



TEXMACO LIMITED

Regd. Office : Belgharia, Kolkata-700 056

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

The Company has demerged its Heavy Engineering & Steel Foundry Divisions to Texmaco Rail & Engineering Ltd with the objective to give greater focus and attention to the infrastructural activities so as to make it its core business activity. Based on the fulfillment of such objective, the Company is required to alter the Object Clause in the Memorandum of Association by adopting and substituting the existing Object Clause with a new set of Object Clause under Clause No. 3 of the Memorandum of Association. In this process, the Company requires the approval of Members by way of a Special Resolution passed by postal ballot under the provisions of Section 17 and Section 192A(1) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

We are sending the proposed resolution and the explanatory statement thereto along with a Postal Ballot form for your consideration. The Company has appointed Ms. Sudhanya Roy Choudhury, Practising Company Secretary, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to read the instructions printed on the Postal Ballot form and return the same duly completed, in the enclosed postage pre-paid self addressed envelope so as to reach the Scrutinizer on or before Wednesday, 30th November, 2011.

The Scrutinizer shall submit the report to the Chairman of the Company after completion of the scrutiny and the results of the postal ballot will be announced through a press release.

By Order of the Board

TEXMACO LIMITED

Registered Office :

Belgharia,

Kolkata – 700 056

Dated : 21st October, 2011

Amit Dhanuka

Secretary

Enclosures :

1. Resolution alongwith Explanatory Statement
2. Postal Ballot Form and self-addressed postage pre-paid envelope

Enclosure 1 :

AS SPECIAL RESOLUTION :

Alteration of Object Clause of the Memorandum of Association

"RESOLVED THAT pursuant to the provisions of Section 17 of the Companies Act, 1956, the Object Clause of the Memorandum of Association of the Company be and is hereby altered by adopting and substituting the new set of Object Clause under Clause No. 3 in place of the existing Object Clause under Clause No. 3 of the Memorandum of Association of the Company :

3. The objects for which the Company is established are :

OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE :

1. To carry on the business of constructing, creating, operating, executing, developing, improving, consulting, altering maintaining all types of infrastructural facilities required for socio-economic development including social infrastructure related facilities in turnkey projects such as roads, ropeways, highway projects, tramways, docks, harbours, canals, tanks, marine works, water supply, sewage, drainage, sanitation, construction of basement for waste gas, installation of electric lines, electric lights, power supply works, hotels, health and medicine, education, sports, amusement parks, township development including housing complexes, multi storeyed buildings, commercial complexes, multiplexes etc., industrial structure and providing necessary equipments and facilities either on its own or through private sector participation, joint venture etc., or such other facilities as may be required for attaining the object and to acquire, purchase, own, build, develop, appropriate, operate, transfer, consult, maintain, manage, control, undertake, hire, take on lease, licence, exchange or mortgage, assign, let, sell, dispose of any type of lands, properties, estates, farms, gardens, parks, orchards, mines, buildings, flats, sheds, structures, hostels, hotels, motels, resorts, shops, commercial complexes, townships, farmhouses, roads, streets, railways, ropeways, docks, aerodromes, dams, bridges, new power plants or take over of old plants, thermal, hydro- electric, power plants, solar, tidal power stations, any water works, gas works, , electric power, heat and light supply works, reservoirs, electric stations, generators, sub-stations and transfer stations, low tension networks, electric locomotives, tramways and industrial railway, electric railway lines, beautification and up gradation of railway stations, industries, barrages, valleys, stadiums, museums, tourist and picnic spots and for any other project in the infrastructure sector including erection, construction, demolition and rebuilding, alteration, conversion, renovation, improvement, interior and exterior decoration and to act as developers, builders, colonisers and contractors.

2. To lend, or deal with money out of surplus fund of the company not immediately required either with or without interest or security, including in current or deposit account with any Bank or Banks other person or persons upon such terms, conditions and manner, as may from time to time be determined and to receive money on deposit subject to provision of section 3(1)(iii)(d) of the Companies Act, 1956 and direction issued by Reserve Bank of India on loan upon such terms and conditions as the Company may approve, subject to the provision of Companies Act, 1956. Provided the Company shall not do any banking business as defined under the Banking Regulation Act, 1949. Company shall not carry on any Chit Fund business.
3. To borrow or raise or secure the payment of money from any Bank or Banks or any financial institution or any other person or persons for the purpose of Company's main business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of bills of exchange, promissory notes or other obligation or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge on the undertaking and all or any of the immovable and movable properties present or future, and all or any of the uncalled capital for the time being of the company and to purchase, redeem or pay off any such securities.
4. To enter into partnership or arrangement for sharing the profits or joint venture with any person, persons or company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business, as covered by the object clause (A) above.
5. To sell, improve, manage, develop, exchange, mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking property and rights of the Company.
6. To apply for purchase or otherwise acquire any patent trademark, brevested, invention, licences, concessions, protections, rights, privileges, and the like conferring any exclusive or nonexclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisitions of which may seem directly or indirectly use or benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licences, privileges in that respect or otherwise turn to account the property, right of information so acquired and to assist, encourage, and spend money in making experiments, tests, improvements of all invention, patent and right, which the Company may acquire or propose to acquire.
7. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company or the dependants or the connections of such persons; or subject to the provisions of the Companies Act, 1956 to subscribe or grant money for any charitable, national, religious, benevolent, object or fund; or for any purpose which may likely, directly or indirectly, further the main objects of Company or the interest of its members or business subject to provisions of Section 293A of the Companies Act, 1956.
8. To distribute among the members of the Company dividends including bonus shares (including fractional Share Certificates) out of profits, accumulated profits, or funds and resources of the Company in any manner permissible under Law in the winding up.
9. To allot shares in the Company to be considered as fully or partly paid-up in payment or consideration of any service or property of whatever description which the Company may acquire.
10. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company or any other Company; subject to the provisions of Sections 391 to 394 of the Companies Act 1956.
11. To open branches in India and elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press, by circulars and publication of books and periodicals.
12. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
13. To provide for the welfare of employees or ex-employees (including Directors and ex-Directors) of the Company and the spouses and families or the dependants or connections of such persons by building or contributing to the building of dwelling houses or quarters, to grant money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from time to time subscribing or contributing to provident fund, institutions, funds, profits sharing or other schemes, or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit.
14. To undertake, carry out, promote and sponsor rural development including any programme for promoting economic welfare of or the upliftment of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner and divest the ownership of any property of the Company to or in favour of any public or local Body or Authority or State Government or any Public Institution or Trust or fund or organisation or person as the Directors may approve and to establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts and conveniences constituted to benefit employees or ex-employees of the Company or the dependants or the connections of such persons or subject to the provisions of Companies Act 1956 to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund, or for any purpose which may likely, directly or indirectly, further the objects of Company or the interest of its members or business.
15. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any Company or of any Authority central, State, Municipal, local or otherwise, or of any persons whomsoever, whether incorporated or not for the purpose of the business of the Company.
16. To carry on business as producers, dealers, importers, exporters, stockists, agents, brokers, traders, retailers of all kinds of paper and packages, board, sheets, stationery goods, wrappers, tapes, films, sheets, laminates and other packing materials, made of paper, card-board, corrugated sheets, cloth, hessian, timber, teak, ply-wood, metal, plastic, p.v.c or other synthetic, chemical, fibrous or natural products for domestic, household, educational, commercial, industrial, Government or public use.

17. To carry on business as advertisement and publicity agents and contractors in various ways and manners including outdoor and in newspapers, magazines, books, screens, slides, walls, buses, railways, other transport vehicles and public places, audio-visual display and to prepare, advice, manufacture, and construct advertising devices and to publish or advertise the same through any media whatsoever.
18. To carry on business as traders, dealers, wholesalers, retailers, makers, designers, combbers, scourers, spinners, weavers, finishes, dyers and manufacturers of ready-made garments, yarns and fabric of wool, cotton, jute, silk, rayon, nylon, terrylene and other natural, synthetic and / or fibrous substances and / or manufacturers of materials from the waste realised from the above mentioned products either on its own account or on commission and to carry on business as drapers and dealers of furnishing in all its branches as costumers, readymade dress and mantle makers, silk mercers, makers and suppliers of clothing, lingerie and trimmings, of every kind, furies, drapers, haberdashers, milliners, hosiers, glovers, lace makers, feather dressers, felt makers, dealers in and manufacturers of yarns, fabrics and also to manufacture, deal in or process natural starch and other sizing materials, substances of all kinds and compounds and other substances, either basic or intermediate required for the above mentioned product or products.
19. To manufacture, process, buy, sell, distribute the power generated with the aid of machines D.G. Sets, wind mills, solar - panels, water etc. and to establish, own, run, erect, construct, manage, take on lease or otherwise acquire plants, machineries, to produce energy/power, which may run/operate with diesel, gas wind turbines or by any other convenient fuel method or process and to carry on business as producers, generators, transmitters, processors, converters, accumulators, agents and intermediators, negotiators, storers, distributors, buyers and sellers of all kinds of energy, power, electricity through conventional or non conventional sources and processes including power generators by windmill, hydraulic, coal, petrol, magnetic, electronic, solar, garbage & waste and to create infrastructural, engineering and servicing facilities of every descriptions including electric transmission towards poles, conductors, switches substations for facilitating above activities.
20. To carry on business as manufacturers, producers, importers, exporters, buyers, sellers, distributors, stockists, agents and brokers, of lime, lime-stone, coke, charcoal, petroleum-coke, copper, iron ore, bauxite, kyanite, fire clay, china clay, salt, sodium chloride, calcium phosphate, nickel, beryllium, uranium, zinc, lead, asbestos, tin, mercury, silicon, sulphur, graphite, brass, silica sand, bentonite, quartz, dextrine, magnesite, dolomite; ferro alloys, corundum, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topax, garnet, emerald, pearl and other precious, semi precious, or commercial minerals, stones, and marble and to act as metal foundries, manufacturers, agents, and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, ingots, billets, circles, parts, coils, utensils, ornaments, decorative and art materials, and jewellery made wholly or partly from any one or more of the metals and materials, mentioned herein oil including motor part, diesel, furnace oil, motor oil, lubricating oil, kerosene, petrol, other petroleum product, LPG gas, crude oil etc.
21. To carry on business as an investment company to undertake and transact trust and agency investment, financial business, financiers and for that purpose to land or invest money and negotiate loans, in and form or manner to draw, accept, endorse, discount, buy, sell, and deal in bills of exchange, hundies, promissory notes and other negotiable instruments, to undertake the work of factoring of bills and other commercial papers and securities and also to issue on commission, to subscribe for, take, acquire and hold, sell and exchange and deal in share stocks, bonds, or debentures, or securities of any government or Public Authority or Company, gold and silver and bullion and to form, promote, subsidise and assist companies, syndicates and partnerships to promote and finance industrial enterprises and also to give any guarantees for payment of money or performance of any obligation or undertaking, with or without any interest or security to give advances, loans and subsidise to the capital of industrial undertakings, and to undertake any business, transaction or operation commonly carried on or undertaken by capitalists, promoters, guarantees, financiers and to receive money on deposit or loans upon such terms and conditions as the company may approve.
22. To carry on business as repairers, assemblers or hirers, agents, importers, exporters, dealers, traders, stockists, brokers, buyers, sellers, of plants, machinery, engineering goods, spare parts, accessories, equipments, machine tools, apparatus, components, parts, fittings, implements, accessories, required by workshops, transporters, railways, or for agricultural, plantations, handling, excavation, domestic, fabrication or irrigation purposes and to acquire, construct, hire, decorate, maintain or own land, workshops, factories, shops, show rooms, office, rights or agencies required for or in connection with any such business.
23. To carry on business as advisers and / or consultants on matters and problems relating to the import, export, industries, administration, management, organisation, accountancy, costing, financial, marketing, commercial or economic activities, labour, statistical organisation, methods, quality control and data processing, technical "know-how" operation, manufacture, production, storage, distribution, sale and purchase of goods, property and other activities of an in relation to any business, trade, commerce, industry, mine, agriculture, housing or real estate and upon the means, methods and procedure for the establishment, construction, development, improvement and expansion of business, trade, commerce, industry, agriculture, buildings, real estates, plant or machineries and all systems, methods, techniques, processes, principles in relation to the foregoing and to carry on business of rendering services on any one or more of aforesaid matters to any person, firm, company, trust, association institution, society, body corporate, government or government department, public or local authority or any other organisation whatsoever, to act as in intermediaries in the introduction of collaborators, sellers, purchasers, printers, tenants, agents, consumers and employees.
24. To own, purchase, or exchange or otherwise acquire any estate, land, tea garden, orchards, groves, plantations, and farms and to carry on business as cultivators, growers, producers, planters, buyers, sellers, dealers, importers, exporters, agents, brokers, traders or stockists of tea, coffee, cocoa, cinchona, rubber, bamboo, timber, fruits vegetables, cocoanut, spices, cardamom, jute, hemp, cotton, sugarcane, linseed, oil-seeds, wheat and other grains, and any kind of horticulture, agricultural, food or beverage product or products.

25. To act as consultants and to advise and assist on all aspects of corporate, commercial and industrial management or activity including personal advertising & public relations, public welfare, marketing, taxation, technology, insurance, purchasing, sales, quality control, computer applications, software, productivity, planning, research and development, organisation, import and export business, and management and to make evaluations, feasibility studies, project report, forecasts and surveys, market research, pre-investment studies, to act as financial consultants, underwriters and merchants bankers, subject to prior approval of SEBI managers advisers and concealers in investment and capital market, to act as managers to issue, registrars to issue, transfer agents, brokers and to give export advice and suggest ways and means for improving efficiency in mines, traders, plantations business organisations registered or co-operative societies, partnership or proprietary concerns and industries of all kinds in India and elsewhere in the world and improvement of business management, office organisation and export management to supply and to provide, maintain and operate services, facilities, conveniences, bureau and the like for the benefit to any company to recruit and / or advice on the recruitment of staff, for any company.
26. To carry on business as manufacturers, producers, converters, processors, founders, moulders, casters, forgers, makers, fabricators, formers, extruders, reconditioners, machinists, finishers, exporters, importers, traders, dealers, distributors, stockists, buyers, sellers, agents, or merchants in all kinds of pipes, tubes, including conduct pipes, lancing tubes, stay tubes, hydraulic tubes, steel pressure tubes, super heater tubes, heat exchanger tubes, RCC spun pipes, Hume pipes, Oxygen lancing pipes, steel tubular poles, fittings, including valves, corks, flanges, couplings, clamps, elbows, tees, reducers, union, sockets, bends, nipple of ERW, black G.I., mild steel, carbon steel, stainless steel, seamless, boiler, galvanised of all ferrous and non-ferrous materials, iron, steel, malleable, brass, copper, aluminium, bronze, lead, stainless steel, cast iron, sponge iron, sponge iron, S.G. iron, carbon steel, mild steel, P.V.C., plastic, allied chemical, compound, asbestos, cement, gas, water, oil, precision, electric, sanitary, structure, mechanic, furniture, pneumatic, transformer through electric resistance welding process, extrusion process, foreign process, welding type of any other process.
27. To manufacture, repair, convert alter export and import buy, sell or deal in all sorts of automatic control thermal hydraulic magnetic and tools appliances apparatus dies, relays, agricultural industrial and scientific instruments appliances and apparatus and electrical parts and accessories thereof."

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

The Board of Directors at their meeting held on 21st October, 2011, has decided to change the Object Clause of the Company in a manner to highlight the infrastructural activity as the core business activity of the Company. The decision has been taken by the Board in accordance with an overall business reorganization plan wherein the Heavy Engineering & Steel Foundry Divisions of the Company had been demerged to Texmaco Rail & Engineering Ltd under a Scheme of Arrangement approved by the Hon'ble High Court, Calcutta vide its Order dated 06.09.2010. The Board perceives that focusing infrastructural activity and promoting new ventures shall take the business of the Company to highest level of growth and development.

The alteration in the Object Clause as embodied in the Notice shall not in any case prejudice the interest of its creditors, suppliers, consumers or the shareholders.

As per section 17 of the Companies Act, 1956 the Object Clause of the Memorandum of Association can be altered on the authority of the special resolution passed by the Company and therefore, it is necessary to seek your consent by way of special resolution to give effect to such provision. Your Board recommends passing the above resolution.

Draft amended copy of the Memorandum of Association is available for inspection by the Members of the Company at its Registered Office between 10 a.m. to 1 p.m. on any working day of the Company till the completion of postal ballot process.

None of the Directors of the Company is interested / concerned in the resolution.

Registered Office :
Belgharia,
Kolkata – 700 056
Dated : 21st October, 2011

By Order of the Board
TEXMACO LIMITED

Amit Dhanuka
Secretary



TEXMACO LIMITED

Regd. Office : Belgharia, Kolkata-700 056

POSTAL BALLOT FORM

Enclosure 2 :

Sl No.

1	Name(s) and Registered Address(s) of Member(s) (in block letters) (including joint holders, if any)	
2	Name and Registered address of the sole/first named shareholder (in case of joint shareholding)	
3	Registered folio No./DP & Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4	Number of shares held	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the businesses stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	Type of Resolution	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Alteration of the Object Clause of the Memorandum of Association as embodied in the Postal Ballot Notice dated 21st October, 2011.	Special			

Place :

Date :

(Signature of the shareholder)

INSTRUCTIONS

1	A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2	The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3	This 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 absence, by the next named shareholder.
4	Incomplete, improperly or incorrectly tick marked Postal Ballot Form will be rejected.
5	Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal ballot form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6	A shareholder shall not exercise the right of voting by postal ballot by a Proxy.
7	Duly completed Postal Ballot Form should reach the company not later than the close of working hours on Wednesday, 30th November, 2011. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
8	A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 7 above.
9	Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date i.e. Friday, 21st October, 2011.
10	Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.