



ANUP MALLEABLES LIMITED

Works & Corporate Office : G. T. Road, Kandra, P. O. Bhitia, Govindpur, Dhanbad - 828 109

Tel. : 91 - 6540 - 283002, 283176 • FAX : 91 - 6540 - 283163, 91 - 326 - 2203364

<http://www.anupmalleables.com> • e-mail : sales@anupmalleables.com



ISO : 9001 - 2008

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of M/s **Anup Malleables Limited** will be held on Monday the 5th day of November, 2012 at 11.00 A.M. at the Registered Office of the Company at 20, Biplabi Dinesh Majumdar Sarani, Type - A, 1st Floor, Kolkata - 700053 to transact the following business:

1. Increase in Authorized Capital & Alteration to the Clause V of Memorandum of Association.

"**RESOLVED THAT** pursuant to the provisions of Articles 5(a) and 18 of the Articles of Association and Section 13, 16(1) 94(1)(a) and 97 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) the Clause V of the Memorandum of Association of the Company be and is here by altered by increasing the Authorized Share Capital of the Company from Rs.25,000,000/-(Rupees Two Crore Fifty lacs) to Rs.75,000,000/- (Rupees Seven Crore Fifty lacs) by creation of 5,000,000 (fifty lacs) further equity shares of Rs.10/- each ranking Pari Passu with the existing equity Shares".

"**FURTHER RESOLVED THAT**, the Clause - V of the Memorandum of Association shall be replaced as under:

V. The Authorized Share Capital of the Company is Rs. 75,000,000/- (Rupees Seven Crore Fifty lacs) divided into 7,500,000 (Seventy Five lacs) equity shares of Rs.10/- (Rupees Ten) each with power to increase and decrease the capital of the company and to divide or sub-divide in the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such right, privilege or condition in such manner as may be permitted by Act, or provided by the Articles of the Company for the time being".



ANUP MALLEABLES LIMITED

Works & Corporate Office : G. T. Road, Kandra, P. O. Bhitia, Govindpur, Dhanbad - 828 109
Tel. : 91 - 6540 - 283002, 283176 • FAX : 91 - 6540 - 283163, 91 - 326 - 2203364
<http://www.anupmalleables.com> • e-mail : sales@anupmalleables.com



ISO : 9001 - 2008

2. Change in Articles of Association

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, Articles 5(a) of the Articles of Association shall be substituted with the following Article:

"The Authorised Share Capital of the company shall be the capital as specified in Clause V of the Memorandum of Association, with power to increase and reduce the Share Capital of the company and to divide the shares in the Capital for the time being into several classes as permissible in law 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 Articles of Association of the Company to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided in the Articles of Association."

3. Issue of Bonus Shares

"RESOLVED THAT pursuant to provisions of the Articles 169(1) of the Articles of Association or in accordance with other applicable provisions of the Companies Act, 1956, or any amendment or re-enactment thereof, of the Company, and subject to the Guidelines issued by the Securities and Exchange Board of India (SEBI) and recommendation of the Board of Directors Meeting held on 11th October, 2012, consent of members, be and is hereby accorded for capitalization of Rs. 18,750,000/- (One crore eighty seven lacs and fifty thousand) standing to the credit of the Reserves and Surplus of the Company for the purpose of issue of 18,75,000 (Eighteen lacs seventy five thousand) Bonus Equity Shares of Rs. 10/- (Rupees Ten) each, credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company, 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 this purpose, in the proportion of 5 (five) Bonus Equity Shares of Rs. 10/- (Rupees Ten) each for every 2 (Two) fully



ANUP MALLEABLES LIMITED

Works & Corporate Office : G. T. Road, Kandra, P. O. Bhitia, Govindpur, Dhanbad - 828 109

Tel. : 91 - 6540 - 283002, 283176 • FAX : 91 - 6540 - 283163, 91 - 326 - 2203364

<http://www.anupmalleables.com> • e-mail : sales@anupmalleables.com



ISO : 9001 - 2008

paid-up Equity Shares of Rs.10/- (Rupees Ten) each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member.

FURTHER RESOLVED THAT the Bonus Shares so allotted shall rank *pari passu* in all respects including dividend with the existing equity shares of the Company.

FURTHER RESOLVED 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.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Regulations and other applicable laws.

FURTHER RESOLVED THAT no letter of allotment shall be issued in respect of the Bonus Shares 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 certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, to fix of the record date as per the requirement of the Listing Agreement, to execute all necessary documents with the Stock Exchange and the Depositories, Reserve Bank of India and /or any other relevant statutory



ANUP MALLEABLES LIMITED

Works & Corporate Office : G. T. Road, Kandra, P. O. Bhitia, Govindpur, Dhanbad - 828 109

Tel. : 91 - 6540 - 283002, 283176 • FAX : 91 - 6540 - 283163, 91 - 326 - 2203364

<http://www.anupmalleables.com> • e-mail : sales@anupmalleables.com



ISO : 9001 - 2008

authority, if any, and to settle any question or difficulty that may arise with regard to any other matters connected herewith or incidental hereto"

By order of the Board
For Anup Malleables Limited

Managing Director

Place: Kolkata

Date: 11.10.2012

Notes: 1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Ordinary Resolution set out above is annexed here to.

2. 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 be a member.

3. The instrument appointing a proxy must be deposited with the Company at its Registered Office, not less than 48 hours before the time for holding the Extra Ordinary General Meeting.

4. The notice of the Extra Ordinary General Meeting will be sent to those members whose names appear on the register of members as on 11th October, 2012.

5. Members are requested to:

(a) Notify the change in address if any, with Pin Code numbers immediately to the Company. (in case of shares held in physical mode):

(b) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.

(c) To inform and update their email address for correspondence in electronic mode.



ANUP MALLEABLES LIMITED

Works & Corporate Office : G. T. Road, Kandra, P. O. Bhitia, Govindpur, Dhanbad - 828 109

Tel. : 91 - 6540 - 283002, 283176 • FAX : 91 - 6540 - 283163, 91 - 326 - 2203364

<http://www.anupmalleables.com> • e-mail : sales@anupmalleables.com



ISO : 9001 - 2008

6. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.

7. Corporate members are requested to send a duly certified copy of the board resolution/power of attorney authorizing their representative to attend and vote at the Extra Ordinary General Meeting.

Explanatory Statement pursuant to Section 173(2):

Item 1

The present Authorized Share Capital of the Company is Rs.25,000,000 (Rupees Two Crores Fifty lakhs) comprising of 25,00,000 Equity shares of Rs.10/- each. The Board proposed to capitalize Rs.18,750,000/- out of the total reserves of Rs. 31344079.58 (as on 31st March, 2012) of the Company to issue Bonus shares by way of issuing 18,75,000 equity shares of Rs. 10/- each.

The aforesaid issue of Bonus Shares along with the existing issued equity shares shall exceed the present Authorized Capital.

Further keeping in view of the Capital Requirement in future, the Board recommend to increase the Authorized Capital from Rs. 25,000,000/- (Rupees Two Crores Fifty lacs) to Rs. 75,000,000/- (Rupees Seven Crore Fifty lacs) comprising of 7,500,000 (Seventy five Lacs) Equity Shares of Rs.10/- each by creation of additional 5,000,000 (Fifty Lacs) Equity Shares of Rs.10/- each by amending Clause V of the Memorandum of Association.

Pursuant to Section 16(1) and Section 94 of the Companies Act, 1956, this resolution is being proposed as a special resolution to be passed by the Shareholders of the Company.



ANUP MALLEABLES LIMITED

Works & Corporate Office : G. T. Road, Kandra, P. O. Bhitia, Govindpur, Dhanbad - 828 109
Tel. : 91 - 6540 - 283002, 283176 • FAX : 91 - 6540 - 283163, 91 - 326 - 2203364
<http://www.anupmalleables.com> • e-mail : sales@anupmalleables.com



ISO : 9001 - 2008

None of the Directors are interested or concerned in this resolution.

Item 2

Keeping in view of the proposed bonus issue and future capital requirement the Board proposes to increase the Authorized Capital from Rs. 25,000,000/- (Two crores fifty lacs) to Rs. 75,000,000/- (Seven crores fifty lacs)

Article 5(a) of the Articles of Association specified that the Authorized Capital of the Company is Rs. 25,000,000/- (Two crores fifty lacs) since the proposed Authorized Share Capital will be Rs. 75,000,000/- (Seven crores fifty lacs) the Article 5(a) of the Articles of Association is required to be substituted by the Authorized Share Capital of Rs. 75,000,000/- (Seven crores fifty lacs) in accordance with Clause V of the Memorandum of Association.

The substitution of the Article Clause 5(a) of the Articles of Association will enable the Company to increase its Authorized Capital from time to time by changing in Clause V of Memorandum of Association without changing the Articles of Association.

In terms of provisions of Section 31 of the Companies act, 1956 this resolution is being proposed as a special resolution to be passed by the Shareholders of the Company.

None of the Directors are interested or concerned in this resolution.

Item 3

Over a period of time your Company has accumulated Reserves & Surplus and considering the comfortable position of these Reserves, Board of Directors propose to issue Bonus Equity Shares by capitalization of a sum of Rs. 18,750,000/- (One crore eighty seven lacs and fifty thousand) standing to the credit of the Reserves and Surplus of the Company (out of Rs.31344079.58 as on 31st March, 2012) for the purpose of issue of 18,75,000 (Eighteen lacs seventy five thousand) Bonus Equity Shares of Rs. 10/- (Rupees Ten) each, by way of issue in the proportion of 5 (five) Bonus Equity Shares of Rs. 10/- (Rupees Ten) each for every 2 (Two) fully paid-up Equity Shares of Rs.10/- (Rupees Ten) each. Such Fully Paid-up Bonus Equity Shares shall be distributed to such Members whose names shall appear on its Register of



ANUP MALLEABLES LIMITED

Works & Corporate Office : G. T. Road, Kandra, P. O. Bhitia, Govindpur, Dhanbad - 828 109

Tel. : 91 - 6540 - 283002, 283176 • FAX : 91 - 6540 - 283163, 91 - 326 - 2203364

<http://www.anupmalleables.com> • e-mail : sales@anupmalleables.com



ISO : 9001 - 2008

Members or in the respective beneficiary account with their respective Depository Participants, on the 'Record Date' to be determined by the Board of Directors of your Company for the purpose of issue of Bonus Equity Shares. The Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company.

Directors of your Company may be deemed to be interested in this resolution to the extent of their respective shareholding in the Company, if any.

Your Board of Directors proposes to pass this Resolution as an Ordinary Resolution.

By order of the Board
For Anup Malleables Limited

Place: Kolkata

Date: 11.10.2012

Managing Director