

## NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of **SQL STAR INTERNATIONAL LIMITED** will be held on Friday, the 30<sup>th</sup> day of September, 2011 at 10.25A.M. at Hotel NKM's Grand, 6-3-563/31/1, Erramanzil, Somajiguda, HYDERABAD- 500 082 to transact the following business:

### ORDINARY BUSINESS:

**1. Adoption of Annual Accounts and Directors' Report for the financial year 2010-11**

To consider and adopt the Balance Sheet as at 31st March 2011, the Profit & Loss Account for the year ended on 31<sup>st</sup> March 2011 along with the annexure and the reports of the Board of Directors and Auditors thereon.

**2. Appointment of Director retiring by rotation**

To appoint a director in place of Mr. Jai Narain Khandelwal who retires by rotation and being eligible, offers himself for re-appointment.

**3. Re-appointment of Auditors**

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

**"RESOLVED THAT** M/s. Maharaj N. R. Suresh & Co., Chartered Accountants, Chennai, FRN No. 001931S, be and are hereby appointed as auditors of the Company for holding the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and remuneration payable for the audit and other service for the period 2011-12 be as under plus out of pocket expenses on actual basis:

1. Statutory audit fee	Rs. 2,50,000/-
2. Limited review	Rs. 12,500/- per quarter.
3. Tax audit	Rs. 30,000/-
4. Tax representation	Rs. 32,500/-
5. Out of Pocket Expenses	Rs. Actual

Certification of consolidated Financial Statements Rs 25,000/-.

TP Report & Certification are to be billed on mutually acceptable basis."

### SPECIAL BUSINESS:

**4. Appointment of Mr. Mahesh Solanki as Director of the Company**

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

"Resolved that Mr. Mahesh Solanki who was appointed as Additional Director of the Company by the Board with effect from 27th January 2011 and who hold office up to this Annual General Meeting as per Section 260 of the Companies Act 1956, and being eligible for appointment and in respect of whom the Company had received a notice from a member pursuant to Section 257 of the said Act in writing proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation"

**5. Appointment of Mr. Mohinesh Jagwani as Director of the Company**

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

"Resolved that Mr. Mohinesh Jagwani who was appointed as Additional Director of the Company by the Board with effect from 27th January 2011 and who hold office up to this Annual General Meeting as per Section 260 of the

## 24<sup>th</sup> Annual Report 2010-11

Companies Act 1956, and being eligible for appointment and in respect of whom the Company had received a notice from a member pursuant to Section 257 of the said Act in writing proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation”

By Order of the Board  
For SQL Star International Limited

Date : 2<sup>nd</sup> September, 2011  
Place: Mumbai

Sunil Gupta  
Co-Chairman & Managing Director

### NOTES:

- 1) The relevant Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956, in respect of the Special Business is annexured hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.
- 3) The Register of Members and Transfer Books of the Company will remain closed from 23.09.2011 to 29.09.2011 (both days inclusive) in connection with the Annual General Meeting.
- 4) All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the registered office of the company on all working days except Saturdays between 10.00 am to 1.00 pm up to the date of the Annual General Meeting.
- 5) Members/Proxy-holders are requested to produce at the entrance, the attached Attendance Slip duly completed and signed, for admission to the meeting hall.
- 6) Members seeking any information with regard to accounts of the company are requested to send their queries to reach at least 10 days before the meeting, to enable the management to keep the information ready.
- 7) Members holding shares in physical form are requested to advise any change of address and all communication relating to shares immediately to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited (Unit: SQL Star International Limited), 17-24, Vital Rao Nagar, Madhapur, Hyderabad – 500081, Andhra Pradesh, India. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participants and not to the Company.
- 8) Members / Proxies are requested to bring their copies of Annual Report to the meeting and the attendance slip duly filled in for attending the meeting. Copies of Annual Reports will not be provided at the Meeting.
- 9) As per Section 109A of the Companies Act, 1956, nomination facility is available to individual shareholders. Shareholders, in particular those holding shares in single name are requested to avail the facility of nomination by furnishing to the Registrars and Transfer Agents (RTA) of the company, the particulars of their nomination in the form enclosed at the end of this report.

By Order of the Board  
For SQL Star International Limited

Date : 2<sup>nd</sup> September, 2011  
Place : Mumbai

Sunil Gupta  
Co-Chairman & Managing Director

**Annexure to Notice**

Brief particulars of Director proposed to be appointed/re-appointed, as required to be furnished under the Listing Agreement, Corporate Governance Code:

Name of Director	Mr. Jai Narain Khandelwal	Mr. Mahesh Solanki	Mr. Mohinesh Jagwani
Date of Birth	31.01.1965	06.08.1968	01.09.1962
Date of Appointment	12.05.2005	27.01.2011	27.01.2011
Qualification	B.Com., FCA	B.Com., M.Com., FCA, Dip.	BE (Mechanical), Post Graduate Dip in Marketing Mgmt
Expertise in specific functional areas	More than 15 years of experience in dealing with various auditing, Taxation, financial matters, tax planning, having good contacts in industry and with strong understanding of financial markets in India.	More than 18 years of experience in dealing with various Financial matters, Audit, Consultancy, Financial / Corporate Restructuring, Mergers & Acquisitions and Merchant Banking, Information Systems Audit and Company Law.	More than 27 years of experience, worked in dealing with M/s. Indian Oil Corp Ltd in various capacities. For the last 17 Years, Mr. Mohinesh is involved in his own business which deals in speciality products related to packaging of products, catering the requirements of customers in Pharma; Health Care; Food & Beverages; Edible Oil; Agro Chemicals and Engineering Industries. Mr. Mohinesh had long association with various German & American companies, who are Leaders in their respective fields. Mr. Mohinesh had extensively travelled within India & Europe.
Directorships held in Other Companies	1. Ni-Tech Corporate Services Limited 2. Systematix Corporate Services Limited	1. Gold Fin Capital Private Limited 2. Systematix Corporate Services Limited	Nil
Committee position held in other Companies	Nil	Nil	Nil
No. of shares held in the Company	Nil	Nil	Nil

## EXPLANATORY STATEMENT

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

**Item # 4:**

Mr. Mahesh Solanki was appointed as Additional Director at the Board Meeting held on 27<sup>th</sup> January, 2011. As per the provisions of section 260 of the Companies Act, 1956, Mr. Mahesh Solanki holds office till the conclusion of ensuring Annual General Meeting.

The Company has received a notice in writing from a member proposing the candidature of Mr. Mahesh Solanki for the office of the Director under the provisions of section 257 of the Companies Act, 1956.

Mr. Mahesh is a qualified Chartered Accountant with more that 18 years of experience in dealing with various Financial matters, Audit, Consultancy, Financial / Corporate Restructuring, Mergers & Acquisitions and Merchant Banking, Information Systems Audit and Company Law. The Board is of the opinion that his association would benefit the Company.

The Board of Directors recommend the resolution for approval of the Shareholders.

None of the Directors of the Company other that Mr. Mahesh Solanki, is in any way concerned or interested in this resolution.

**Item # 5:**

Mr. Mohinesh Jagwani was appointed as Additional Director at the Board Meeting held on 27<sup>th</sup> January, 2011. As per the provisions of section 260 of the Companies Act, 1956, Mr. Mohinesh Jagwani holds office till the conclusion of ensuring Annual General Meeting.

The Company has received a notice in writing from a member proposing the candidature of Mr. Mohinesh Jagwani for the office of the Director under the provisions of section 257 of the Companies Act, 1956.

Mr. Mohinesh is a qualified Mechanical Engineer with more that 27 years of experience, worked in dealing with M/s. Indian Oil Corp Ltd in various capacities. For the last 17 Years, Mr. Mohinesh is involved in his own business which deals in speciality products related to Packaging of products, catering the requirements of customers in Pharma; Health Care; Food & Beverages; Edible Oil; Agro Chemicals and Engineering industries. Mr. Mohinesh had long association with various German & American companies, who are Leaders in their respective fields. Mr. Mohinesh had extensively travelled within India & Europe. The Board is of the opinion that his association would benefit the Company.

The Directors recommend the resolution for approval of the Shareholders.

None of the Directors of the Company other that Mr. Mohinesh Jagwani is in any way concerned or interested in this resolution.