



ANJANI FABRICS LIMITED

Regd. Office: Survey No.170, Pirana Road, Piplej, Ahmedabad-382405, Gujarat.

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra- ordinary General Meeting ("the Meeting") of the Members of **ANJANI FABRICS LIMITED** (the "Company") will be held at the Registered Office of the Company at **Survey No.170, Pirana Road, Piplej, Ahmedabad-382405**, on Tuesday, **15th day of February, 2011** at 11.00 A.M. to transact, with or without modification(s), the following business:

SPECIAL BUSINESS FOR CHANGE OF NAME:

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

"RESOLVED THAT pursuant to Section 21 and in accordance with the guidelines and the provisions of the Companies Act, 1956, the name of the Company be changed from "ANJANI FABRICS LIMITED" to "ANJANI DHAM INDUSTRIES LIMITED" subject to the approval of the Central Government."

"FURTHER RESOLVED THAT pursuant to Section 16 and all other applicable provisions, if any, of the Companies Act, 1956 the Clause No.1 of the Memorandum of Association of the Company be substituted by the following:

1. The Name of the Company is "ANJANI DHAM INDUSTRIES LIMITED."

"FURTHER RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 the name of the Company wherever else appearing in the Memorandum of Association and Articles of Association of the Company shall be read as "ANJANI DHAM INDUSTRIES LIMITED."

"FURTHER RESOLVED THAT **Mr. Radheshyam T. Agarwal**, Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in order to give effect to the aforesaid resolution and to file necessary application, forms and papers with the Registrar of Companies, on behalf of the Company."

SPECIAL BUSINESS FOR APPOINTMENT OF CHAIRMAN AND MANAGING DIRECTOR:

2. 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 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the appointment of **Mr.Purushottam R. Agarwal** as Chairman and Managing Director of the Company for a period of five years with effect from January 01, 2011 on a remuneration as approved by the Remuneration Committee, on the following terms and conditions:

1. He shall be entitled to the following remuneration:
 - (i) Rs.50,000/- (Rupees Fifty Thousand Only) per month.
 - (ii) In addition to the salary he shall be entitled to the perquisites mentioned below:

- (a) Contribution to provident fund, superannuation fund or annuity will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity payable shall not exceed half a month's salary for each completed year of service.
 - (b) Enhancement of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
 - (c) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. However personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Chairman and Managing Director.
2. In the event of absence of and inadequacy of profits in financial year the Chairman and Managing Director shall be entitled to receive the above remuneration as minimum remuneration.
 3. The Company will reimburse to the Chairman and Managing Director such expense as he may incur on behalf of the Company.
 4. The Chairman and Managing Director will be entitled to the unprivileged leave on full pay and allowances as per the rules of the Company not exceeding one month's leave for every eleven months of service.
 5. The Chairman and Managing Director shall not be liable to retire by rotation.
 6. The Chairman and Managing Director shall not be entitled to receive any sitting fee for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary to give effect to the forgoing resolution."

**By order of the Board of Directors
For, ANJANI FABRICS LIMITED**

PLACE: AHMEDABAD

DATE: 12.01.2011

**[RADHESHYAM T. AGARWAL]
DIRECTOR**

Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member of the Company. The proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Memorandum and Articles of Association of the Company is open for inspection of the Members on all working days, except Sundays and Bank holidays from 10.30 a.m. to 12.30 p.m. at the registered office of the Company upto the date of the Extra-ordinary General Meeting of the Company.
3. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays from 10.30 a.m. to 12.30 p.m. upto the date of the Extra-ordinary General Meeting.
4. Members/ Proxies should bring their attendance slip duly filled in for attending the Meeting.

5. The Explanatory Statement/s pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business under Item No.1 & 2 of the accompanying Notice is annexed hereto.

ANNEXURE TO THE NOTICE

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

Item No.1: CHANGE OF NAME:

The Management of the Company has decided to change the name of Company to ANJANI DHAM INDUSTRIES LIMITED and for the same the Company has filed an application in e-Form 1A for availability of said name for change of name and the Company has obtained a letter for availability of name i.e. ANJANI DHAM INDUSTRIES LIMITED from the Registrar of Companies, Gujarat.

It is proposed to Change the name of the Company and to amend the name clause of the Memorandum of Association of the Company to facilitate word Industries for diversification and to enable the Company to enlarge its areas of operations and to represent the Company with the name of Industries.

Accordingly, the Directors recommend the aforesaid resolution for approval of the Members of the Company by way of Special Resolution.

None of the Directors of the Company is concerned or interested in the aforesaid resolution in the Company to the same extent as that of every other members of the Company.

Item No.2: APPOINTMENT OF CHAIRMAN AND MANAGING DIRECTOR:

It is necessary to appoint Mr. Purshottam R. Agarwal as Chairman and Managing Director of the Company to look after day to day activities of the Company and he is having good knowledge and background and has vast experience in the field of textile industry. Therefore, it is necessary in the interest of the Company to appoint him as Chairman and Managing Director of the Company. He has been associated with the Company as a Director of the Company w.e.f. 04.12.2009.

The Board, subject to the approval of the members in their general meeting, appointed Mr. Purshottam R. Agarwal as Chairman and Managing Director of the Company in its board meeting held on 12.01.2011 for a period of five years w.e.f 01.01.2011 at remuneration and on terms and conditions as set out in the resolution and permissible under Schedule XIII of the Companies Act, 1956.

Accordingly, the Directors recommend the aforesaid resolution for approval of the Members of the Company by way of Ordinary Resolution.

None of the Directors, except Mr. Purshottam R. Agarwal and Mr. Radheshyam T. Agarwal and Mr. Anjani R. Agarwal are in any way concerned or interested in the aforesaid resolution.

**By order of the Board of Directors
For, ANJANI FABRICS LIMITED**

**[RADHESHYAM T. AGARWAL]
DIRECTOR**

PLACE: AHMEDABAD

DATE: 12.01.2011