



GAGAN POLYCOT INDIA LIMITED

201 / 202, Gagan Towers, Tilak Road, Malegaon, Nasik – 423203

Dear Shareholder(s),

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956.

In today's increasingly competitive business environment, the activities of the company should be managed economically and efficiently by the Directors and Management of the Company. Since the two Directors and the entire Management of the Company are based in Mumbai, the Board of Directors of the Company considered it desirable to shift the registered office of the company from Nasik to Mumbai. The Board considered that in terms of the provision of section 17A of the Companies Act, 1956, the registered office of the Company may be shifted from the jurisdiction of One ROC to Another ROC within the state by way of approval of the member with special resolution and confirmation of Regional Director. Hence it is desirable to amend suitably the existing Registered Office Clause of the Memorandum of Association of the Company under section 17A of the Companies Act, 1956 by consent of the members by Postal Ballot.

Section 192A of the act provides that a listed Company may get any resolution passed by means of a Postal Ballot instead of transacting the business in the General Meeting of the company. The resolution related to Section 17A of the Companies Act, 1956, requires to be transacted only by Postal Ballot.

The draft Resolutions and the explanatory statement is being sent to you alongwith the Postal Ballot Form for your consideration. The Company has appointed Mr. Martinho Ferrao, a Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Kindly read the instructions printed in the Postal Ballot Form carefully and return the same duly completed, in the attached self addressed postage pre-paid envelope so as to reach the scrutinizer on or before **08th December, 2011**. The scrutinizer will submit his report to the Chairman after the completion of the scrutiny and the results of the Postal Ballot will be announced by the Chairman on **14th December, 2011**, at the Registered office of the Company at 201 / 202, Gagan Towers, Tilak Road, Malegaon, Nasik - 423203 at 3.00 p.m.

RESOLUTION:

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

“RESOLVED THAT pursuant to the provision of section 17 A, 146 (2), 192 A read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of Regional Director, Western Region, Ministry of Corporate Affairs, the consent of the Company be and is hereby accorded for shifting of the registered office of the company from 201 / 202, Gagan Towers, Tilak Road, Malegaon, Nasik - 423203 within the jurisdiction of the Registrar of Companies, Pune to B-107, Bhoomi Darshan, 1st Floor, Mahavir Nagar, Kandivali (West), Mumbai – 400 067 within the jurisdiction of the Registrar of Companies, Mumbai within the state of Maharashtra.”

RESOLVED FURTHER THAT an application be made for the shifting of Registered Office of the Company to the Regional Director / Registrar of Companies Maharashtra at Mumbai and Pune and various other authorities and any one Director of the Company be and is hereby authorized to sign all necessary applications, papers, documents, forms as may be necessary in this regards and to take necessary action for the same.”

RESOLVED FURTHER THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of Regional Director, Western Region, Ministry of Corporate Affairs that the existing Clause II of the Memorandum of Association of the Company be substituted by the following new Clause

II:

II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Mumbai.”

**For and behalf of the Board of Directors
GAGAN POLYCOT INDIA LIMITED**

**Sd/-
Director**