



DPSC Limited

Notice to Members

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of DPSC Limited will be held at the Registered Office of the Company at Plot X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata -700 091 on Monday, the 5th day of December, 2011 at 11.00 a.m. to transact the following business:

SPECIAL BUSINESS:

1. INCREASE OF AUTHORISED SHARE CAPITAL AND ALTERATION OF CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or enactments thereof, for the time being in force), the Authorised Share Capital of the Company be increased from the existing amount of Rs.5,00,00,000/- (Rupees Five Crore) divided into 16,000 ‘A’ Preference Shares of Rs. 100 each, 12,000 ‘B’ Preference Shares of Rs. 100 each and 47,20,000 Equity Shares of Rs. 10 each to Rs.100,00,00,000/- (Rupees One Hundred Crore) by creation of further 9,50,00,000 (Nine Crore Fifty Lac) Equity shares of Rs. 10/- each, and consequently the existing Clause 5 of the Memorandum of Association of the Company be amended by substituting the following in place of the existing clause 5:

“5. *The Authorised Share Capital of the Company is Rs. 100,00,00,000 (Rupees One Hundred Crore) currently divided into 16,000 (Sixteen Thousand) ‘A’ Preference Shares of Rs. 100 (Rupees One Hundred only) each, 12,000 (Twelve Thousand) ‘B’ Preference Shares of Rs. 100 (Rupees One Hundred only) each and 9,97,20,000 (Nine Crore Ninety Seven Lacs Twenty Thousand) Equity Shares of Rs. 10 (Rupees Ten only) each, with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach there to respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.*”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the company (which expression shall include any committee thereof) be and is hereby authorised to take such steps and action and give such directions as may be deemed necessary and to settle any question that may arise in this regard.”

2. CONSEQUENTIAL ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TO REFLECT INCREASED AUTHORISED SHARE CAPITAL

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 31 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) the existing Article 4 (i) of the Articles of Association of the Company be altered by substituting the following in place of the existing Article 4 (i):-

“4 (i) **The Authorised Share Capital of the Company is** Rs. 100,00,00,000 (Rupees One Hundred Crores) divided into 16,000 (Sixteen Thousand) ‘A’ Preference Shares of Rs. 100 (Rupees One Hundred Only) each, 12,000 (Twelve Thousand) ‘B’ Preference Shares of Rs. 100 (Rupees One Hundred Only) each and 9,97,20,000 (Nine Crore Ninety Seven Lacs Twenty Thousand) Equity Shares of Rs. 10 (Rupees Ten Only) each”.

3. ISSUE OF BONUS SHARES

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**

“RESOLVED

- (a) That pursuant to the applicable provisions of the Companies Act, 1956, or any amendment or re-enactment thereof and the provisions of the Articles of Association of the Company and recommendation of the Board of Directors, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, consent of the members be and is hereby accorded to the Board of Directors of the Company (**‘the Board’**, which term shall be deemed to include any Committee thereof) for capitalization of a sum not exceeding Rs. 93,14,50,960/- out of the sum standing to the credit of the general reserves, share premium and profit and loss account of the Company as on 31st March 2011, for the purpose of issuance of Bonus Shares (credited as fully paid up) in the ratio of 22 (Twenty Two) equity shares of Rs. 10/- (Rupees Ten) each for every 1 (One) fully paid-up Equity Share of Rs. 10/- (Rupees Ten) each, held by the Company’s Members whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the ‘Record Date’ to be determined by the Board for the purpose.
- (b) that the Bonus Shares so allotted shall rank *pari passu* in all respects including dividend with the existing equity shares of the Company;
- (c) that the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;
- (d) that no letter of allotment shall be issued in respect of the Bonus Shares and unless otherwise requested to by the members with a notice to the Company in writing, in the case of Members who hold Equity Shares (or opt to receive the Bonus Shares) in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;
- (e) that subject to the provisions of Section 75 of the Companies Act, 1956, any Director or Company Secretary of the Company be and is hereby authorized to file the return of allotment and such other forms electronically with the Registrar of Companies, West Bengal;
- (f) that the Board be and is hereby authorised to take all necessary steps for listing of bonus shares so allotted on the stock exchanges where the securities of the Company are listed and also approach the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and make necessary arrangements for the purpose of admission of 9,31,45,096 Equity shares of the Company, so allotted, in the NSDL and CDSL system and that Mr. Saikat Bardhan, Company Secretary of the Company be and is hereby authorized to sign the necessary documents in this regard and take all necessary steps as may be required for the purpose;

- (g) that any 2 (two) directors (including the Managing Director, if any) of the Company and the Company Secretary be and are hereby authorized to execute the share certificates representing the bonus shares issued in physical form to be issued to the members of the Company pursuant to the provisions of this resolution; and to apply the common seal of the company in such share certificates; and
- (h) that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts/ deeds, matters and things and give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

4. SUB-DIVISION IN FACE VALUE OF EQUITY SHARES OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following resolution as **an Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and the provisions of Article 54 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, consent of the members be and is hereby accorded to sub-division of each equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each comprised in the present authorised, issued and paid up equity share capital of the Company, into 10 (Ten) equity shares having face value of Re. 1/- (Rupee One only) each. ”

“RESOLVED FURTHER THAT upon the sub-division of the equity shares as aforesaid, the existing share certificates in relation to the existing equity shares of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date to be determined by the Board of Directors (**‘the Board’**, which term shall be deemed to include any Committee thereof) and the Board may without requiring the surrender of the existing share certificate(s) from the holders thereof, directly issue and dispatch the new share certificate(s), of the Company in lieu of the existing certificates, reflecting the sub-division as above; and such new certificates shall be issued under the signature of any 2 (two) directors (including the Managing Director, if any) of the Company and the Company Secretary, who shall also be authorized to apply the common seal of the Company on such share certificates and in the case of equity shares held in the dematerialized form, the existing equity shares of Rs. 10 (Rupees Ten only) each held by the members in their respective beneficiary accounts maintained with the Depository Participants shall be deemed to have been automatically cancelled on and from the record date to be determined by the Board, and appropriate number of new equity shares of Re. 1/- (Rupee One only) each shall be credited by the Board in the respective beneficiary accounts of such members reflecting the sub-division as above.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to file the required forms electronically with the Registrar of Companies, West Bengal and to sign and execute such paper(s), document(s), deed(s), instrument(s) as may be necessary with regard to the split of shares as aforesaid and to do all such acts, matters and deeds as may be necessary in this regard.”

“RESOLVED FURTHER THAT the Company be and is hereby authorised to execute all necessary documents with the stock exchanges where the securities of the company are listed and also approach the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and make necessary arrangements for the purpose of admission of the equity shares of the Company, so sub-divided, in the NSDL and CDSL system and that Mr. Saikat Bardhan, Company Secretary of the Company be and is hereby authorized to sign the necessary documents in this regard and take all necessary steps as may be required for the purpose.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts/ deeds, matters and things and give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

5. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY TO REFLECT SUB-DIVISION OF EQUITY SHARES.

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 16 and other applicable provisions of the Companies Act, 1956 and other applicable laws in force, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following as new Clause 5:

“The Authorised Share Capital of the Company is Rs. 100,00,00,000 (Rupees One Hundred Crores) divided into 16,000 (Sixteen Thousand) ‘A’ Preference Shares of Rs. 100/- (Rupees Hundred only) each, 12,000 (Twelve Thousand) ‘B’ Preference Shares of Rs. 100/- (Rupees Hundred only) each and 99,72,00,000 (Ninety Nine Crore and Seventy Two Lac) Equity Shares of Re. 1/- (Rupee One only) each, with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the company (which expression shall include any committee thereof) be and is hereby authorised to take such steps and action and give such directions as may be deemed necessary and to settle any question that may arise in this regard.”

6. AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY TO REFLECT SUB-DIVISION OF EQUITY SHARES.

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 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) if required, existing Article 4 (i) of the Articles of Association of the Company be and is hereby amended as follows:-

“4. (i) **The Authorised Share Capital of the Company is** Rs. 100,00,00,000 (Rupees One Hundred Crores) divided into 16,000 (Sixteen Thousand) ‘A’ Preference Shares of Rs. 100/- (Rupees Hundred only) each, 12,000 (Twelve Thousand) ‘B’ Preference Shares of Rs. 100/- (Rupees Hundred only) each and 99,72,00,000 (Ninety Nine Crore and Seventy Two Lac) Equity Shares of Re. 1/- (Rupee One only) each.’

Registered Office:

Plot X-1, 2&3, Block –EP, Sector –V,
Salt Lake City, Kolkata –700 091.

Dated: 7th November, 2011

**By Order of the Board
DPSC Limited**

Sd/-
Saikat Bardhan,
Secretary.

Notes:

- (a) An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of item Nos. 1 to 6 set out above are annexed hereto.
- (b) **A member entitled to attend and vote at this Extra Ordinary General Meeting is entitled to appoint a proxy to attend the Meeting and vote on a poll on his behalf. A proxy need not to be a member of the Company. Proxies, in order to be effective, must be deposited at the Company’s Registered Office not less than forty-eight hours before the commencement of the Meeting.**
- (c) The Record Date for the purpose of Sub-division of face value of equity shares of the Company and issue of Bonus Shares shall be fixed by the Board and published in Newspapers in due course and will also be intimated to the Stock Exchanges.

- (d) Members holding shares in physical form are requested to notify immediately, change in their address in block letters with PIN CODE to the Registered Office of the Company, quoting their Folio Number. Members holding shares in electronic form are requested to notify their change of address to their respective Depository Participants (DPs) only.
- (e) Shareholders may please note that after proposed split is implemented, the existing share certificates can neither be traded in the market nor can be dematerialized. The new share certificates with face value of Re. 1/- each will be delivered to the shareholders without calling for surrender of the share certificates held by them.
- (f) **Members are informed that pursuant to the Circular issued by the Ministry of Corporate Affairs on "Green Initiatives in Corporate Governance" i.e. service of documents by e-mode instead of Under Posting Certificate [UPC], kindly register your e-mail address with the URL www.cbmsl.com/green.php for sending notice/documents through e-mail, otherwise the same will be served by other modes of service as provided under Section 53 of the Companies Act, 1956.**

Registered Office:

Plot X-1, 2&3, Block –EP, Sector –V,
Salt Lake City, Kolkata –700 091.

Dated: 7th November, 2011

By Order of the Board

DPSC Limited

Sd/-
Saikat Bardhan,
Secretary.

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

Item Nos. 1 & 2:

INCREASE OF AUTHORISED SHARE CAPITAL AND ALTERATION OF CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION AND CONSEQUENTIAL ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY TO REFLECT INCREASED AUTHORISED SHARE CAPITAL.

The Authorised Share Capital of the Company presently stands at Rs. 5,00,00,000/- divided into 16,000 'A' Preference Shares of Rs. 100/- (Rupees Hundred only) each, 12,000 'B' Preference Shares of Rs. 100/- (Rupees Hundred only) each and 47,20,000 Equity Shares of Rs. 10/- (Rupees Ten only) each. With the growing expansion of the Company's business and in view of the proposal to issue bonus shares, it is felt necessary to increase the Authorised Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crore only) to Rs. 100,00,00,000/- (Rupees One Hundred Crore only). The increase of the Authorised Share Capital and alteration of Clause 5 of the Memorandum of Association of the Company requires the approval of the members. Consequent upon the increase in Authorised Share Capital of the Company, the existing Article 4 (i) of the Articles of Association is also proposed to be altered accordingly so as to reflect the increase in authorized share capital.

None of the Directors of the Company are interested in the resolution, except to the extent of their shareholding and the shareholding of their relatives, if any, in the Company.

Your Directors recommend the above resolutions for your approval.

Item No.3:

ISSUE OF BONUS SHARES

The Company has 42,33,868 equity shares of the face value of Rs. 10/each as fully paid up shares representing its paid up share capital.

As recognition of the invaluable support of the stakeholders and the Company's commitment to reward its shareholders for their trust it is proposed to make a bonus issue of 9,31,45,096 equity shares of Rs. 10/ each fully paid up at a proportion of 22 (Twenty Two) bonus equity shares of Rs. 10/- each for every 1 (One) fully paid up equity share of Rs. 10/- each held by the equity shareholders of the company as on such Record Date as may be fixed by the Board and such bonus shares shall rank pari paasu with the existing equity shares.

The proposed issue of Bonus Shares will be made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and shall be subject to such approvals, if required, from the statutory authorities.

None of the Directors of the Company are interested in the resolutions, except to the extent of their shareholding and the shareholding of their relatives, if any, in the Company.

Your Directors recommend the above resolution for your approval.

Item No.4:

SUB-DIVISION IN FACE VALUE OF EQUITY SHARES OF THE COMPANY.

In order to enhance the liquidity in the capital market and to make the shares affordable to small investors, the Board of Directors in their meeting held on 7th November, 2011 have considered it desirable to sub-divide the face value of the equity shares of the Company from the present Rs. 10 (Rupees Ten only) each fully paid-up per equity share into 10 equity shares of Re. 1 (Rupee One only) each fully paid-up.

None of the Directors of the Company are interested in the resolution, except to the extent of their shareholding and the shareholding of their relatives, if any, in the Company.

Your Directors recommend the above resolution for your approval.

Item No (s). 5 & 6

AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY AND AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY TO REFLECT SUB-DIVISION OF THE FACE VALUE OF EQUITY SHARES.

The sub-division as aforesaid would require consequential amendments to the existing Clause 5 of the Memorandum of Association and Article 4(i) of the Articles of Association of the Company as set out in the item no. 5 & 6 of the notice respectively.

The resolution at item no. 5 of the notice seeks approval of the shareholders by an ordinary resolution for change in the capital clause of the Memorandum of Association of the Company pursuant to the proposed sub-division of equity shares. The resolution at item no. 6 seeks approval of the shareholders by a special resolution for the consequential amendment to the Articles of Association of the Company.

The Memorandum and Articles of Association of the Company is available for inspection by the Members of the Company during the Company's office hours on any working day except Saturday and will also be available at the Meeting.

None of the Directors of the Company are interested in the resolution, except to the extent of their shareholding and the shareholding of their relatives, if any, in the Company.

Your Directors recommend the above resolutions for your approval.

Registered Office:

Plot X-1, 2&3, Block-EP, Sector-V,
Salt Lake City, Kolkata -700 091.
Dated: 7th November, 2011

**By Order of the Board
DPSC Limited**

Saikat Bardhan,
Secretary.



DPSC Limited

Regd. Office: Plot X-1, 2&3, Block-EP, Sector-V, Salt Lake City, Kolkata- 700 091.

Extra - Ordinary General Meeting

ADMISSION SLIP

PLEASE COMPLETE THE SLIP
AND HAND IT OVER AT THE
ENTRANCE TO THE MEETING
HALL

I hereby record my presence at the Extra Ordinary GENERAL MEETING of the Company, at the Registered Office: Plot X 1, 2&3, Block- EP, Sector-V, Salt Lake City, Kolkata – 700 091 on 5th day of December, 2011 at 11.00 a.m.

Name of the Shareholders:

Folio/ Client ID No.

No(s) of Shares Held:

Signature of the Shareholder/s

DPSC Limited

Regd. Office: Plot X-1, 2&3, Block-EP, Sector-V, Salt Lake City, Kolkata- 700 091.

PROXY FORM

I/We, ... Of.
.....being a Member/ Members of DPSC
Limited, hereby appoint.....of.....(or failing him
.....of.....or failing
him.....of) as my / our
proxy in my / our absence to attend and vote for me / us and on my / our behalf, at the Extra Ordinary General Meeting
of the Company to be held on the 5th day of December, 2011 at 11.00 a.m. and any adjournment thereof.

As WITNESS my /our hand / hands this day Of 2011.

Signed by the said

Affix one Rupee
Revenue Stamp

* Applicable for members holding shares in dematerialized form.

Folio No.:...../ DP ID No.....and Client ID No.....

Note: The proxy must be deposited at the Registered office of the Company at, Plot X 1, 2&3, Sector -V, Block EP, Salt Lake City, Kolkata 700 091, not less than 48 hours before the time of holding the Meeting.

BOOK POST

If undelivered, please return to :
DPSC Limited
Plot X 1, 2&3, Block - EP
Sector - V, Salt Lake City,
Kolkata - 700 091