



## Orient Paper and Industries Limited

Registered office: Unit – VIII, Plot No. 7, Bhoinagar, Bhubaneswar – 751 012 (Orissa)

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# NOTICE

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### TO THE SHAREHOLDERS

NOTICE is hereby given that the Annual General Meeting of the Shareholders of ORIENT PAPER & INDUSTRIES LTD., will be held on Thursday, the 3rd September, 2009 at 12.30 p.m. at UNIT-VIII, PLOT NO.7, BHOINAGAR, BHUBANESWAR-751012 (ORISSA) to transact the following business:

1. To consider and adopt the Audited Accounts of the Company for the year ended 31st March 2009, together with the Report of the Directors thereon.
2. To declare dividend on Preference and Equity shares.
3. To elect Directors in place of those retiring by rotation.
4. To appoint Auditors for the current year and to fix their remuneration and in this connection, to consider and, if thought fit, to pass with or without modification, the following resolution.

“Resolved that M/s. S.R. Batliboi & Company, Chartered Accountants of 22, Camac Street, Block “C”, 3rd floor, Kolkata-700016 be and are hereby appointed as Auditors of the Company until the conclusion of the next Annual General Meeting on a remuneration of Rs. 40,00,000/- (Rupees forty lacs only) exclusive of travelling, boarding and lodging expenses at the Company’s Factories, Forest Centres and other places outside Kolkata which shall also be borne by the Company and that the said remuneration be paid to them in four equal quarterly instalments”.

#### Special Business

5. To consider and, if thought fit, to pass with or without modification, the following resolutions

#### As Ordinary Resolution:

“Resolved that consent of the Company be and is hereby accorded pursuant to the provisions of Section 293(1)(a)

and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company for mortgaging and/or charging, on such terms and conditions and at such time or times and in such form or manner, as it may think fit, the whole or substantially the whole of the Company’s any one or more of the undertaking or all the undertakings, including the present and/or future properties, whether movable or immovable comprised in any existing or new undertakings of the Company, as the case may be, together with the power to take over the management of the business and concern of the said undertaking(s) of the company in certain events, in favour of DBS Bank Ltd., to secure External Commercial Borrowings (ECB) for an aggregate amount of US\$ 20 million together with the interest at the agreed rate, additional interest, liquidated damages, commitment charges, cost, charges, expenses, and all other moneys payable to DBS Bank Ltd., in terms of Agreement(s) Hypothecation agreement(s) Letter(s) of Sanction, Memorandum of terms and conditions entered into or to be entered into in respect of the said ECB, such security to rank pari passu and subservient with mortgages and/or charges already created and/or to be created in future by the Company or in such manner as agreed to between the concerned parties and as may be thought expedient by the Board of Directors of the Company.”

“Resolved further that the Board of Directors of the company be and is hereby authorised to finalise with DBS Bank Ltd. the manner and methods of the documentation for creating aforesaid mortgages and/or charges and for reserving the aforesaid right and do all such acts and things as may be necessary for giving effect to the above resolutions.”

#### 6. As Special Resolution

“RESOLVED THAT subject to the sanction of the Board for Industrial and Financial Reconstruction (BIFR) under the

provision of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), the draft Scheme providing for Amalgamation of Air Conditioning Corporation Limited (ACCL) with the Company, i.e Orient Paper & Industries Limited (OPIL), as laid before the meeting and initialled by the Chairman for the purpose of identification, be and the same is hereby approved and the Board of Directors of OPIL be and is hereby authorised to accept such alterations and modifications in the said Scheme as may be stipulated or required by BIFR or any such concerned authority, Operating Agency, State or Central Government authorities, creditors of ACCL or other concerned persons if any, while sanctioning or participating in the said Scheme of Amalgamation and/or granting such approvals, if any required in connection therewith, which the Board

of Directors of OPIL may deem fit and in the interest of OPIL to do such acts, deed and things as may be necessary to give effect to the said Scheme of Amalgamation”.

**By order of the Board**

For **ORIENT PAPER & INDUSTRIES LTD.**

**P.K. Sonthalia**

*President (Finance) & CFO*

Kolkata, the 25th July, 2009

**Regd. Office:**

Unit: VIII, Plot No.7, Bhoinagar  
Bhubaneswar-751012 (Orissa)

## 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 the proxy need not be a member of the Company.
2. The Share Transfer Books and the Register of Members of the Company will remain closed from 26th August to 3rd September, 2009 (both days inclusive) for the purpose of payment of dividend on preference and equity shares.
3. Subject to the provisions of Section 206A of the Companies Act, 1956 dividend on Preference and Equity Shares as recommended by the Board of Directors if declared at the meeting will be payable to the holders of Preference and Equity Shares on or after 3rd September, 2009 to those holders of Preference and Equity Shares whose names appear on the Register of Members as on 26th August, 2009.
4. Shri Amitabha Ghosh, a Director of the Company, retires by rotation and is eligible for re-election.  
  
Shri D.N. Patodia, a Director of the Company retires by rotation and is eligible for re-election. However, Mr. Patodia has expressed his desire not to be re-elected.
5. The instruments of Share transfer complete in all respects should be sent to the Company's Registrar and Transfer Agents M/s. MCS Ltd., 77/2A, Hazra Road, Kolkata-700029, well in advance, so as to reach them prior to the Book closure dates, shares under any defective transfer

(unless defect is removed prior to Book closure dates) and/or instruments of transfer received after the said dates will not be considered for payment of dividend.

6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to MCS Limited, Share transfer agents of the Company for their doing the needful.
7. Members are requested to notify change in address, if any, immediately to MCS Ltd, Share Transfer Agents of the Company, quoting their folio number.
8. In view of the amended provisions of Section 205A of the Companies Act, 1956, the unclaimed Dividends for the Financial Years 2006-07 and 2007-08 will be transferred to the Investor Education and Protection Fund established by the Central Government in accordance with Section 205C of the Companies Act, 1956 if the same is not claimed within a period of seven years by the Shareholders.  
  
Shareholders who have not received and/or claimed the Interim as well as Final Dividends for the years 2006-07 and 2007-08 are requested to claim the same from the Company at the earliest.
9. Pursuant to the recommendation of the SEBI Committee on Corporate Governance for reappointment of the retiring Directors, the relevant details of the concerned Directors are given in the Report on Corporate Governance forming a part of the Annual Report.

## Explanatory Statement (As required by Section 173 of the Companies Act, 1956)

### Resolution No. 5

The Committee of Directors of the Company at its meeting held on 19-02-2009 inter alia decided to borrow for an aggregate amount of US\$ 20 Million from DBS Bank Ltd. as External Commercial Borrowings (ECB).

The aforesaid borrowing has been made in foreign exchange to part finance capital expenditure as the Board may consider expedient, subject to the compliance of the applicable rules and regulations and for ongoing business purposes.

Further the ECB raised by the Company as above, will be secured by the mortgage and/or charge on, both present and future, immovable and movable properties of the Company. Section 293(1) (a) of the Companies Act, 1956 inter alia provides that the Board of Directors of the Company shall not except with the consent of the company in General Meeting, lease or otherwise dispose of the whole or substantially the whole of and/or any one of such undertaking of the company. The relative security document will contain a power to DBS Bank Ltd., (the lender) to take over the management of the undertaking(s) in certain events of defaults.

It is therefore, proposed to obtain your consent before creation of mortgage/charge for the purpose. Hence this resolution.

None of the Directors of the company are concerned or interested in the resolution.

### Resolution No. 6

1. Air Conditioning Corporation Limited (ACCL) is a wholly owned subsidiary of your Company, i.e Orient Paper & Industries Limited (OPIL), having its registered office at 17, Taratolla Road, Kolkata 700 088. ACCL had become a sick Company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 ("SICA") and was referred to the Board for Industrial & Financial Reconstruction (BIFR) accordingly under the said Act. A Scheme granting time to ACCL till March 31, 2013 to make its net worth positive had been sanctioned by an order dated July 12, 2007 passed by BIFR under Section 17(2) of SICA and is under implementation . In the meantime amalgamation of ACCL with OPIL has been proposed under Section 18 of SICA. The resolution under item 6 of the notice seeks approval of the shareholders in general meeting to such Scheme providing for amalgamation of ACCL with OPIL.

### 2. Background of ACCL

- (a) ACCL was incorporated in the year 1930, as engineers and contractors in the field of air conditioning, refrigeration and ventilation. It became a subsidiary of OPIL in the year 1956. ACCL started its manufacturing activities from the year 1930. ACCL has been engaged in manufacturing of air conditioners, water coolers, air pollution control equipments (bag filters), industrial blowers, air washers and cooling towers etcetera for the last several years. But due to acute competition in air conditioning market from the multinational players, high rates of sales tax in West Bengal and majority of its competitors having started their operation from tax free zones the performance of ACCL was badly affected.
- (b) ACCL was earning profit and paying dividends till 1993-94. But the performance of ACCL deteriorated due to the aforesaid factors and recession in both international and domestic market. As a result, production volume of ACCL started declining. ACCL started incurring cash losses from the year 1994-95 and in the financial year ended 31st March, 1996, its accumulated losses exceeded its net worth and accordingly, ACCL made reference to the BIFR in terms of section 15(1) of SICA. The cases were registered as Case No.78/96 and 207/97. Thereafter, ACCL came out of the purview of SICA due to its net worth becoming positive. However, ACCL suffered further losses in the financial year ended 31st March, 1999 and the accumulated losses exceeded its net worth and ACCL made a fresh reference to BIFR under section 15(1) of SICA and was registered as Case No.38/2000.
- (c) ACCL took various measures to revive its performance, including stopping manufacture of loss making products and concentrating on manufacture of viable products, i.e., industrial blowers and air pollution control equipments.
- (d) A Scheme for revival of ACCL was also filed with the BIFR. The same contemplated, inter alia, increased focus on viable products as above and by payment of secured debts.
- (e) The BIFR sanctioned such rehabilitation scheme for ACCL under section 17(2) of SICA vide its order dated 12th July, 2007 as noted above.

(f) ACCL has accordingly been increasing its focus on viable products and cleared all its debts as contemplated under the rehabilitation Scheme. ACCL is equipped with manufacturing and testing facilities. ACCL had Collaboration Agreement with Buffalo Forge Co. of USA in the field of industrial blowers for air handling, ventilation, other industrial application etcetera and to keep abreast with international technology. It has had access to latest technological know-how from Ventilatorenfabrik (Oelde), Germany and DCE Ltd. of UK for blowers and pollution control equipments like bag filters, scrubber and cyclone

etcetera. This has helped ACCL to produce import substitution products. ACCL has already obtained ISO 9001:2000 certification in the month of July, 2008.

(g) The performance of ACCL has since improved significantly. It has made good operating profits consistently in the last two financial years i.e. 2007-2008 and 2008-2009 and its performance in the subsequent period is also satisfactory. The intrinsic value of the business and assets of ACCL are also much greater than its existing liabilities. Some of the key financials of ACCL in the last three years are as under:

<b>Air Conditioning Corporation Limited - Financials</b>			
(Amount in Rs. Lakhs)			
	<b>Financial Year 2006-2007</b>	<b>Financial Year 2007-2008</b>	<b>Financial Year 2008-2009</b>
<b>A. Profit &amp; Loss Account</b>			
Total Income	521.96	682.58	556.40
Expenses	513.10	568.42	483.60
Depreciation	1.06	1.11	1.11
Increase/(Decrease) in Stocks	4.49	(12.01)	7.23
Extra Ordinary Items	0.00	0.00	0.00
Profit before Tax	3.31	125.06	64.46
Provision for Tax	1.00	0.39	0.44
Profit After Tax	2.31	124.67	64.02
<b>B. Balance Sheet</b>			
Share Capital	24.00	24.00	24.00
Reserves & Surplus	-355.07	-233.14	-171.32
Secured Loans	0.00	0.00	0.00
Unsecured Loans	238.19	354.77	320.00
Total	-92.88	145.63	172.68
Fixed Assets	34.30	31.35	28.98
Investments	0.00	0.00	0.00
Current Assets, Loans & Advances	186.13	220.35	204.05
Less Current Liabilities & Provisions	313.31	106.07	60.35
Net Current Assets	-127.18	114.28	143.70
Miscellaneous Expenses	0.00	0.00	0.00
Total	-92.88	145.63	172.68

### 3. Background of OPIL

- (a) OPIL was incorporated in 1936 with a single paper machine and is now a multi-product, multi-location company, that is much more than paper. OPIL is a proud member of one of the premier and most dynamic business houses in India who have promoted and established a large number of industrial undertakings; manufacturing a diverse range of products such as automobiles, earthmoving equipment, engineering products, ball bearings, building materials, chemical plants and software development etcetera.
- (b) OPIL's paper division is one of India's major players in paper with a wide range of writing, printing, industrial and speciality papers. The product range includes diamond touch peacock printing, copier, maplitho, cream wove, wood free printing/ writing and the latest addition of crepe/ soft tissue papers and light weight poster papers.

- (c) In the consumer product range, OPIL is associated with the most successful range of fans (Orient fans) and ensures the best value of money. Orient fans - ceiling, pedestal, table and exhaust command a place of eminence with nearly 25% share of India's total market.
- (d) Another division of OPIL - Orient Cement which has got manufacturing facilities located at Devapur in Adilabad District of Andhra Pradesh and Jalgaon in the District of Maharashtra has a capacity to produce 3.4 MTPA of quality Portland cement.
- (e) In the paper industry, OPIL commands the status of a leader with a vision. In cement, it has earned a solid reputation. In appliances, Orient, has become a household name.
- (f) OPIL is a well established profit making company with consistent track record of good financial performance. Some of the key financials of OPIL in the last three financial years are as under :

Orient Paper & Industries Limited - Financials			
(Amount in Rs. Lakhs)			
	Financial Year 2006-2007	Financial Year 2007-2008	Financial Year 2008-2009
<b>A. Profit &amp; Loss Account</b>			
Total Income	111662.30	131324.92	152598.95
Expenses	88929.14	97117.19	112954.02
Depreciation	2622.17	2707.36	3471.39
Increase/(Decrease) in Stocks	(659.98)	149.98	294.79
Extra Ordinary Items	1168.55	0.00	4865.88
Profit before Tax	19602.42	31350.39	31012.87
Provision for Tax	6534.17	10902.25	11003.47
Profit After Tax	13068.25	20448.14	20009.40
<b>B. Balance Sheet.</b>			
Share Capital	3483.75	2627.15	2027.67
Reserves & Surplus	13915.36	46781.90	63264.54
Secured Loans	25616.34	4380.32	31264.94
Unsecured Loans	6851.98	12150.28	14968.02
Total	49867.43	65939.65	111525.17
Fixed Assets	35133.10	53365.11	104320.37
Investments	1340.14	919.36	921.65
Current Assets, Loans & Advances	34155.97	34207.95	38648.98
Less Current Liabilities & Provisions	21975.93	23093.42	32597.89
Net Current Assets	12180.04	11114.53	6051.09
Miscellaneous Expenses	1214.15	540.65	232.06
Total	49867.43	65939.65	111525.17

#### 4. Rationale for the amalgamation

- (a) As noted aforesaid, the business and financial profile of ACCL has been restructured and ACCL has been consistently making good operating profits. The intrinsic value of the business and assets of ACCL are much greater than its liabilities. The entire Share Capital of ACCL is owned by OPIL. Further, the products being now manufactured by ACCL are similar to the products being manufactured by OPIL in its electricals line of business.
- (b) In the circumstances it is now considered desirable and expedient to amalgamate ACCL with OPIL. Amalgamation of ACCL with OPIL would enable the merged undertakings to earn synergistic operating gains by working together. The worth of the combined undertakings would be greater than the sum of the worth of the two separate undertakings.
- (c) The amalgamation will enable the combined business and activities of ACCL and OPIL to be carried on more conveniently and advantageously with greater economies of scale, pooling and more efficient utilisation of their resources, reduction in overheads and other expenses and improvement in various other operating parameters of the said business. The amalgamation will result in the formation of a larger and stronger Company with a larger asset base having greater capacity for conducting its operations more efficiently and competitively. The amalgamation is proposed accordingly and will have beneficial results for the said Companies, their shareholders, employees and all concerned.

#### 5. Salient features:

The said Scheme providing for amalgamation of ACCL with OPIL is hereinafter referred to as "the Scheme" or "the Scheme of Amalgamation". The salient features thereof are as under :

- (a) Even after amalgamation of ACCL with OPIL the respective companies will continue with their existing line of activities.
- (b) There will be no involvement of capital expenditure for the Scheme since the existing plant and machinery of ACCL are in good working condition.
- (c) The Scheme envisages amalgamation by 'pooling of interest' method as ACCL is the wholly-owned subsidiary of OPIL.
- (d) The transfer date shall be April 1, 2009.

- (e) As ACCL is 100 percent wholly owned subsidiary of OPIL, the management would remain the same after the amalgamation.
- (f) No cost is involved and as such, means of finance would be not relevant in the Scheme.
- (g) The Scheme does not envisage any reliefs /concessions from any body/authority excepting from Central Board of Direct Taxes (CBDT) as under.

#### From CBDT :

Benefit under section 72(A) of the Income Tax Act 1961 for carry forward and set-off unabsorbed business loss (Rs.24.37 lakhs upto 31st March, 2009) and unabsorbed depreciation (Rs.23.21 lakhs upto 31st March, 2009) of ACCL.

- (h) With effect from the Transfer Date, the entire Undertaking of ACCL, including all properties, assets, rights and powers and all debts, liabilities, duties and obligations of ACCL shall, without any further act or deed, be deemed to have been transferred to and vested in OPIL pursuant to an order to that effect of the BIFR for all the estate and interest of ACCL but subject nevertheless to all charges, if any, affecting the same or any part thereof and as on the Transfer Date ACCL shall be deemed to have been amalgamated with OPIL.
- (i) The Scheme is conditional upon and subject to requisite statutory approvals and sanctions being accorded thereto, including
  - i. Approval of the Scheme by special resolution of the members of OPIL; and
  - ii. Sanction of the Scheme by the BIFR.

Accordingly, the amalgamation of ACCL with OPIL although operative from the Transfer Date, shall become effective on the Effective Date, being the date or last of the dates on which all the aforesaid requisite approvals and sanctions are accorded thereto. However, the Effective Date for the purpose of the Income-tax Act, 1961 shall be 31st March, 2009.

- (j) All permanent employees of ACCL, who are in the employment of ACCL on the Effective Date in terms of the Scheme shall, as from such date, become the employees of OPIL, on the basis that, the services have not been interrupted by the vesting of the undertaking of ACCL in OPIL, under the Scheme and that the terms and conditions of service, applicable to such employees on the Effective Date will not in any way be less favourable to them, than those applicable to them

immediately before the Transfer Date. On such basis, the Provident Funds, Gratuity Funds, Superannuation Fund or any other Fund or Funds created or existing for the benefit of the employees, as applicable, of ACCL shall be continued by OPIL and OPIL shall stand substituted for ACCL for all purposes whatsoever, including in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof to the end and intent that all rights, duties, powers and obligations of ACCL in relation to such Fund or Funds shall become those of OPIL.

- (k) All proceedings, if any, pending by or against ACCL, all contracts, obligations, actions, rights and claims by or against ACCL will be transferred to ACCL and will be enforceable by or against OPIL.
- (l) Upon the Scheme becoming effective, all Equity Shares issued by ACCL and held by OPIL and its nominees shall stand cancelled and in lieu thereof no allotment of any shares in OPIL shall be made to any person whatsoever.
- (m) Upon the Scheme being sanctioned ACCL shall be dissolved without winding up on the Effective Date.
- (n) All reserves of ACCL as at Transfer Date shall be deemed to have been transferred to OPIL.
- (o) The transfer and vesting of the property and liabilities and the continuance of the proceedings by ACCL, shall not affect any transactions or proceedings, already concluded by ACCL, in the ordinary course of business.
- (p) With effect from the Transfer Date and till the Effective Date :
- (i) ACCL shall stand possessed of the assets and liabilities (as defined at 2.a above) for and on account of, and in trust, for OPIL;
- (ii) ACCL shall not, without the written concurrence of BIFR and OPIL alienate, charge, encumber or alienate any of its property except in the ordinary course of business.
- (iii) ACCL shall carry on and be deemed to have carried on all its business for and on account of and in trust for OPIL.
- (iv) ACCL shall carry on its business with utmost prudence.
- (v) All profits or income accruing or arising to ACCL or expenditure or losses arising or incurred by ACCL including accumulated losses shall for all purposes be deemed to have accrued as the

profits or income or expenditure or losses, as the case may be, of OPIL.

- (q) All costs, charges and expenses of ACCL and OPIL, in relation to or in connection with the negotiation or leading upto the Scheme or carrying out and completing the terms/provisions of the Scheme and/or incidental to the completion of the amalgamation of ACCL, in pursuance of the Scheme, shall be borne and paid by OPIL.
- (r) For the purpose of giving effect to the Scheme, the Board of Directors of OPIL is authorised to give such directions, as may be necessary or desirable and to settle, as they may deem fit, any questions, doubts or difficulty, that may arise, in connection with or in the working of the Scheme, and to do all acts, deeds and thing necessary for carrying into effect the Scheme.
6. The Board of Directors of ACCL and OPIL have at their respective meetings by resolutions passed unanimously, approved the Amalgamation of ACCL with OPIL.
7. There are no proceedings pending under Sections 235 to 251 of the Companies Act, 1956 against ACCL or OPIL.
8. The aggregate assets of ACCL and OPIL are more than sufficient to meet all their liabilities and the said Scheme will not adversely affect the rights of any of the creditors of ACCL and OPIL in any manner whatsoever and due provisions have been made for payment of all liabilities as and when the same fall due in usual course. OPIL will continue to have a high positive net-worth after the amalgamation. The projected post-merger balance sheet of OPIL as on April 1, 2009 is as under:-

(In Rs. Lakhs)	
<b>Liabilities</b>	
Share Capital	2027.67
Reserves & Surplus	63264.54
Secured Loans	31264.94
Unsecured Loans	14968.02
<b>Total</b>	<b>111525.17</b>
<b>Assets</b>	
Fixed Assets	104320.37
Investments	921.65
Current Assets, Loans & Advances	38648.98
Less Current Liabilities & Provisions	32597.89
<b>Net Current Assets</b>	<b>6051.09</b>
Miscellaneous Expenses	232.06
<b>Total</b>	<b>111525.17</b>

9. ACCL will come out of the purview of SICA consequent to and upon its amalgamation with OPIL.

10. The Directors' shareholdings in ACCL and OPIL are as follows:

Name of Director	No. of Equity Shares held in ACCL	No. of Equity Shares held in OPIL
<b>ACCL's Directors</b>		
Mr. C.L. Mohta	1 (*)	34200
Mr. P.K. Sonthalia	Nil	6500
Mr. B.G. Daga	Nil	Nil
<b>OPIL's Directors</b>		
Mr. C.K. Birla	Nil	18,85,570
Mr. B. K. Jhawar	Nil	46,510
Mr. P. K. Sen	Nil	6,500
Mr. D. N. Patodia	Nil	5,000
Mr. A. Ghosh	Nil	12,480
Mr. Michael Bastian	Nil	Nil
Mr. Manohar Lal Pachisia	Nil	36,640

The shares indicated against the asterisk (\*) mark above are held by the respective directors as nominees for and jointly with OPIL. Save as aforesaid none of the directors of ACCL and OPIL have any material interest in the proposed Scheme for Amalgamation.

11. The Members may note that the Scheme may undergo minor/major modification if the same are suggested by the concerned authorities/parties, agreed by OPIL and accepted by BIFR while granting its final approval. And therefore the Board of Directors have taken power in the resolution to accept such alterations and modifications and also to do such acts, deeds and things as may be necessary in the interest of OPIL to give effect to the said Scheme of Amalgamation.

12. Pursuant to the terms of the Scheme, the approval of the Scheme is required by way of a special resolution from the Members of OPIL in accordance with the provisions of section 18(3) of SICA.

13. A copy of the draft Scheme of Amalgamation of ACCL with

OPIL with enclosures as submitted by ACCL to BIFR under Section 18 of SICA as also the earlier rehabilitation scheme sanctioned by the BIFR by an order dated July 12, 2007 under Section 17(2) of SICA are available for inspection at the Registered Office of OPIL on any working day between 11.00 a.m. to 1.00 p.m. upto the date of the meeting and at the meeting, during the meeting hours of OPIL.

14. The Resolution as set out in item No.1 of the notice will be placed before the meeting for the approval of the members.

15. Your Directors recommend the approval of proposed resolution by the Members by way of a Special Resolution.