed Rs.4000 Crores (Rupees Four Thousand Crores)."

By Order of the Board
For Shri Lakshmi Cotsyn Limited

Place: Kanpur
Date: April 08, 2011

Rakesh Kumar Srivastava
Company Secretary cum Finance Controller

Notes:

1. The relevant Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business set out in this Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956

ITEM NO. 1:

The Company wants to raise funds to meet out its ongoing expansion projects cost as well as future expansions plans in India and Overseas. In order to enhance its competitiveness through easy access to capital at optimal cost, the company may need to issue securities in domestic and/or international markets as contemplated in the resolution set out in Item No. 1.

It is proposed to confer authority on the Board to cover all corporate requirements and contingencies to issue securities of appropriate nature at opportune time, including the size, structure, price and timing of the issue(s) at the appropriate time(s). The Board will fix the detailed terms of the final size of offering, exact timing, and other related aspects after careful analysis and discussions with lead managers, prevailing market conditions and in line with the extant guidelines/notifications/circulars issued by the SEBI, the RBI and any other statutory and/or regulatory, authorities, either in India or overseas, in this regard including those pertaining to end-uses.

The special resolution seeks to empower the Board to issue Securities in one or more trenches at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, individuals or otherwise as the Board may at its absolute discretion deem fit.

The pricing of the issue will be as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of Securities to be issued. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The Securities issued pursuant to the offering(s) would be listed on the stock exchanges in India or outside India and on conversion into shares, on the stock exchanges on which the Company's equity shares are listed.

Section 81(1A) of the Companies Act, 1956 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares shall be offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in a general meeting.

The listing agreement with The Bombay Stock Exchange Limited and The National Stock Exchange of India Limited provides, inter alia, that a listed company in the first instance should offer all the shares, debentures, securities (convertible or non-convertible) to be further issued for subscription pro rata to the equity shareholders unless the shareholders decide otherwise in a general meeting.

The special resolution, if passed, will have the effect of allowing the Board to issue and allot Securities otherwise than on pro rata basis to the existing shareholders.

The Board of Directors believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

None of the Director of the Company is in any way concerned or interested in the passing of the Resolution except to the extent of share which may be issued to him or to his associates etc.

ITEM No. 2:

The Foreign Institutional Investors (FIIs) have assumed a crucial role in the Indian Capital market. It is possible to facilitate to greater FII investment in the Company, which would not only provide depth and liquidity to the

Company's shares but will also reflect the Company's commitment to the highest standards of disclosures, transparency, and corporate governance, its operational efficiencies, global competitiveness, and proven management track record, which are the preferred investment qualifications for FIIs.

In terms of the provisions of Portfolio Investment Scheme under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (FIIs) may invest in the equity shares/ convertible securities etc. up to limit as applicable to the Indian companies, subject to the approval of the Board of Directors and approval of Members of the Company by way of special resolution.

It is now proposed to have the FII investment limit in the company up to 74% of the paid up equity capital or paid up value of the convertible securities of the convertible securities of the company.

The resolution set out at Item No. 2. of the accompanying Notice will enable the FIIs who are considered to be prudent investors, to acquire shares of the Company through authorized dealers within the revised ceiling under the Portfolio Investment Scheme of the Reserve Bank of India.

The Board of Directors accordingly recommends the resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members. None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

ITEM No. 3:

The Company is expanding/ diversifying its projects for which additional funds are required. Accordingly, the Board may have to approach the financial institutions/ banks etc. for availing long term facilities and so there is a possibility of increase in term loan by the Company. As per the provisions of Section 293(1)(d) of the Companies Act 1956, the Board of Directors cannot borrow monies (for company purposes) in excess of the aggregate of the paid-up capital of the company and its free reserves, unless the approval of shareholders is obtained. With the Company's plans for expansion and diversification, your Board thinks it necessary to increase the borrowing limit of the Company from Rs. 2000 Crores (Two Thousand Crores) to Rs. 4000 Crores (Four Thousand Crores).

The Board of Directors accordingly recommends the resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

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

By Order of the Board
For Shri Lakshmi Cotsyn Limited

Place: Kanpur
Date: April 08, 2011

Rakesh Kumar Srivastava
Company Secretary cum Finance Controller

PROXY

Folio No.

DPID No.

Client ID No.

I/We

R/O

Being a member / members of **SHRI LAKSHMI COTSYN LIMITED**

hereby appoint,

R/O

of failing him

R/O

my / our proxy to attend, act and vote for me /us on my/our behalf at the Extra- Ordinary General Meeting of the Company to be held on Thursday the 5th May 2011 at the Registered Office of the Company and at any adjournment there of.

Signed this..... day of 2011

Sign.....

Affix a
15 Paise
Revenue
Stamp

Note: An instrument appointing a proxy shall be deposited at the Registered office of the Company not less than 48 hours before the time fixed for commencement of the aforesaid meeting.

ATTENDANCE SLIP

SHRI LAKSHMI COTSYN LIMITED

Registered Office : 19/X-1, Krishna Puram, Kanpur - 208 007

(Please complete this admission Card and hand it over at the entrance of the meeting Hall.)

I hereby record my presence at the Extra Ordinary General Meeting of the Company.

Thursday the 5th May 2011

Member's Name & Address

(In Block Letters)

Folio No.

DPID No.

Client ID No.

Member's / Proxy's Signature
(To be signed at the time of
handing over this slip)