



KAMANWALA HOUSING CONSTRUCTION LIMITED

Regd. Office: 405 / 406, New Udyog Mandir - 2, Mogul Lane, Mahim (W), Mumbai-400 016.

POSTAL BALLOT NOTICE Notice pursuant to Section 192A of the Companies Act, 1956

To:

The Members,

The Directors by their resolution passed on 11th August, 2011 have decided to amend the Object Clause, subject to approval of the Members of the Company, in pursuance to Section 17 of the Companies Act 1956, by deleting the Sub-clauses, 1 and 2 in the Clause III -A of the Memorandum of Association of the Company..

The Board has further resolved to obtain necessary consent by way of a Special Resolution passed through Postal Ballot pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolutions by Postal Ballot) Rules 2001. The proposed Special Resolution and the Explanatory Statement stating all material facts are set out below and a Postal Ballot Form is enclosed for your consideration. The Company has appointed Mr. Upendra Shukla, a Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the Postal Ballot Form and return the same duly completed in all respects in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer, on or before the close of working hours on 28.09.2011 at the Registered Office of the Company.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the result of the voting by postal ballot will be announced at 4.00 p.m. on 03.10.2011 by the Chairman or any one of the Directors of the Company. Members who wish to be present at the time of declaration of results may do so at the above venue at the appointed time.

The Directors propose the following Special Resolution to be passed by Postal Ballots pursuant to the provisions of Section 192A of the Companies Act, 1956:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act 1956, the Object Clause of the Memorandum of Association of the Company be and is hereby amended by deleting the existing Sub-clauses 1 and 2 in the Clause III-A."

"RESOLVED FURTHER THAT Board of Directors of the Company or such other person(s) as may be authorized by the Board be and are hereby severally authorized to file the necessary applications, documents, with inter alia the Registrar of Companies and to do all such acts, deeds, matters and things as may be required and deemed fit or expedient for giving effect to the aforesaid resolution and for the matters connected herewith or incidental hereto."



By Order of the Board of Directors
For Kamanwala Housing Construction Limited
CERTIFIED TRUE COPY
For Kamanwala Housing Construction Ltd.

M.L. GUPTA
(Managing Director)

Place: Mumbai
Date: 11th August, 2011

M. L. Gupta
M. L. Gupta
Vice Chairman & Managing Director

NOTES:

1. An Explanatory Statement pursuant to Section 192(2A) and Section 173(2) of the Companies Act, 1956 setting out all material facts pertaining to the above mentioned resolution is annexed hereto along with a Postal Ballot Form for consideration of Members.
2. As per Section 192A of the Companies Act, 1956 read with Companies (Passing of Special Resolutions by Postal Ballot) Rules, 2001, the resolution as stated in the accompanying Notice is required to be passed with the consent of the Members through postal ballot. You are requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therewith.

3. The Directors by resolution dated 11th August, 2011 have appointed Mr. Upendra Shukla, a Practicing Company Secretary, as a Scrutinizer to receive and scrutinize the completed Postal Ballot Papers received from the Members and for conducting the Postal Ballot voting process in a fair and transparent manner.
4. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy is permitted) duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the closing of working hours (18.00 hours) on 28.09.2011, failing which it will be strictly treated as if no reply has been received from the Member.
5. The Scrutinizer will submit his report to the Company after completion of the scrutiny of the Postal Ballot Forms. The results will be announced at 4.00 P.M. on 03.10.2011 at the Registered Office of the Company by the Chairman or any one of the Directors of the Company and will also be published in newspapers and will be intimated to the Stock Exchange. Members who wish to be present at the time of declaration of results may do so at the above venue at the appointed time.
6. The date of declaration of Postal Ballot results will be taken to be the date of passing of the above mentioned Special Resolution.
7. The Special Resolution mentioned above shall be declared as passed, if the number of votes cast in its favour are not less than three times the number of votes if any, cast against the said Resolution.
8. The Memorandum of Association and Articles of Association of the Company and Calendar of Events filled with the Registrar of Companies, Maharashtra, is open for inspection at the Registered Office of the Company upto the last date of receipt of Postal Ballot Forms by the Scrutinizer.

EXPLANATORY STATEMENT:

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND SECTION 192A(2) OF THE COMPANIES ACT, 1956:

The Company was incorporated with one of the Objects of providing housing finance. Over a period of time, construction and housing development became the main business and housing finance became redundant. As on today, the Company has no housing finance business. The Reserve Bank of India vide its letter dated 11th August, 2011 has directed the Company to delete the Clauses related to housing finance or else get self-registered with the National Housing Bank. As the Company is neither engaged in housing finance business nor intends to enter into financing field in near future, the Board of Directors in its Meeting held on 11th August, 2011 decided to amend the Object Clause by deleting the Sub-clauses 1 and 2 in line with the request of the Reserve Bank of India.

Pursuant to Section 17 of the Companies Act 1956, prior approval of the Members of the Company is required to amend the Object Clause of Memorandum of Association. Further, pursuant to Section 192A read with the Postal Ballot Rules, 2001, the resolution for amending the Object Clause should be passed by Postal Ballots.

Considering the above, the Board of Directors proposes to seek Members' consent by Postal Ballot for proposed amendment of the Object Clause of the Memorandum of Association of the Company.

Your Directors recommend the passing of this Special Resolution.

A copy of the Memorandum of Association and Calendar of Events filed with the Registrar of Companies, Maharashtra, are available for inspection at the Registered Office of the Company upto the last date of receipt of Postal Ballot by the Scrutinizer, i.e., on Wednesday, the 28th September, 2011, except on Sundays and public holidays.

None of the Directors is interested or concerned in the resolution.



CERTIFIED TRUE COPY
For Kamnawala Housing Construction Ltd.

M.L. Gupta

M.L. Gupta
Vice Chairman & Managing Director

By Order of the Board of Directors
Kamnawala Housing Construction Limited

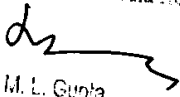
M.L. GUPTA
(Managing Director)

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Postal Ballot should complete this Postal Ballot Form and return it to the Company in the enclosed pre-paid self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier at the expense of the Members, will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company / Depository Participants) by the first named Member and in his absence, by the next named Member.
4. Unsigned / incomplete/defaced/mutilated Postal Ballot Forms will be rejected.
5. Duly completed, envelopes addressed to the Scrutinizer containing the Postal Ballot Form should reach the Company not later than the close of working hours on Wednesday, the 28th September, 2011. All Postal Ballot Forms received after the aforesaid time and date will be treated as if reply / Postal Ballot Forms from such Members have not been received.
6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the date of dispatch of Notice of Postal Ballot.
7. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority giving requisite authority to the person voting on the Postal Ballot Form.
8. Members are requested not to send any other matter along with the Post Ballot Form in the enclosed postage pre-paid self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
10. The right of voting by Postal Ballot shall not be exercised by a proxy
11. Votes of the Members from whom no Postal Ballot Form is received or is received after the stipulated period shall not be counted for the purpose of the passing of the Special Resolutions.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final.



CERTIFIED TRUE COPY
For Kamanwala Housing Construction Ltd.


M. L. Gupta
Vice Chairman & Managing Director



KAMANWALA HOUSING CONSTRUCTION LIMITED

Regd. Office: 405 / 406, New Udyog Mandir - 2, Mogul Lane, Mahim (W), Mumbai-400 016.

POSTAL BALLOT FORM

(To be returned to the Company)

Sr. No. : _____

1. Name and address of Shareholder

2. Name(s) of the Joint Shareholder(s)

3. Registered Folio No./
DPID No./Client ID No. *
(* Applicable to investors holding
shares in Dematerialised form)

4. No. of Shares held

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 11th August, 2011 issued by the Company by sending my / our assent / dissent to the said Special Resolution by placing the tick mark (✓) in the appropriate column below :

Item No.	Description of Resolution	No. of shares	I/We assent to the resolution	I/We dissent to the resolution
	Special Resolution under Section 17 of the Companies Act, 1956 for amendment of the Object Clause of the Memorandum of Association of the Company.			



CERTIFIED TRUE COPY
For Kamanwala Housing Construction Ltd.

ds
M. L. Gupta
Vice Chairman & Managing Director

Place :

Date:

Signature of the Member/Beneficial Owner

Email : _____

Tel No. _____