



# ASHOK LEYLAND

## ASHOK LEYLAND LIMITED

Registered Office : No. 1, Sardar Patel Road, Guindy, Chennai - 600 032

### NOTICE TO SHAREHOLDERS

Notice is hereby given that the Sixty Third Annual General Meeting of Ashok Leyland Limited will be held at **The Music Academy Madras, 168 TTK Road, Royapettah, Chennai 600 014** at 2.45 p.m. on Tuesday, July 24, 2012 to transact the following business:

#### Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2012 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend for the year ended March 31, 2012.
3. To appoint a Director in the place of Mr. Shardul S Shroff who retires by rotation under Article 106 of the Articles of Association of the Company and who, being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. A K Das who retires by rotation under Article 106 of the Articles of Association of the Company and who, being eligible, offers himself for re-appointment.
5. To appoint a Director in the place of Mr. F Sahami who retires by rotation under Article 106 of the Articles of Association of the Company and who, being eligible, offers himself for re-appointment.
6. To appoint Auditors and fix their remuneration. In this connection, to consider and if thought fit, to pass the following as an Ordinary Resolution:

“RESOLVED THAT Messrs M.S. Krishnaswami & Rajan (Registration No.01554S), Chartered Accountants, and Messrs Deloitte Haskins & Sells (Registration No.117366W), Chartered Accountants be and are hereby appointed as Auditors of the Company to hold such office until the conclusion of the next Annual General Meeting on a remuneration of Rs.35 lakhs (Rupees thirty five lakhs only) to each of the Auditors, in addition to reimbursement of out-of-pocket expenses incurred.”

#### Special Business

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI Regulations”) and the provisions of the Foreign Exchange Management Act, 1999, and Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”), the stock exchanges where the equity shares of the Company (“Equity Shares”) are listed (“Stock Exchanges”) and any other appropriate authorities, institutions or bodies, as may be applicable in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with each of the Stock Exchanges (“Listing Agreements”), and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, the consent of the shareholders be and is hereby accorded to permit the Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include any Committee thereof, constituted or to be constituted to exercise its powers) in its absolute discretion, to create, offer, issue and allot from time to time, in one or more tranches, in the course of one or more domestic and/or international offerings

in one or more foreign markets or domestic markets to one or more eligible investors, whether or not they are members of the Company or are residents or non-residents of India, including but not limited to Qualified Institutional Buyers (“QIBs”) as defined under the SEBI Regulations through a Qualified Institutions Placement (“QIP”) within the meaning of Chapter VIII of the SEBI Regulations of Equity Shares, non-convertible debt instruments along with warrants and convertible securities other than warrants, or by way of an issuance of Equity Shares or American Depositary Receipts (“ADRs”) or Global Depositary Receipts (“GDRs”) or Foreign Currency Convertible Bonds (“FCCBs”), whether or not to be listed on any stock exchange in India or overseas, to eligible investors including foreign institutions, corporate bodies, mutual funds, banks, insurance companies, pension funds or individuals (including the Promoters or any persons or companies associated with the Promoters), whether Rupee denominated or denominated in any foreign currency (such securities, “Specified Securities”), upto 2,780 lakh Equity Shares face value of Re. 1/- constituting 10.5% of the issued Equity Share capital of the Company at a price to be determined by the Board at the time of issue, but not less than the price calculated in accordance with applicable law, without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations / guidelines in force.

RESOLVED FURTHER THAT in the event of a QIP or issuance of ADRs/GDRs/FCCBs as abovementioned, the relevant date for determining the price of the Specified Securities to be allotted, if any, shall mean, in case of allotment of Equity Shares, the date of the meeting in which the Board or a Committee thereof decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board or a Committee thereof decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as provided under applicable law, or such other time as may be prescribed by applicable law from time to time.

RESOLVED FURTHER THAT in the event of a QIP, in terms of Chapter VIII of the SEBI Regulations, in accordance with Regulation 86(1)(a) of the SEBI Regulations, a minimum of 10% of the Specified Securities shall be allotted to mutual funds and if the mutual funds do not subscribe to the said minimum percentage or part thereof, such minimum portion or part thereof,

may be allotted to other QIBs, and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

RESOLVED FURTHER THAT the issue of Specified Securities shall be subject to the following terms and conditions:

- (i) The Equity Shares that may be issued and allotted directly or on conversion of other convertible or exchangeable securities issued as aforesaid shall rank pari passu with the then existing Equity Shares of the Company in all respects including dividend;
- (ii) The number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion of other convertible securities that may be issued as aforesaid shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring;
- (iii) In the event of a QIP as aforesaid, the allotment of the Specified Securities shall be completed within twelve months of the date of the passing of this resolution under Section 81(1A) of the Companies Act, 1956;
- (iv) In case Specified Securities other than Equity Shares are issued pursuant to a QIP as aforesaid, such securities shall be converted into equity shares within sixty months from the date of allotment; and
- (v) In the event of a QIP as aforesaid, no subsequent QIP shall be made until the expiry of six months from the date of the prior QIP approved by way of this special resolution.

RESOLVED FURTHER THAT such of the Specified Securities as are not subscribed for may be disposed of by the Board in its absolute discretion in such manner as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do such acts, deeds and matters as may be necessary and also to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of the Board or to any Director of the Company or to any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to give effect to this Resolution.”

8. To increase Authorised Share Capital

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

“RESOLVED that the Authorised Share Capital of the Company be increased from Rs.300,00,00,000 (Rupees three hundred crores only) to Rs.400,00,00,000 (Rupees four hundred crores only) divided into 400,00,00,000 Equity Shares of Re.1/- each

RESOLVED FURTHER THAT the Clause V of Memorandum of Association of the Company be and is hereby amended as follows:

“V. The Capital of the Company is Rs.400,00,00,000 (Rupees four hundred crores only) divided into 400,00,00,000 shares of Re.1/- each.”

9. To alter Articles of Association

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution;

“RESOLVED THAT Article 3 of the Articles of Association be and is hereby altered as follows:

**CAPITAL**

3. The Capital of the Company is Rs.400,00,00,000 (Rupees four hundred crores only) divided into 400,00,00,000 shares of Re.1/- each.”

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

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 :

(i) to mortgaging and/or charging by the Board of Directors of the Company, of all the immovable and/or movable properties of the Company, wheresoever situate, present and future and the whole of the undertaking of the Company, together with power to take over the management of the business of the Company only on the occurrence of certain events, to or in favour of all, or any of the Banks / Financial Institutions / Mutual Funds as lenders / trustees for fresh Non-Convertible Debentures / Term Loans / External Commercial Borrowings / Perpetual Bonds upto Rs.1,650 Crores to be contracted during the financial year 2012-13 together with the interest payable on such loans at the respective agreed rates, compound/additional interest,

commitment charges, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to Banks/ Financial Institutions / Mutual Funds as lenders/ trustees in terms of their Loan Agreements / Trust Deed entered into/to be entered into by the Company in respect of the said Non-Convertible Debentures / Term Loans / External Commercial Borrowings / Perpetual Bonds.

(ii) to create a first charge by way of hypothecation and/pledge of the borrower’s current assets, namely stocks and spares not relating to plant and machinery (consumable stores & spares), Bills receivable & Book Debts and all other movables both present and future excluding such movables as may be permitted by banks from time to time, by the Board of Directors of the Company, together with power to take over the management of the business and concern of the Company to be exercised only on the occurrence of certain events, to or in favour of State Bank of India and the Consortium of Banks to secure the repayment of working capital limits of Rs.1,650 Crores together with interests (comprising of Rs.900 Crores in respect of fund based limits and Rs.750 Crores in respect of non-fund based limits) and the Board of Directors of the Company be and are hereby authorized to finalise with State Bank of India and the Consortium of banks for their working capital limits of Rs.1,650 Crores, the documents for creating the aforesaid charge by way of hypothecation and pledge of the borrower’s current assets, namely stocks and spares not relating to plant and machinery (consumable stores & spares), Bills receivable & Book Debts and all other movables (not specifically offered / charged to any other credit facility) both present and future excluding such movables as may be permitted by banks from time to time and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.

RESOLVED FURTHER THAT the actions already initiated by the Board of Directors on this matter be and are hereby ratified/approved.”

By Order of the Board

Registered Office:  
1, Sardar Patel Road  
Guindy, Chennai 600 032  
June 12, 2012

A R Chandrasekharan  
Executive Director &  
Company Secretary

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE SCHEDULED COMMENCEMENT OF THE MEETING.**

Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.

2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item Nos.7 to 10 of the Notice, is furnished below.
3. Members may please bring the Admission Slip duly filled in and hand over the same at the entrance to the Meeting Hall.
4. Members who hold shares in dematerialised form, are requested to quote Depository account number (Client ID No.) for recording of attendance at the meeting.
5. In the case of Members holding shares in demat form, the Bank A/c details furnished for their demat Account will be incorporated in the dividend warrants.
6. The Register of Members and Share Transfer Books of the Company will remain closed from July 14,2012 to July 24,2012 (both days inclusive) for the purpose of determining the Members eligible for Dividend.
7. After the dividend is declared at the Annual General Meeting, the Dividend Warrants will be posted commencing from July 25,2012 and to be completed before July 31,2012. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership, details furnished for this purpose by National Securities Depository Limited and Central Depository Services (India) Limited.
8. Members who desire to have their Bank Account details incorporated in their dividend warrants may please furnish the (i) Share Folio No(s). (ii) Name and Address of Sole/First Shareholder (iii) Bank Account No. (With prefix SB/CA RTGS code etc.) (iv) Name of the Bank and Branch (v) Full address of the Branch with Pin Code. These details may be sent to the Company's Registrar and Transfer Agent, M/s Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, 1, Ramakrishna Street, North Usman

Road, T. Nagar, Chennai 600 017 on or before July 14, 2012.

9. Consequent to the amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividends remaining unclaimed for a period of upto seven years prior is to be transferred to the Investor Education and Protection Fund. Accordingly, the dividend declared for all the financial years ended upto March 31, 2004 has been transferred to Investor Education and Protection Fund. The amount so transferred cannot be claimed either from the Company or from the Fund. Members who have not encashed the dividend warrants for the financial year ended 2004-2005 and/or any subsequent years are requested to write to the Company giving the necessary details.

Details of dividend declared for the financial years from 2004-2005 onwards are given below:

Financial year	Declared on	Dividend	Amount of dividend per share (face value: Re.1/-per share) Rs. P.
2004-2005	26.07.2005	100%	1.00
2005-2006	01.08.2006	120%	1.20
2006-2007	21.03.2007	150% (*)	1.50
2007-2008	30.07.2008	150%	1.50
2008-2009	28.07.2009	100%	1.00
2009-2010	27.07.2010	150%	1.50
2010-2011	19.07.2011	200%	2.00

(\*) Interim Dividend. No final dividend declared.

10. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the Company shall provide/host the required details of unclaimed amounts referred to under Section 205C(2) of the Act on its website and also Ministry of Corporate Affairs(MCA) website in the relevant form every year. For the financial year ended March 31,2011, the above information shall be filed latest by July 31, 2012.
11. Brief notes on the background and the functional expertise of the Directors proposed for re-appointment are furnished below, along with details of companies in which they are Directors and the Board Committees of which they are members:

- i) Mr Shardul S Shroff, B.Com Hons., LLB, aged 56 years, has been a practising lawyer from 1980 with Amarchand & Mangaldas & Suresh A Shroff, one of the leading and large multidisciplinary Law Firms in the country. He has vast experience in the areas of Corporate Advisory, Joint Ventures, Project Finance, Corporate and Structured Finance, Insurance, Telecom, Mergers & Acquisitions, Disinvestments and a large body of corporate advisory work across sectors. He has worked very closely on important economic legislations as a member of several high-powered committees appointed by the Government of India

Details of other Directorships/Committee Memberships held by him:

DIRECTORSHIP	COMMITTEE MEMBERSHIP
<b>DIRECTOR</b>	
Apollo Tyres Ltd.	
Hindustan Media Ventures Ltd.	Audit Committee
Infrastructure Development Finance Co. Ltd.	Audit Committee Risk Committee Compensation Committee
Jindal Power Ltd.	
Jubilant Life Sciences Ltd. (formerly Jubilant Organosys Ltd.)	Corporate Gov. Committee
Visa Power Ltd.	Remuneration Committee
Amarchand Towers Property Holdings P.Ltd.	
Amarchand Mangaldas Properties Pvt. Ltd.	
Baghbaan Properties (P) Ltd.	
DE Shaw India Advisory Services Pvt. Ltd.	
PSNSS Properties Pvt. Ltd.	
First Commercial Services India Pvt. Ltd.	
First Universal Virtual International Arbitration Centre Private Ltd.	
UVAC Centre (India) Private Ltd.	

Mr. Shardul Shroff does not hold any shares in the Company, as per details furnished by him.

- ii) Mr. A K Das, aged 71 years has been associated with the Company as Director from 1994 and is a Member of the Nomination and Compensation Committee. He is a Wholetime Director of Hinduja Group India Limited. He has over 35 years of experience in International Trade and Commerce, including handling of international trade operations for over 10 years.

Details of other Directorships/Committee Memberships held by him:

DIRECTORSHIP	COMMITTEE MEMBERSHIP
<b>CHAIRMAN</b> IndusInd Media & Communications Ltd., Hinduja Realty Ventures Ltd.	Committee of Directors (Chairman) Committee of Directors
<b>WHOLETIME DIRECTOR</b> Hinduja Group India Ltd.	
<b>DIRECTOR</b>	
Ashok Leyland Project Services Ltd.	Audit Committee Remuneration Committee
Ashley Aviation Ltd.	
Ashok Leyland Defence Systems Ltd.	
Grant Investrade Ltd.	
Hinduja Energy (India) Ltd.	Audit Committee Remuneration Committee (Chairman) Allotment Committee
Hinduja Properties Ltd.	
Aasia Enterprises Pvt. Ltd. (formerly Desana Lifestyle Private Ltd.)	
Chemring Aasia Services Pvt. Ltd.	
Hinduja Finance Pvt. Ltd.	
Hinduja Healthcare Pvt. Ltd.	
Serendipity Films Production Co. Pvt. Ltd.	
Siddharth Textiles Pvt. Ltd.	
Skyways Properties Pvt. Ltd.	
The British Metal Corp. (I) Pvt. Ltd.	

USN Networks Pvt. Ltd.	
Vista Travels Pvt. Ltd.	
<b>ALTERNATE DIRECTOR</b>	
Hinduja National Power Corporation Ltd.	

Mr A K Das does not hold any shares in the Company, as per details furnished by him

- iii. Mr F Sahami, aged 75 years, is a Chartered Accountant with wide international audit, accounting and financial management experience, having served in the Middle East, Europe etc., He is presently a Director of Hinduja Automotive Limited, London, the major shareholders of the Company. He has been a Director of the Company from 1988 and is a Member of the Audit Committee.

Details of other Directorships/Committee Memberships held by him:

DIRECTORSHIP	COMMITTEE MEMBERSHIP
<b>DIRECTOR :</b>	
Hinduja Foundries Ltd.	Audit Committee
Finac Services Ltd.	
Hinduja Automotive Ltd. U.K.	

Mr F Sahami does not hold any shares in the Company, as per details furnished by him.

Mr Shardul Shroff, Mr A K Das and Mr F Sahami are interested in their respective re-appointment(s).

None of the aforesaid Directors is related to each other or to any other Director on the Board of the Company. None of the Directors is related to the Promoters of the Company.

12. Corporate Members / FIs / Financial Institutions intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board resolution / such other documents authorizing their representatives to attend and vote at the Annual General Meeting well in advance.

13. The Annual Report 2011-12 of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.ashokleyland.com](http://www.ashokleyland.com) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

#### 14. Nomination Form

Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under section 109A of the Companies Act, 1956 are requested to send the prescribed Form 2B to the Corporate / Registered Office of the Company. The Form 2B for the purpose would be available on demand and can be downloaded from the Company's website.

#### Explanatory Statement

##### ITEM No. 7

The Company has proposed to issue Equity Shares or non-convertible debentures with warrants or any other securities which are convertible or exchangeable for Equity Shares at a later date ("**Specified Securities**") to eligible investors including qualified institutional buyers, Foreign Institutions, Foreign Investors, Non-Residents, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds or other eligible investors whether or not members of the Company (including the Promoters), in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be amended from time to time ("**SEBI Regulations**") or other applicable law.

The Specified Securities shall be issued at a price, being not less than the price calculated in accordance with Chapter VIII of SEBI Regulations or other applicable law, and the 'Relevant Date' in this regard shall be: in case of allotment of Equity Shares, the date of the meeting in which the Board or a Committee thereof, decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board or a Committee thereof decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as provided under Chapter VIII of the SEBI Regulations or such other time as may be prescribed by the SEBI Regulations or other applicable law from time to time, as may be determined by the Board.

The abovementioned offering of Specified Securities is being considered for funding capital expenditure by the Company, long-term working capital requirements, investment in Joint Ventures, Associate Companies (including Overseas Companies), expansion of the existing business, development of infrastructure for future growth and other approved corporate purposes.

The detailed terms and conditions for the abovementioned issue will be determined by the Board or a Committee thereof, in consultation with the advisers, lead managers and such other authority (ies) as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The Board recommends for consent of the shareholders by passing a special resolution pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the listing agreements executed by the Company with the stock exchanges where the Equity Shares of the Company are listed.

The Board believes that the proposed offering is in the interest of the Company and therefore recommends this special resolution for your approval.

Directors Mr. Dheeraj G Hinduja, Mr. R Seshasayee and Dr. V Sumantran may be deemed to be interested in the resolution.

#### **ITEM Nos.8 and 9**

The present Authorised Capital is Rs.300,00,00,000 divided into 300,00,00,000 shares of Re.1/- each. With the proposed issuance of Specified Securities, as may be determined by the Board in its absolute discretion and in accordance with applicable laws, and in order to take care of any eventuality, it is proposed to increase the Authorised Capital to Rs.400,00,00,000 divided into 400,00,00,000 shares. A proposal to this effect is placed before the shareholders for approval as an enabling resolution.

This requires amendment of Capital Clause V of Memorandum of Association and corresponding alteration of Article 3 of Articles of Association with the approval of the shareholders by way of Ordinary/Special resolutions.

None of the Directors is interested in this resolution.

#### **Item No.10**

The Company has plans for raising funds through Non-Convertible Debentures / Term Loans / External Commercial Borrowings / Perpetual Bonds from Banks / Financial Institutions / Mutual Funds as lenders / trustees upto an

amount not exceeding Rs.1,650 Crores during the financial year 2012-13. The above Non-Convertible Debentures / Term Loans / External Commercial Borrowings / Perpetual Bonds to be contracted during the financial year 2012-13 are to be secured by mortgage / charge of the immovable/ movable properties of the Company, present and future. Such mortgaging by the Company of its immovable and movable properties in favour of lenders / trustees, etc. may tantamount to disposal of undertaking, and hence requires a resolution under Section 293(1)(a) of the Companies Act, 1956.

The Company is seeking an increase of Working Capital Limits upto Rs. 1,650 Crores (comprising of Rs.900 Crores in respect of fund based limits and Rs.750 Crores in respect of non-fund based limits) from State Bank of India and its Consortium of Banks. The above Working Capital Limits are to be secured by a first charge by the Board of Directors by way of hypothecation and/pledge of the borrower's current assets, namely stocks and spares not relating to plant and machinery (consumable stores & spares), Bills receivable & Book Debts and all other movables both present and future excluding such movables, as may be permitted by banks from time to time. Such creation of charge by way of hypothecation and pledge of the borrower's current assets, namely stocks and spares not relating to plant and machinery (consumable stores & spares), Bills receivable & Book Debts and all other movables (not specifically offered / charged to any other credit facility) both present and future excluding such movables as may be permitted by banks from time to time, to or in favour of State Bank of India and the Consortium of Banks may tantamount to disposal.

Accordingly, the proposed resolution is placed before the shareholders for their approval. None of the Directors is interested in this resolution.

Registered Office:  
1 Sardar Patel Road  
Guindy, Chennai 600 032  
June 12, 2012

By Order of the Board  
A R Chandrasekharan  
Executive Director &  
Company Secretary

### **Green Initiative**

Attention is invited to the Green Initiative initiated by the Ministry of Corporate Affairs and the Company's efforts in implementing the same for the benefit of the shareholders.

In this connection, the Company has sent communication to the shareholders seeking their consent for sending the Annual Report and other communication from the Company by using electronic mode.

We are thankful to such of the shareholders who have accepted receiving the Annual Report through e-mail and would request other shareholders to give their consent at the earliest to enable the Company to implement and make the initiative a success.

In this connection the shareholders holding shares in demat form may please inform their e-mail IDs to their concerned Depository Participants (DPs) and shareholders holding shares in physical form may provide their e-mail id to the Company's Registrars at the following e-mail id/ address or hand it over at the AGM Venue, quoting their folio reference:-

corpserv@integratedindia.in

M/s Integrated Enterprises (India) Limited  
2nd Floor, 'Kences Towers'  
No.1 Ramakrishna Street  
North Usman Road  
T.Nagar  
Chennai 600 017