

Dubes Michael J
Form 4
June 21, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dubes Michael J

(Last) (First) (Middle)
11825 N. PENNSYLVANIA STREET
(Street)

CARMEL, IN 46032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONSECO INC [CNO]

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
President, CIG

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	06/20/2007		F	769 ⁽¹⁾ D \$ 21	39,231	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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To carry on business as aviation management consultants, including consultancy and advisory services in relation to buying and selling of aircrafts, training, aviation. business systems market survey, project feasibility, improvement to and expansion of existing aviation projects, preparation of detailed plans for aviation projects and to provide any other services of whatever nature in respect of civil aviation matters.

Mgmt. YES FOR FOR

To carry on the business of providing civil aviation support services including conceptual; preliminary & final designs, preparation of specifications & tender documents, procurement, construction and management of all facilities which include passenger & cargo terminals, hangers, air traffic control centres, operational buildings, fuel hydrant systems, approach roads, car parks, runways, aprons, taxiways & other related infrastructure; and purchasing,. marketing, selling, importing, exporting of all kinds of aircraft, planes, helicopters, etc.

Mgmt. YES FOR FOR

RESOLVED FURTHER THAT pursuant to Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors for commencing all or any of the business set out in.the said clauses 43 to 46 of the Other Objects clause of the Memorandum of Association of the Company.

Mgmt. YES FOR FOR

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<i>Number of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>Investment in the Special Purpose Vehicle to be incorporated as a Joint Venture Company with Madhya Pradesh State Mining Corporation Limited for mining of Coal. RESOLVED that pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act: 1956 and subject to the approvals of Financial Institutions and such other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to make an initial investment of up to Rs.150 Crores (Rupees One Hundred & Fifty Crores only) to acquire up to 15,00,00,000 fully paid equity shares of R9. 10/- each at par, in one or more tranches, of a new company to be incorporated as a Joint Venture Company with Madhya Pradesh State Mining Corporation Limited, with such name as may be made available by the Registrar of Companies, for mining of Coal in Dongri Tall! Coal Block, District Sidhi in M.P., notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans, guarantees so far given by the Company along with the proposed investment may exceed 60% of the paid-up capital and free reserves of the Company or 100% of its</p>	Mgmt.	YES	FOR	FOR

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					free reserves, whichever is more.				
					RESOLVED FURTHER that the Board of Directors of the Company be and is hereby-authorized to do all such acts, deeds, matters and things, settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or any Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution.	Mgmt.	YES	FOR	FOR
Prakash Associates Limited	JPA IN	B01GVY7 IN	8/30/2007	Nolda	To receive, consider and adopt the audited Balance Sheet as at March 31, 2007, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.	Mgmt.	NO	DNA	DNA
					To confirm interim dividend and declare final dividend for the financial year 2006-07.	Mgmt.	NO	DNA	DNA
					To appoint several Directors in place of those who retire by rotation and, being eligible, offer themselves for re-appointment.	Mgmt.	NO	DNA	DNA
					To appoint M/s M. P. Singh. Associates, Chartered Accountants as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.	Mgmt.	NO	DNA	DNA
					To consider and, if thought fit, to pass, with or without modification(s), the following resolutions: As Ordinary	Mgmt.	NO	DNA	DNA

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Resolutions: Resolved that Shri E.R.C Shekar be and is hereby appointed a Director of the company, liable to retire by rotation.

Resolved that Shri A. K. Jain be and is hereby appointed a Director of the company, liable to retire by rotation.

Mgmt.

NO

DNA

DNA

Resolved that Shri R. N. Bhardwaj be and is hereby appointed a Director of the company, liable to retire by rotation.

Mgmt.

NO

DNA

DNA

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, to the Board of Directors of the Company to Mortgage and/or charge, subject to the existing charges, immovable and movable properties of the

Company, wheresoever situate, present and future, in such a manner as may be decided by the Board of Directors or a Committee thereof in consultation with the Term Lending

Institutions/Banks /Debenture Trustee etc, to or in favour of Export Import Bank of India (Exim Bank) to secure a Rupee Term Loan of Rs. 100 crores from Exim Bank to the company together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment, costs, charges, expenses, trustees remuneration and other monies payable by the Company to Exim Bank under Loan Agreements etc. entered into by the Company in respect of the aforesaid loan.

Mgmt.

NO

DNA

DNA

RESOLVED THAT in partial modification of the resolution passed by the shareholders in their meeting held on September 27, 2005, 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, to the Board of Directors of the Company to mortgage and/or charge, subject to the existing charges, immovable and movable properties of the Company, wheresoever situate, present and future, in such manner as may be decided by the Board of Directors or a Committee thereof in consultation with the Term Lending Institutions/ Banks/Debenture Trustees etc. to or in favour of UTI Bank Ltd. (as Security Trustees) to secure the External Commercial Borrowing (ECB) of US\$25 million or its equivalent arranged by ICICI Bank Limited as Lead Arranger together with interest thereon at the agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment, costs, charges, expenses, Trustees remuneration and other monies payable by the Company to UTI Bank Ltd. (as Security Trustees) in respect of the aforesaid ECB.

Mgmt.

NO

DNA

DNA

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, to the Board of Directors of the Company to

Mgmt.

NO

DNA

DNA

mortgage and/or charge, subject to the existing charges, immovable and movable properties of the Wind Power Project of the Company situated at Distt. Dhule and Distt. Sangli in the State of Maharashtra, present and future, in such manner as may be decided by the Board of Directors or a Committee thereof in consultation with the Term Lending Institutions/ Banks/Debenture Trustees etc. to or in favour of ICICI Bank Ltd. or in favour of UTI Bank Ltd. (as Security Trustees) to secure the External Commercial Borrowing (ECB) of US\$38 million or its equivalent together with interest thereon at the agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment, costs, charges, expenses, Trustees remuneration and other monies payable by the Company to UTI Bank Ltd. (as Security Trustees) in respect of the aforesaid ECB.

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, to the Board of Directors of the Company to Mortgage and/or charge, subject to the existing charges, immovable and movable properties of the Company's Cement Plant of 1.88 mtpa capacity at Sidhi, Madhya Pradesh, and captive power plants of aggregate capacity of 65 MW in Uttar Pradesh, present and future, in such manner as may be

Mgmt.

NO

DNA

DNA

decided by the Board of Directors or a Committee thereof in consultation with the Term Lending Institutions/Banks/ Debenture Trustee, etc. to or in favour of ICICI Bank Limited to secure a Rupee Term Loan to the Company of Rs. 375 crores from ICICI Bank Limited, to be divided into Tranche A of Rs. 250 crores and Tranche B of Rs. 125 crores for the respective projects, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment, costs, charges, expenses, trustees remuneration and other monies payable by the Company to ICICI Bank Limited under Loan Agreements, etc. entered into by the Company in respect of the aforesaid loan.

RESOLVED THAT in supersession of the resolution passed by the shareholders through the process of postal ballot, the results of which were declared on February 8, 2007 and pursuant to Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not exceed, in the aggregate, at anyone time, Rs. 15,000 Crores (Rupees

Mgmt.

NO

DNA

DNA

Fifteen Thousand Crores only) irrespective of the fact that such aggregate amount of borrowing outstanding at anyone time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

As Special. Resolutions:

RESOLVED THAT pursuant to Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company for commencing all or any of the business set out in the Clauses 4, 27 and 29 of the Other Objects clause of the Memorandum of Association of the Company.

Mgmt.

NO

DNA

DNA

RESOLVED THAT in accordance with and subject to the provisions of Section 81, and all other applicable provisions, if any, of the Companies Act, 1956 and/or Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), and the applicable 2 Rules, Regulations, Notifications and Circulars, if any, of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other concerned and relevant authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or

Mgmt.

NO

DNA

DNA

sanction(s) of the Government of India, RBI, SEBI and any other appropriate authority(ies), institution(s) or body(ies), as may be necessary and subject to. such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, which the Board of Directors (hereinafter referred to as the Board , which term shall be deemed to include any Committee thereof), be and is hereby authorized to accept, the Board be and is hereby authorised on behalf of the Company to issue, offer and allot in one or more tranches in the domestic or international markets, by way of a public issue and / or on a private placement basis and/or preferential allotment basis, or by way of a Qualified Institutional Placement in terms of the Chapter XIII-A of the Securities and Exchange Board of India(Disclosure and Investor Protection) Guidelines,2000, equity shares with voting rights or with differential rights (including non-voting) as to voting, dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed and/or equity shares in the form of Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs), and / or Foreign Currency Convertible Bonds (FCCBs), or any other security convertible into equity shares of the Company with voting rights or with differential rights (including non-voting) as to voting,

dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed or any other instrument (hereinafter referred to as the Securities), to be subscribed to in foreign currency(ies) by international and/or Indian banks, institutions, institutional investors, mutual funds, companies, other corporate bodies, .resident/ non-resident Indians, foreign nationals and other eligible Investors, as may be decided by the Board, (hereinafter referred to as Investors), whether or not such Investors are members of the Company, at such price as may be determined by the Board, upto an aggregate amount of USD One Billion or equivalent thereof (inclusive of such premium as may be determined) and such issue and allotment to be made at such time or times, in such tranche or tranches, in such currency or currencies, in such manner and on such terms and conditions (including in relation to secured or unsecured Securities) as may be decided and deemed appropriate by the Board in its sole discretion at the time of issue or allotment. RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter XIII-A of the SEBI Guidelines, the allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter XIII-A of the SEBI Guidelines, such Securities shall be fully paid-up and the allotment of such Securities

shall be completed within
12 months from the date of
this resolution.

RESOLVED FURTHER
THAT the Company and/or
any agency or body
authorized by the Company,
may issue receipts/certificates
representing the underlying
Securities ,issued by the
Company with such features
and attributes as are prevalent
in international capital
markets for instruments of this
nature and provide for the
tradability or free
transferability thereof as p er
the international practices and
regulations, and under the
forms and practices prevalent
in the international markets.

RESOLVED FURTHER
THAT the Board ,be and is
hereby authorized to issue and
allot, from time to time, such
number of equity shares at
such premium as may be
decided by the Board in its
absolute discretion, as may be
required to be issued and
allotted upon conversion of
such Securities or as may be
necessary in accordance with
the terms of the offering,
including additional equity
shares, all such shares ranking
pari passu.with the existing
equity shares of the Company
in all respects.

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<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Fund's Vote</i>
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RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of equity shares. or Securities or instruments or Securities representing the same, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion, deem necessary or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/ conversion of securities/ exercise of warrants/redemption .of Securities,rate of interest redemption period, appointment of Managers, Merchant Bankers, Underwriters,.Guarantors, Financial and/ or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies. whether in India or abroad, entering into or execution of all such agreements/ arrangements/MoUs/ documents with any such agencies, listing of the Securities and the equity shares to be issued on conversion of the said Securities on any Indian and/ or Foreign Stock Exchange(s), as it may in its .absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and

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utilization of the issue. proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Executive Vice Chairman or Whole-time Director or any Director or Directors or any other Officer or Officers of the Company to give effect to the aforesaid Resolution. To consider, and, if thought fit, to approve, with or without modification, the proposed Scheme of Arrangement between SIF Land SIDFL whereby and whereunder it is proposed to reorganise and reconstruct SIFL by transferring the undertaking constituted in part of its financing business, as defined in the Scheme (Transferred Business) and discussed in paragraph 2 below, to SIDFL in the manner and on the terms and conditions more fully stated therein. The rest of the assets, business and liabilities of SIFL shall continue to remain with SIFL.

ure	SREI IN	6296212 IN	8/27/2007	Kolkata	its financing business, as defined in the Scheme (Transferred Business) and discussed in paragraph 2 below, to SIDFL in the manner and on the terms and conditions more fully stated therein. The rest of the assets, business and liabilities of SIFL shall continue to remain with SIFL.	Mgmt.	NO	DNA
to	ANGA IN	B03JLP5 IN	8/25/2007	New Delhi	Scheme of Amalgamation between ANG Auto Limited and ANG Auto Tech Private Limited	Mgmt.	NO	DNA
k of	SBIN IN	6100799 IN	9/4/2007	Mumbai	To elect two Directors to the Central Board of the Bank under the provisions of Section 19 (c) of the State Bank of India Act, 1955.	Mgmt.	YES	FOR
y	BRFL IN	BOPDQG1 IN	8/30/2007	Mumbai	To receive. c:onsider and adopt the Audited Statements of Accounts for the financial year ended 31st March 2007 and the Reports of Directors and Auditors thereon.	Mgmt.	YES	FOR
s						Mgmt.	YES	FOR

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To declare dividend on the Equity shares.

To appoint Directors in place of several who retire by rotation and, being eligible, offer themselves for re-appointment.

Mgmt. YES FOR

To appoint Auditors to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

Mgmt. YES FOR

To appoint Mr. Aman Agrawal as a Vice Chairman of the Company for a period of 3 years with effect from 1 June 2007 to 31 May 2010, and to fix his remuneration.

Mgmt. YES FOR

To appoint Mr. Prashant Agarwal as a Managing Director of the Company for a period of 3 years with effect from 1 June 2007 to 31 May 2010, and to fix his remuneration.

Mgmt. YES FOR

To appoint Mr. Uday Mogre as an Executive Director of the Company for a period of 3 years with effect from 1 June 2007 to 31 May 2010, and to fix his remuneration.

Mgmt. YES FOR

To appoint Mr. A. R. Mundre, as an Executive Director of the Company for a period of 3 years with effect from 1 June 2007 to 31 May 2010, and to fix his remuneration.

Mgmt. YES FOR

To consider and if thought fit. to pass. with or without modification(s). the following as an Ordinary Resolution: RESOLVED THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the company, in such form and manner and with such ranking and at such time and on

Mgmt. YES FOR

such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of the Company and/ or its subsidiaries, availed/to be availed by way of loan (Term loans/Working Capital facilities/External Commercial Borrowings and securities /Debentures) the aggregate value of which shall not exceed Rs. 1200 Crores (Rupees Twelve Hundred Crores Only) from Financial Institutions/ Banks and other agencies/Parties, issued/to be issued by the Company from time to time together with interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other moneys payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed (s) or any other document, entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) in respect of the said loans/borrowing/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lenders/Agents/Trustees.

To consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution: **RESOLVED THAT** the consent of the Company

Mgmt.

YES

FOR

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be and is hereby granted in terms of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) to the Board of Directors to borrow from time to time all such sum(s) of money (including External Commercial Borrowings in foreign denominated currencies from any foreign sources/foreign countries as prescribed by statutory guidelines, if any, in this regard) in such manner as may be deemed necessary and prudent for the purposes of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company i.e. reserves not set apart for any specific purposes, provided that the total amount borrowed/to be borrowed by the Board of Directors shall not, at any time, exceed the limit of Rs. 1200 crores (Rupees Twelve Hundred Crores Only).
RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company be and is hereby authorized to take all necessary steps and do all necessary things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things as it may in its absolute discretion deem fit .

SCS IN	6241858	8/30/2007	Secunderabad	To receive consider and adopt the audited Balance Sheet as at 31 March 2007, the audited Profit and Loss Account for the year ended on that date, the auditors report	Mgmt.	NO	DNA
	IN						

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					thereon, and the directors report. To declare final dividend on equity shares.	Mgmt.	NO	DNA
					To appoint several Directors in place of those who retire by rotation and, being eligible, offer themselves for re-appointment.	Mgmt.	NO	DNA
					To appoint M/s. Price Waterhouse, Chartered Accountants, as auditors of the Company for the period commencing from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.	Mgmt.	NO	DNA
					To appoint several candidates for the office of director as directors of the Company, liable to retire by rotation.	Mgmt.	NO	DNA
					Company buyback of Equity Shares each of a face value of Rs. 1/- to the extent not exceeding 25% of the Company's paid up Equity Share Capital at a price not exceeding Rs 230/- per equity share from the Open Market through Bombay Stock Exchange Limited and National Stock Exchange of India Limited and the total aggregate amount to be expended by the Company for the Buy-back not exceeding Rs 630 Crores, i.e. within 25% of the Company's fully paid-up Equity Share Capital and Free Reserves as per audited Balance Sheet as on December 31, 2006, post adjustments on account of merger of Modern Food Industries (India) Ltd and Modern Food and Nutrition Industries Ltd, which became effective from the Appointed Date i.e. October 1, 2006.	Mgmt.	YES	FOR
in r l	HUVR IN	6261674 IN	9/10/2007	Postal ballot				
td.	SIEM IN	B15T569 IN	9/12/2007	Postal ballot	Siemens Ltd. proposes to sell and transfer two of its Undertakings viz., (a) Siemens VDC Automotive Division (SVDO Division) to Siemens VDO Automotive Components Pvt. Ltd., presently a new proposed 100% subsidiary of the parent company, Siemens N5.	Mgmt.	YES	FOR

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					Germany. with effect from 4th October, 2007; and (b) Siemens Building Technologies Division (Sr Division) to the Company, subsidiary Metrex Technologies Pvt. Ltd., (proposed to be renamed as Siemens OuUding Technologies Pvt. Ltd.) with effect From Vt October, 2007.			
tel	BHARTI IN	6442327 IN	9/7/2007	New Delhi	To consider, and if thought fit, approve with or without modification, the Scheme of Arrangement of Bharti Airtel Limited (Transferor Company/Applicant Company I) with Bharti Infratel Limited (Transferee Company/ Applicant Company II)	Mgmt.	NO	DNA
					To receive, consider and adopt the audited Balance Sheet as at March, 31, 2007 and Profit & Loss Account for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.			
	NTPC IN	6312754 IN	9/12/2007	New Delhi	To confirm payment of interim dividend and declare final dividend for the year 2006-07.	Mgmt.	NO	DNA
					To appoint a Director in place of Shri Chandan Roy, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	NO	DNA
					To appoint a Director in place of Shri G. P. Gupta, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	NO	DNA
					To appoint a Director in place of Shri M.I. Beg, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	NO	DNA
					To fix the remuneration of the Auditors.	Mgmt.	NO	DNA
og	MUL IN	6633712 IN	9/6/2007	New Delhi	To receive, consider and adopt the audited Balance Sheet as at 31 March 2007 and Profit and Loss Account for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.	Mgmt.	NO	DNA
					To declare dividend on equity shares.	Mgmt.	NO	DNA

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To appoint a Director in place of Mr. R.C. Bhargava, who retires by rotation and being eligible offers himself for reappointment.

Mgmt.

NO

DNA

To appoint a Director in place of Mrs. Pallavi Shroff, who retires by rotation and being eligible offers herself for reappointment.

Mgmt.

NO

DNA

To appoint a Director in place of Mr. Shuji Oishi, who retires by rotation and being eligible offers himself for reappointment.

Mgmt.

NO

DNA

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

RESOLVED THAT pursuant to Section 224 and other applicable provisions of the Companies Act, 1956, MIs Price Waterhouse, Chartered Accountants, the retiring Statutory Auditors of the Company, having offered themselves for reappointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 26th Annual General Meeting upto the conclusion of the 27th Annual General Meeting of the Company at a remuneration to be fixed by the Board and reimbursement of out of pocket expenses incurred in connection with the audit.

Mgmt.

NO

DNA

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution: RESOLVED THAT subject to the approval of the Central Government (powers delegated to Registrar of Companies) under Section 21 of the Companies Act, 1956, the name of the Company be and is hereby changed from Maruti Udyog Limited to Maruti Suzuki India Limited, the new name having been already made available by the Registrar of Companies, NCT of Delhi & Haryana. RESOLVED FURTHER THAT the name Maruti Suzuki India Limited after registration by the Registrar of Companies, NCT of Delhi & Haryana under Section 23 of the Companies Act, 1956 be substituted in place of Maruti Udyog Limited in the Memorandum of Association and Articles of Association of the Company and in all other relevant documents, places, wherever it occurs. RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things necessary and incidental for the said purpose.</p>	Mgmt.	NO	DNA	DNA
					<p>To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution: RESOLVED THAT pursuant</p>	Mgmt.	NO	DNA	DNA

to Article 91 of the Articles of Association of the Company read with Sections 198, 269, 309, 310, Schedule XIII and all other applicable provisions of the Companies Act, 1956, Mr. Tsuneo Kobayashi be and

is hereby appointed as a

Whole-time Director

designated as Senior Joint

Managing Director of the

Company with effect from

13th November, 2006 for a

period of 3 years at following

remuneration: Remuneration:

a) Basic Salary: Rs. 4,80,000

per month in the scale of Rs.

4,00,000 to Rs. 6,75,000 per

month with authority to the

Board (which expression shall

include a committee thereof)

to revise his salary from time

to time. The annual

increments will be merit based

and take into account the

Company's performance.

b) Special Salary: Rs.

1,00,000 per month (fixed).

c) Performance Linked Son

us: A performance linked

bonus equivalent to a

guaranteed minimum of four

months Basic Salary and a

maximum of ten months Basic

Salary, to be paid annually.

with authority to the Board

(which expression shall

include a committee thereof)

to fix the same based on

certain performance criteria to

be laid down by the Board.

d) Perquisites and

Allowances: In addition to the

salary and performance linked

bonus payable, he shall also

be entitled to perquisites and

allowances like

accommodation (furnished or

otherwise) or house rent

allowance in lieu thereof;

house maintenance allowance,

together with. the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs. servants salaries, society charges and property tax; medical reimbursement, medical / accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances; in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and him; such perquisites and allowances will be Rs.

30,70,000 per annum with authority to the Board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of Rs. 40,00,000 per annum. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Minimum

Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the

Company will, subject to applicable laws; pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months basic salary, perquisites and allowances as specified above .

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

Mgmt.

NO

DNA

DNA

RESOLVED THAT pursuant to Article 91 of the Articles of Association of the Company read with Sections 198, 269, 309 Schedule XIII and all other applicable provisions of the Companies Act, 1956, consent be and is hereby accorded for appointment of Mr. Masayuki Osada as a Whole-time Director designated as Director (Research & Development) of the Company with effect from 26th July 2007 for a period of 3 years at following

remuneration:

Remuneration:

a) Basic Salary: Rs. 3,90,000 per month in the scale of Rs. 3,25,000 to Rs. 6,00,000 per month with authority to the Board (which expression shall include a committee thereof) to revise his salary from time to time. The annual increments will be merit based and take into account the Company's performance.

b) Special Salary: Rs. 1,00,000 per month (fixed).

c) Performance Link.ed

Bonus: A performance linked bonus equivalent to a guaranteed minimum of four months Basic Salary and a maximum of ten months Basic Salary, to be paid annually, with authority to the Board

(which expression shall include a committee thereof) to fix the same based on certain performance criteria to be laid down by the Board.

d) Perquisites and Allowances: In addition to the salary and performance linked bonus payable, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants salaries, society charges and property tax; medical reimbursement, medical / accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances; in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and him; such perquisites and allowances will be Rs.

30,88,000 per annum with authority to the Board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of Rs.40,00,000 per annum. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of the Company's car for official duties and telephone at

residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Minimum

Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will, subject to applicable laws, pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months basic salary, perquisites and allowances as specified above .

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

RESOLVED THAT pursuant to Article 91(6) of the Articles of Association of the Company, Section 309 and all other applicable provisions of the Companies Act, 1956 (the Act) and subject to such permissions as may be required, approval be and is hereby accorded to the payment of commission to the non-executive Directors of the Company (other than the Managing I Whole time Directors, annually for a period not exceeding 5 years, for each of the financial years of the Company commencing from lit April, 2006 of a sum not exceeding 1%per annum of the net profits of the Company calculated in accordance with the provisions of Section 198, 349

Mgmt.

NO

DNA

DNA

and 350 of the Act or Rs. One Crore (Rs. Ten Million), whichever is less, to be divided amongst the Directors aforesaid in such manner as the Board may from time to time determine.

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

Mgmt.

NO

DNA

DNA

RESOLVED THAT pursuant to Section 31 and all other applicable provisions of the Companies Act, 1956, the Articles of Association of the Company be amended as follows:

i) In Article I, the definition of Government , President , Revised Joint Venture Agreement and Government Director and Suzuki Director be deleted.

ii) Article 30A, 30B, 30C, 30D, 30E, 66, 66A and 108 be deleted.

iii) In line 7 of Article 67, the words including Article 66A be deleted.

iv) Existing Article 87 be deleted and in place thereof, the following Article 87 be substituted: Every instrument appointing a proxy may be as nearly as circumstance will admit in the form in Schedule IX of the companies Act, 1956 or a form as near thereto as circumstances admit or in any other form as the the board should approve

v) Para 2 & 3 of Article 91 (2) be deleted.

vi) Existing Para 5 of Article 91 (2) be deleted and in place thereof, the following para be substituted: Suzuki shall be entitled to remove the Directors nominated by it and appoint any other person(s) in

his/their place

vii) Existing Para I of Article 99 be deleted and in place thereof, the following para be substituted: "The quorum for a meeting of the Board shall be two or 1/3rd of their strength, whichever is higher, subject to. the provisions of Section 287 of the Act

viii) Existing Para: 2 of Article 99 be deleted and in place thereof, the following para be substituted: Provided however that if within half an hour from the time appointed for holding the Board Meeting, a quorum as aforesaid is not present, the meeting shall stand adjourned to same day in next week at the same time and place. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the directors present at that meeting shall constitute a quorum and the Board shall be entitled to take a decision on any of the aforesaid matters

ix) Existing Article 101 be deleted and in place thereof, the following Article 10 I be substituted: Unless otherwise required by the Act, all decisions at the meeting of the Board of Directors of the Company shall be made by a majority of the Directors present and voting. In case of an equality of votes, the Chairman shall have a casting vote .

KEC International Limited
KECI IN B0YJJ27 9/27/2007 Mumbai
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To consider, and, if thought fit, to pass, the following resolution as a Special Resolution:
RESOLVED THAT in

accordance with and pursuant to the provisions of Section 314(1 B) and other applicable provisions, if any, of the Companies Act, 1956 and the rules and regulations thereto, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government or such other approvals of such authorities as may be necessary, and subject to such terms, conditions and modifications as may be prescribed by any of them in granting any such approvals and which may be agreed to by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee of Directors, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution),

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<i>Number of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote or Ag Manag</i>
					<p>the consent of the Company be and is hereby accorded to Mr. Anant Goenka, son of Mr. H. V. Goenka, the Chairman of the Company to hold and continue to hold an office or place of profit as an employee of the Company on such remuneration and terms and conditions as set out in the Explanatory Statement annexed hereto, subject to an overall limit of Rs. 5 lacs per month or Rs. 60 lacs per annum.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorized to decide within the overall limit specified in this regard, the exact remuneration to be paid to Mr. Anant Goenka, the terms and nature of his appointment as also the changes in his designation and remuneration, modify the terms and conditions of appointment from time to time and do all such acts, deeds, matters and things, make and execute all such applications, writings and instruments as the Board may in its absolute discretion deem necessary or desirable and delegate the said authority to any person(s) as they may deem fit in their discretion for the purpose of giving effect to this resolution without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed</p>	Mgmt.	YES	FOR	FOR

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RCL Structures & cts LTD	IVRC IN	B10SSR3 IN	9/7/2007	Hyderabad	to have given their approval thereto expressly by the authority of this resolution.	Mgmt.	NO	DNA	DN
					To receive, consider and adopt the Profit & Loss Account for the year ended March 31, 2007, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors attached thereto.				
					To declare the dividend.				
					To appoint a Director in place of Mr. TRC. Bose, a Director, who retires by rotation under Art. 121 of the Articles of Association of the Company and being eligible offers himself for reappointment.				
					To appoint a Director in place of Mr. R. Balarami Reddy, a Director, who retires by rotation under Art.121 of the Articles of Association of the Company and being eligible offers himself for re-appointment.				
					To appoint a Director in place of Mr. K. Ashok Reddy, a Director, who retires by rotation under Art.121 of the Articles of Association of the Company and being eligible, offers himself for reappointment.				
					To appoint Auditors and fix their remuneration.				
					To appoint Mr. Mahesh Madduri as a Director of the Company.				
					To re-appoint Mr. R. Balarami Reddy as whole time Director and fix his remuneration.				
					To re-appoint Mr. K. Ashok Reddy as whole time Director and fix his remuneration.				
To consider increase in the borrowing powers of the Company from Rs.37,500 Millions to Rs. 50,000 Millions.	Mgmt.	NO	DNA	DN					

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a Steel imited	TATA IN	6101156 IN	8/29/2007	Mumbai	To approve the new lines of activity and seek amendments to objects clause of the Memorandum of Association of the company.	Mgmt.	NO	DNA	DN
					To consider the Employees Stock Option Scheme. (ESOP-2007)	Mgmt.	NO	DNA	DN
					To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2007 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.	Mgmt.	YES	FOR	FO
					To declare Dividend on Ordinary Shares.	Mgmt.	YES	FOR	FO
					To appoint a Director in the place of Mr. Nusli N. Wadia who retires by rotation and is eligible for re-appointment.	Mgmt.	YES	FOR	FO
					To appoint a Director in the place of Dr. T. Mukherjee who retires by rotation and is eligible for re-appointment.	Mgmt.	YES	FOR	FO
					To appoint a Director in the place of Mr. A. N. Singh who retires by rotation and is eligible for re-appointment.	Mgmt.	YES	FOR	FO
					To appoint auditors and fix their remuneration.	Mgmt.	YES	FOR	FO
					To appoint a Director in the place of Mr. James Lang who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.	Mgmt.	YES	FOR	FO

To appoint a Director in the place of Mr. Philippe Varin who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

Mgmt.

YES

FOR

FO

To appoint a Director in the place of Mr. Jacobus Schraven who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

Mgmt.

YES

FOR

FO

To appoint a Director in the place of Dr. Anthony Hayward who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual

Mgmt.

YES

FOR

FO

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					General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.				
					Revision in terms of remuneration of Mr. B. Muthuraman, Managing Director	Mgmt.	YES	FOR	FC
					Increase in the Authorised Share Capital	Mgmt.	YES	FOR	FC
					Alteration of the Memorandum of Association	Mgmt.	YES	FOR	FC
					Alteration of the Articles of Association	Mgmt.	YES	FOR	FC
					Further Issuance of Securities	Mgmt.	YES	FOR	FC
					Change in place of keeping Registers and Records	Mgmt.	YES	FOR	FC
					Appointment of Branch Auditors	Mgmt.	YES	FOR	FC
United Phosphorus Ltd	UNTP IN	B0L0W35 IN	9/14/2007	Vapi	To consider and. adopt the audited Balance Sheet as at 31st March, 2007,.Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Mr. Kalyan Banerjee, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Dr. (Mrs.) Reena Ramachandran, who retires by rotation and being eligible, offers herself for re-appointment.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Mr. Pradip Madhavji, who retires by rotation and being eligible, offers, himself for re-appointment.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Mr. R. D. Shroff, who retires by rotation and being	Mgmt.	NO	DNA	DN

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eligible, offers himself for re-appointment.
 To appoint Auditors and fix their remuneration.
 To receive, consider and adopt the Audited Balance Sheet as at 31st March 2007 and Profit & Loss Account for the year ended as on that date together with the Directors and Auditors Reports thereon.
 To declare Dividend.
 To appoint a Director in place of Mr. J. M. Gandhi who retires by rotation and being eligible, offers himself for reappointment.
 To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
 To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT in supen.ession of the eartier resolution passed by the members of the Company at their Extra Ordinary General Meeting held on 8/11/2005 and pursuant to section 293(1) (d) and all other applicable provisions, (if any) of the Companies Act, 1956, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for borFowing from time to time as it may deem fit, any sum or sums of money not exceeding Rs.5,000.00 Crores (Rupees five thousand Crores only) on such terms and conditions as the Board may deem fit notwithstanding that the moneys to be borrowed by the Company together with

Mgmt.

NO

DNA

DN

Mgmt.

YES

FOR

FO

Mgmt.

YES

FOR

FO

Mgmt.

YES

FOR

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Mgmt.

YES

FOR

FO

Mgmt.

YES

FOR

FO

the moneys already borrowed by the Company (apart from temporary loans obtained by the Company from its bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

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

Resolution: RESOLVED THAT in partial modification of the earlier resolution passed by the members of the Company at their Annual General Meeting held on 12th July 2004 and pursuant to the provisions of Sections 198, 269, 309, 310,311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956, or any statutory amendment or modification thereto and subject to approval of the Central Government, if necessary, and such other recommendations, approvals and sanctions as may be necessary, desirable and expedient in law, the remuneration of Mr. P. C.

Kapoor Managing Director, be and is hereby increased w.e.f. 1st April, 2007 as set out in the draft agreement laid before the meeting and which agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said increment and/ or agreement, in such manner as may be

agreed upon by and between
the Board of Directors and
Mr. P. C. Kapoor within and
in accordance with the limits
prescribed in Schedule XIII to
the Companies Act, 1956 or
any amendment thereto and if
necessary as may be agreed to

between the Central
Government and the Board of
Directors as may be
acceptable to Mr. P.C.

Kapoor. RESOLVED

FURTHER THAT subject to
the provisions of Section 198
and Section 309 and other
applicable provisions, if any,
of the Companies Act, 1956,
the remuneration payable to

Mr. P. C. Kapoor, as
Managing Director, shall not
exceed five percent of such
net profits of the Company
and ten percent of such net
profits for all such managerial
personnel of the Company
together in that financial year.

RESOLVED FURTHER

THAT notwithstanding
anything herein above stated,
where in any financial year
during the currency of his
tenure as Managing Director,
the Company has no profits or
its profits are inadequate, the

Company will pay the
remuneration as set out under
item no. 10 of the Explanatory

Statement annexed to this
notice as minimum
remuneration subject to the
approval of the Central
Government and such other
recommendations, approvals
and sanctions, if and when
necessary. RESOLVED

FURTHER THAT in the
event of any statutory
amendment, modification or
relaxation by the Central
Government to Schedule XIII

to the Companies Act, 1956,
the Board of Directors be and
is hereby authorized to vary or
increase the remuneration
(including the minimum
remuneration) within such
prescribed limits or ceilings
and the aforesaid draft
Agreement between the
Company and Mr. P.C.
Kapoor be suitably amended
to give effect to such
modifications, relaxations or
variations without any
further reference to the
Company in General Meeting,
if so permissible.

RESOLVED FURTHER
THAT the Board of Directors
of the Company be and is
hereby authorized to do and
perform such acts, deeds,
matters or things and take
such steps as may be
necessary, expedient or
desirable and further to
execute all such deeds
including the Agreement as
laid before this meeting,
documents and writings as
may be necessary to give
effect to this resolution.

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedo Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
				<p>RESOLVED THAT in partial modification of the earlier resolution passed by the members of the Compl: General Meeting held on 12th July 2004 and pursuant to the provisions of Sections 198,269,309,310,311 al provisions, if any, of the Companies Act, 1956 read with Schedule X/II to the Companies Act, 1956. or any statu modification thereto and subject to approval of the Central Government. if necessary, and such other approvals and sanctions as may be necessary. desirable and expedient in law. the remuneration of Mr. Vijay Director, be and is hereby increased w.e.f. 1st April. 2007 as set out in the draft agreement laid before the I agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter, vary ar and conditions of the said increment and/ or aQreement. in such manner as may be agreed upon by and bel Directors and Mr. Vijay Kumar within and in accordance with the limits prescribed in Schedule XIII to the Coml any ammendment thereto and if necessary as may be agreed to between the Central Government and the Board</p> <p>RESOLVED FURTHER THAT subject to the provisions of Section 198 and Section 309 and other</p>	Mgmt.	YES	FOR	FOR

applicable ~ the Companies Act, 1956, the remuneration payable to Mr. Vijay Kumar. as Managing Director. shall not exee such net profits of the Company and ten percent of such net profits for all such managerial personnel of the CI that financial year.

RESOLVED FURTHER

THAT notwithstanding anything herein above stated. where in any financial year dUi his tenure as Managing Director, the Company has no profits or its profits are inadequate, the Company will pa as set out under item no. 10 of the Explanatory Statement annexed to this notice as minimum remuneration sut of the Central Government and such other recommendations.

approvals and sanctions, if and when necessary. RESOLVED

FURTHER THAT in the event of any statutory amendment. modification or relaxation by the Cer Schedule XIII to the Companies Act. 1956. the Board of Directors be and is hereby authorized to vary or increas (including the minimum remuneration)

within such prescribed limits or ceilings and the aforesaid draft Agrel Company and Mr. Vijay Kumar be suitably amended to give effect to such modifications, relaxations or var further reference to the

Company in General Meeting, if so permissible. RESOLVED

FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and deeds, matters or things and take such steps as may be

necessary, expedient or desirable and further to exe, including the Agreement as

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Madhucon
Projects
Limited

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<p>laid before this meeting, documents and writings as may be necessary to give effect.</p> <p>To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2007 and the Profit and Loss Account for the year ended on that date together with the report of the Auditors and Directors thereon.</p> <p>To appoint Director in the place of Sri. K. Srinivasa Rao who retires by rotation and being eligible offers himself for re-appointment.</p> <p>To declare dividend on the Equity Shares.</p> <p>To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.</p> <p>RESOLVED THAT Mis K. Siva Rama Krishna Prasad & Co. Chartered Accountants, be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual. General Meeting at such remuneration as may be determined by the Board of Directors of the Company.</p> <p>To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.</p> <p>RESOLVED THAT subject to the provisions of Section 198,269,309,310,311 and Schedule XIII and all other applicable provisions of the Companies Act, 1956 consent of the Company be and is hereby accorded to the appointment of</p>	<p>Mgmt.</p> <p>Mgmt.</p> <p>Mgmt.</p> <p>Mgmt.</p> <p>Mgmt.</p> <p>Mgmt.</p> <p>Mgmt.</p>	<p>NO</p> <p>NO</p> <p>NO</p> <p>NO</p> <p>NO</p> <p>NO</p> <p>NO</p>	<p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p>	<p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p>
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Sri.N.Seethaiah, Joint
Managing Director as
Managing Director of the
Company for a period of three
years w.e.f. 01 st May, 2007
on a monthly remuneration of
RS.1 ,00,000/(Rupees One
Lakh) (inclusive of
perquisites). FURTHER
RESOLVED THAT the
enhanced monthly
remuneration of
Sri.N.Seethaiah as Joint
Managing Director of the
Company for the period from
01 st September, 2006 to 30th
April, 2007 @Rs.1,00,000/(
Rupees One Lakh) per month
(Inclusive of perquisites) be
and is hereby approved and
ratified.

To consider and if thought fit
to pass with or without
modification the following
resolution as an Ordinary
Resolution.

Mgmt.

NO

DNA

DNA

RESOLVED THAT subject to
the provisions of Section 198,
269, 309, 310, 311 and
Schedule XIII and . all
other applicable provisions of
the Companies Act, 1956
consent of the Company be
and is hereby accorded to the
re-appointment of
Sri.S.Vaikuntanathan, Director
(Finance) of the Company for
a period of two years w.e.f.
05th March, 2007 on a
monthly remuneration of RS.1
,00,000/- (Rupees One Lakh)
(inclusive of perquisites).
FURTHER RESOLVED
THAT the enhanced monthly
remuneration of
SrLS.Vaikuntanathan, Director
(Finance) of the Company for
the period from 01 st January,
2007 to 04th March, 2007
@Rs.1,00,000/(Rupees One
Lakh) per month (Inclusive of

perquisites) be and is hereby approved and ratified. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution.

**MADHUCON PROJECTS
UNITED**

RESOLVED THAT the consent of the Company under the provisions of Section 372A and other applicable provisions if any of the Companies Act, 1956, be and is hereby accorded to the Board of Directors of the Company, that the aggregate of loans and investments, guarantee or security to be made from time to time as may deem fit by the Board over and above the prescribed limits but shall not exceed Rs.1800.00 Crores (Rupees One Thousand Eight Hundred Crores only) at anyone time and that for the implementation of the resolution, the Board may act through any member thereof or any other person duly authorized by the Board in that behalf.

Mgmt. NO DNA DNA

to alter Other Object Clause of the Memorandum of Association of the Company by insertion of a new Para therein relating to carrying on of aviation business and authorization to the Board to commence this business. to authorize the Board of Directors to make investments, give loans I guarantees and provide securities to other bodies corporate in excess of the limits prescribed under Section 372A of the Companies Act, 1956.

Mgmt. YES FOR FOR

Mgmt. YES FOR FOR

BPCL IN 9/19/2007 Mumbai Mgmt. YES FOR FOR

indal Steel and Power Limited JSP IN 6726816 IN 9/21/2007 Postal ballot

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Bharat Petroleum Corporation	6099723 IN	To receive and adopt the Directors Report and the Report on Corporate Governance, the Audited Profit & Loss Account for the year ended 31st March, 2007 and the Balance Sheet as at that date along with the Report of the Statutory Auditors and the Comments of the Comptroller & Auditor General of India.				
		To declare final dividend and to confirm interim dividend.	Mgmt.	YES	FOR	FOR
		To appoint a Director in place of Shri S. A. Narayan, Director (Human Resources), who retires by rotation in pursuance of Section 256 of the Companies Act, 1956. Shri S. A. Narayan, being eligible, offers himself for re-appointment.	Mgmt.	YES	FOR	FOR
		To appoint a Director in place of Shri S. Radhakrishnan, Director (Marketing), who retires by rotation in pursuance of Section 256 of the Companies Act, 1956. Shri S. Radhakrishnan, being eligible, offers himself for re-appointment.	Mgmt.	YES	FOR	FOR
		To appoint a Director in place of Shri S. K. Joshi, Director (Finance), who retires by rotation in pursuance of Section 256 of the Companies Act, 1956. Shri S. K. Joshi, being eligible, offers himself for re-appointment.	Mgmt.	YES	FOR	FOR
		To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an Ordinary Resolution :- RESOLVED that Shri. P.H. Kurian, Secretary (Investment Promotion), Govt of Kerala, be and is hereby appointed as Director of the Company.	Mgmt.	YES	FOR	FOR
			Mgmt.	YES	FOR	FOR

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Sterlite
Industries
India Ltd

STLT IN B13TC37
IN IN 9/15/2007

Tamil
Nadu

To consider and, if thought fit,
to pass the following
Resolution, with or without
modifications, as an Ordinary
Resolution :- RESOLVED that
Prof. N. Venkiteswaran, be
and is hereby appointed as
Director of the Company.
To consider and adopt the
Balance Sheet as at March 31,
2007 and the Profit and Loss
account of the Company for
the year ended on that date and
the Report of the Directors and
Auditors thereon.
To confirm the dividend paid
on Preference Shares.
To appoint a Director in place
of Mr. Gautam Doshi, who
retires by rotation and being
eligible, offers himself for
reappointment.
To appoint a Director in place
of Mr. Sandeep Junnarkar,
who retires by rotation and
being eligible, offers himself
for re-appointment.
To appoint M/s. Chaturvedi &
Shah, Chartered Accountants
and M/s. Das & Prasad,
Chartered Accountants,
retiring Auditors as Auditors
of the Company to hold office
from the conclusion of this
Annual General Meeting until
the conclusion of the next
Annual General Meeting of
the Company and to fix their
remuneration and for the
purpose, to pass with or
without modification(s), the
following resolution as an
Ordinary Resolution:
RESOLVED that pursuant to
the provisions of Section 224
and all other applicable
provisions, if any, of the
Companies Act, 1956, M/s.
Chaturvedi & Shah, Chartered
Accountants and M/s. Das &
Prasad, Chartered

Mgmt.	NO	DNA	DNA
Mgmt.	NO	DNA	DNA
Mgmt.	NO	DNA	DNA
Mgmt.	NO	DNA	DNA
Mgmt.	NO	DNA	DNA

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Indiabulls Financial Services Limited	IBULB02L7L0 IN IN 9/17/2007	New Delhi	<p>Accountants, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and is hereby authorised to fix their remuneration.</p> <p>To consider, and if thought fit, approve with or without modification(s), the proposed Scheme of Arrangement between Indiabulls Credit Services Limited, Indiabulls Financial Services Limited and Indiabulls Securities Limited and their respective shareholders and creditors.</p>	Mgmt.	NO	DNA	DNA
Television Eighteen India Ltd	B1L5351 TLEI IN IN 9/7/2007	New Delhi	<p>To receive, consider and adopt the Profit and Loss Account for the year ended 31 · March 2007, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.</p> <p>To confirm the interim dividend as the final dividend.</p> <p>To appoint a Director in place of Mr. G. K. Arora, who retires by rotation and being eligible, offers himself for re-appointment.</p> <p>To appoint a Director in place of Mr. Hari S. Bhartla, who retires by rotation and being eligible, offers himself for reappointment.</p> <p>To appoint Auditors and to fix their remuneration.</p> <p>To consider and, if thought fit, pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED THAT (a) the authorized share capital of the Company be and is hereby increased from Rs. 55,00,00,0001- (Rupees Fifty</p>	Mgmt.	NO	DNA	DNA
				Mgmt.	NO	DNA	DNA
				Mgmt.	NO	DNA	DNA
				Mgmt.	NO	DNA	DNA
				Mgmt.	NO	DNA	DNA
				Mgmt.	NO	DNA	DNA

Ave Crores) divided into
10,00,00,000 (Ten Crores)
equity shares of As. 5/(
Rupees FIM8) each and
5,00,000 (FIM8 Lacs)
preference shares of Rs.100/-
(Rupees Hundred) each to Rs.
70,00,00,0001(Rupees
Seventy Crores Only) divided
into 13,00,00,000 (Thirteen
Crores) Equity Shares of Rs. 5
(Rupees Five) each and
5,00,000 (Five Lacs)
preference shares of Rs.100/(
Rupees Hundred) each, and
the new shares shall rank part
passu in all respects with the
existing shares of the
Company.

(b) in Clause V of Company s
Memorandum of Association,
the words The Authorised
Share Capital of the Company
is Rs. 55,00,00,000 (Rupees
Fifty Five Crores only)
divided into 10,00,00,000 (Ten
Crores) equity shares of Rs.51-
each and 5,00,000 preference
shares of Rs. 1001- each be
and are hereby substituted
with the words The Authorised
Share Capital of the Company
is Rs. 70,00,00,000 (Rupees
Seventy Crores Only) divided
into 13,00,00,000 (Thirteen
Crores) equity shares of
Rs.5/-(Rupees Five) each and
5,00,000 (Five Lacs)
preference shares of Rs. 1001-
(Rupees Hundred) each and

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedo Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
				<p>(c) that for the purpose of giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard, the Managing Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments, and writings as he may in his sole and absolute discretion deem necessary or expedient.</p> <p>To consider and, if thought fit, pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT, pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company be and are hereby altered in the following manner: I) Article 3 be replaced with the following new Article 3: The Authorized Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company. Ii) Article 85A be inserted after the Article 85:</p> <p>Notwithstanding anything contained in any other provisions of Articles of</p>	Mgmt.	NO	DNA	DNA

Association of the Company, so long as the TV18 group and/or its associates, affiliates and/or Subsidiary companies and/or holding companies hold fifty percent or more of the paidup voting equity share capital of the Company, whether alone or in combination, and are thus the single largest shareholding group in the Company, they shall have the right to appoint majority of the Directors on the Board of Directors of the Company, and shall exercise control over the Company, as defined in Regulation 2(c) of the said Regulations including any amendments,

modifications or re-enactment thereof. RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard, the Managing Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments, and writings as he may in his sole and absolute discretion deem necessary or expedient.

To consider and, if thought fit, pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT (a) pursuant to Article 58 of the Articles of Association of the Company and all other applicable provisions, if any, of the Companies Act, 1956, the Foreign- Exchange

Mgmt.

NO

DNA

DNA

Management Act, 1999, Guidelines for Issue of Bonus Shares framed by Securities and Exchange Board of India, other applicable statutes and subject to such other approvals, consents, permissions or sanctions as may be required from the appropriate authorities, institutions or bodies, the consent of the Company be and is hereby accorded to the Board of Directors or any Committee thereof of the Company for capitalization of such sum standing to the credit of Securities Premium Account of the Company, as may be considered necessary by the Board, for the purpose of issue of Bonus shares of Rs. 51- each and that the said sum so capitalized be applied in issuing equity shares of RS.51- each credited as fully paid up to the equity shareholders of the Company, .in the proportion of one new equity share for every one existing equity share held by such persons as on the record date (to be fixed) and that the shares so distributed shall be treated for all purposes as an increase in the nominal amount of the capital of the Company held by each such member.

(b) that the aforesaid issue of bonus shares to the shareholder(s) shall also include issuance of additional options I bonus shares to the eligible employees of the Company who have been granted options under various ESOP plan(s) of the Company, but the same have not been vested/exercised till the record date and the Board

of Directors or any Committee thereof be and is hereby authorized, to create or allocate adequate number of options I shares or, for capitalisaiton of such sum standing to the credit of Securities Premium Account available for distribution by the Company, as may be considered necessary by the Board for the purpose of grant of additional options, with or without consideration, or Issue of bonus shares of Rs. 5/- each credited as fully paid up on the date of vesting! exercise, in the proportion of one option I equity shares for every one option held by them on the record date to be fixed by the Board.

(c) that the new equity shares shall, on allotment, rank pari passu in all respects including dividend with the existing issued equity shares of the Company.

(d) that for the purpose of giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard, the Managing Director, Chief Financial Officer and Company Secretary of the Company, be anq are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments, and writings as he may in his sole and absolute discretion deem necessary or expedient including but without limitation to filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where shares of the Company are listed, Depositories, Ministry

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Bharat Electronics Ltd	BHE IN	6139715 IN	9/20/2007	Bangalore	of Corporate Affairs and/or other Concerned Authorities for seeking the necessary listing approvals and to settle any question, difficulty or doubt that may arise in this regard thereto.				
					To receive, consider and adopt the Profit & Loss Account for the year ended 31 March 2007 and the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.	Mgmt.	NO	DNA	DNA
					To confirm the Interim Dividend and declare Final Dividend on Equity Shares.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Mr. Bhupindar Singh, who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Dr. M. Rammohan Rao, who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Prof. Goverdhan Mehta, who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Dr.V. Bakthavatsalam, who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	NO	DNA	DNA
					To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution: RESOLVED THAT Lt. Gen. S.P. Sree Kumar, AVSM who was appointed as Additional Director by the Board of Directors of the Company on 27th October, 2006 to hold office upto the date of this Annual General Meeting and for the appointment of whom	Mgmt.	NO	DNA	DNA

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the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidacy for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special

Resolution: RESOLVED THAT pursuant to Section 31 and any other applicable provisions of the Companies Act, 1956, approval of the Shareholders be and is hereby accorded to amend the Articles of Association of the Company in the following manner:

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2007 and the Profit & Loss Account for the financial year ended on that date together with the Reports of the directors and Auditors thereon.

To declare dividend.
To appoint a Director in place of Shri K. Ravi Kumar, who retires by rotation and being eligible, offers himself for re-appointment.

To appoint a Director in place of Shri C. S. Verma, who retires by rotation and being eligible, offers himself for re-appointment.

To appoint a Director in place of Shri Sanjay M. Dadlika, who retires by rotation and being eligible, offers himself for re-appointment.

Mgmt. NO DNA DNA

Mgmt. NO DNA DNA

Mgmt. NO DNA DNA

Mgmt. NO DNA DNA

Mgmt. NO DNA DNA

Mgmt. NO DNA DNA

Mgmt. NO DNA DNA

Bharat Heavy Electricals Limited
BHEL IN IN 6129523 9/17/2007

New Delhi

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To fix the remuneration of the Auditors.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: Resolution: RESOLVED THAT Shri N. GOKULRAM, who was appointed as an Additional Director pursuant to Article 67 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956 and who holds Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from the Director himself pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the company.

Mgmt.

NO

DNA

DNA

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: Resolution: RESOLVED THAT Shri B. P. Rao, who has been appointed as an Additional Director pursuant to Article 67 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956 w.e.f. 01/09/2007 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from himself pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the company.

Mgmt.

NO

DNA

DNA

To consider and, if thought fit, to pass with or without

Mgmt.

NO

DNA

DNA

Network 18 Fincap Limited	NETF IN IN BJRSGO 9/7/2007	New Delhi	<p>modification, the following resolution as an Ordinary Resolution: Resolution: RESOLVED THAT Shri Anil Sachdev, who has been appointed as an Additional Director pursuant to Article 67 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956 w.e.f. 01/09/2007 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from himself pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the company.</p> <p>To receive, consider and adopt the Profit and Loss Account for the year ended 31 ~ March 2007, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.</p> <p>To appoint a Director in place of Mr. Sanjay Ray Chaudhuri, who retires by rotation and being eligible, offers himself for reappointment.</p> <p>To appoint Auditors and to fix their remuneration.</p> <p>To consider and, if thought fit, pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to Section 260 of the Companies Act, 1956, Mr. G.K. Arora was appointed as an Additional Director at the meeting of the Board of Directors held on October 12, 2006 and who holds office up to the date of this Annual General Meeting and for the</p>	Mgmt.	NO	DNA	DNA
				Mgmt.	NO	DNA	DNA
				Mgmt.	NO	DNA	DNA
				Mgmt.	NO	DNA	DNA

appointment of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation.

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

RESOLVED THAT pursuant to Section 260 of the Companies Act, 1956, Mr. P.N. Bahl was appointed as an Additional Director at the meeting of the Board of Directors held on October 12, 2006 and who holds office up to the date of this Annual General Meeting and for the appointment of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

Mgmt.

NO

DNA

DNA

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

RESOLVED THAT pursuant to Section 260 of the Companies Act, 1956, Mr. Manoj Mohanka was appointed as an Additional Director at the meeting of the Board of Directors held on October 12, 2006 and who holds office up to the date of this Annual General Meeting and for the appointment of

Mgmt.

NO

DNA

DNA

whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote or Ag Manag</i>
					To consider and, if thought fit, pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to Section 260 of the Companies Act, 1956 Ms. Vandana Malik was appointed as an Additional Director at the meeting of the Board of Directors held on October 12, 2006 and who holds office up to the date of this Annual General Meeting and for the appointment of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2007 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Directors and Auditors thereon.	Mgmt.	NO	DNA	DN
Denmark Pharmaceuticals Limited	GNP IN	6698755 IN	9/20/2007	Mumbai	To confirm interim dividend declared on Equity Shares. To appoint a Director in place of Mr. J. F. Ribeiro who retires by rotation and being eligible, offers himself for re-appointment. To appoint a Director in place of Mr. Sridhar Gorthi who retires by rotation and being	Mgmt.	YES	FOR	FO
						Mgmt.	YES	FOR	FO
						Mgmt.	YES	FOR	FO
						Mgmt.	YES	FOR	FO

eligible, offers himself for re-appointment.

To appoint a Director in place of Mrs. Cheryl Pinto who retires by rotation and being eligible, offers herself for re-appointment.

Mgmt.

YES

FOR

FO

To appoint Mis. Price Waterhouse, Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Mgmt.

YES

FOR

FO

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special

Resolution:

RESOLVED THAT pursuant to Sections 198,269,309,310 and 314 read together with

Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be and is hereby accorded to the re-appointment of Mr. Glenn

Mgmt.

YES

FOR

FO

Saldanha as Managing Director and Chief Executive Officer of the Company for a period of 5 years with effect from 16th May, 2007 on a remuneration to be paid and provided and the terms and conditions as set out in the explanatory statement attached hereto.

To consider, and if thought fit, to pass with or without modifications), the following resolution as a Special

Mgmt.

YES

FOR

FO

Resolution:

RESOLVED THAT pursuant to Sections 198,269,309,310 and 314 read together with

Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be

and is hereby accorded to the re-appointment of Mrs. Cheryl Pinto as a Director in the whole-time employment of the Company and designated as Director-Corporate Affairs for a period of 5 years with effect from 16th May, 2007 upon and subject to the terms and conditions including the remuneration to be paid and provided as set out in the explanatory statement attached hereto.

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special

Resolution:

RESOLVED THAT pursuant to Sections 198,269,309,310 and 314 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be and is hereby accorded to the re-appointment of Mr. R. V.

Mgmt.

YES

FOR

FO

Desai as a Director in the whole-time employment of the Company and designated as Director-Finance & Legal for a period of 5 years with effect from 16th May, 2007 upon and subject to the terms and conditions including the remuneration to be paid and provided to him as set out in the explanatory statement attached hereto.

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special

Resolution:

RESOLVED THAT pursuant to Sections 198,269,309,310 and 314 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956,

Mgmt.

YES

FOR

FO

consent of the Company, be and is hereby accorded to the re-appointment of Mr. A. S. Mohanty as a Director in the whole time employment of the Company and designated as Director-Formulations for a period of 5 years with effect from 16th May, 2007 upon and subject to the terms and conditions including the remuneration to be paid and provided to him as set out in the explanatory statement attached hereto.

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

RESOLVED THAT pursuant to Section 198, 269, 309, 310 and 314 read together with schedule XIII and other applicable provisions of the Companies Act, 1956, consent of the Company be and is hereby accorded to the appointment of Mr. Gracias Saldanha, as a Non Executive Director and Chairman of the Company for a period of five years with effect from 16th May 2007 and for payment to him every year of a commission equivalent to 1% per annum of the net profits of the Company and for such additional percentage of commission, as may be permissible by law, consequent to any amendments to the Companies Act, 1956 and for any statutory modification or enactment thereto.

Mgmt.

YES

FOR

FO

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

Mgmt.

YES

FOR

FO

-RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals, consents, permissions and sanctions, as may be necessary from Appropriate Authorities, certain existing regulations of the Articles of Association of the Company be and are hereby substituted with the draft regulations, a copy of which is placed before this meeting duly initialed by the Chairman for the purpose of identification (hereinafter referred to as the New Articles) and the Amended Articles be and are hereby approved and adopted as the Articles of Association of the Company.

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

-RESOLVED THAT in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 as also provisions of any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and the listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions of the Government

Mgmt.

YES

FOR

FO

of India (GOI, Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and all other appropriate and/ or concerned authorities, and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (Board) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to issue, offer and allot Equity Shares/Warrants and I or instruments convertible in equity shares optionally or otherwise including but not limited to Global Depository Receipts (GDR s)/American Depository Receipts {ADR s} Foreign Currency Convertible Bonds (FCCB s) (hereinafter referred to as Securities) for an aggregate sum upto US\$150 million with a green shoe option of 15% or equivalent in Indian and/or any other currency (ies) inclusive of such premium, as may be permitted by the Ministry of Finance/such other authorities directly to Indian / Foreign / Resident / Non -resident

Investors (whether Institutions, Incorporate Bodies, Mutual Funds/ Trusts / Foreign Institutional Investors/Banks and/or individuals. or otherwise and whether or not such investors are members, promoters, directors or their relatives/associates, of the Company) through Public Issuels), Private Placement(s) or a combination thereof at such time or through Qualified Institutional Placement (QIP) in terms of Chapter XIII A of the SEBI (Disclosure and Investor protection) guidelines, 2000 as ammended from time to time at such time or times, tranche or tranches, at such price or prices at a discount or premium to market price or prices, in such manner and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of such issue or allotment, considering the prevailing market conditions and other relevant factors, wherever necessary in consultation with the Lead Managers, Underwriters, advisors or through the subsidiaries, including by way of Initial Public Offer in US or other countries, so as to enable the Company to get listed at any Stock Exchanges in India and / or Luxemburg / London / New York / Singapore / Hong Kong Stock Exchanges and / or any of the Overseas Stock Exchanges.

terlite ustries (ndia) imited	STLT IN B13TC37 IN	9/15/2007	Tamil Nadu	To consider and adopt the Balance Sheet as at March 31, 2007 the Profit and Loss account of the Company for the year ended on date and the	Mgmt.	NO	DNA	DN
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					Report of the Directors and Auditors thereon.				
					To confirm the dividend paid on Preference Shares.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Mr. Gautam Doshi, who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Mr. Sandeep Junnarkar, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	NO	DNA	DN
					To appoint M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Das & Prasad, Chartered Accountants, retiring Auditors as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and for the purpose, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED that pursuant to the provisions of Section 224 and all other applicable provisions, if any, of the Companies Act, 1956, M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Das & Prasad, Chartered Accountants, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and is hereby authorised to fix their remuneration.	Mgmt.	NO	DNA	DN
Authority	SAIL IN	6121499	9/20/2007	New Delhi	To receive, consider and adopt the audited Profit &	Mgmt.	NO	DNA	DN

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Loss Account for the year ended 31st March, 2007, the Balance Sheet as at that date and Directors and Auditors Reports thereon.

To appoint a Director in place of Dr. S.C. Jain, who retires by rotation and is eligible for re-appointment.

Mgmt.

NO

DNA

DN

To appoint a Director in place of Prof. R.P. Sengupta, who retires by rotation and is eligible for re-appointment.

Mgmt.

NO

DNA

DN

To appoint a Director in place of Dr. Velu Annamalai, who retires by rotation and is eligible for re-appointment.

Mgmt.

NO

DNA

DN

To appoint a Director in place of Shri Siddharth Kak, who retires by rotation and is eligible for re-appointment.

Mgmt.

NO

DNA

DN

To Fix the remuneration of the Auditors of the company appointed by the Comptroller & Auditor General of India for the year 2007-2008.

Mgmt.

NO

DNA

DN

To declare dividend for the financial year 2006-2007.

Mgmt.

NO

DNA

DN

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedo Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
				To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION: RESOLVED THAT Shri R. Ramaraju, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.	Mgmt.	NO	DNA	DNA
				To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION: RESOLVED THAT Prof. Javaid Akhtar who was appointed as an Additional director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a	Mgmt.	NO	DNA	DNA

Director of the Company,
 liable to retire by rotation, for
 a period of three years from
 the date of his initial
 appointment i.e. with effect
 from 22nd November, 2006.

To consider and, if thought fit,
 to pass With or without
 modification the following
 resolution as an ORDINARY
 RESOLUTION:

RESOLVED THAT Shri P.K.
 Sengupta who was appointed
 as an Additional Director of
 the Company by the Board of
 Directors under Section 260
 of the Companies Act, 1956,
 and who holds office upto the
 date of this Annual General
 Meeting and in respect of
 whom the Company has
 received a notice in writing
 proposing his candidature for
 the office of Director under
 Section 257 of the Companies
 Act, 1956, be and is thereby
 appointed as a Director of the
 Company, liable to retire by
 rotation, for a period of three
 years from the date of his
 initial appointment i.e. with
 effect from 22nd November,
 2006.

Mgmt. NO DNA DNA

To consider and, if thought fit,
 to pass with or without
 modification the following
 resolution as an ORDINARY
 RESOLUTION:

RESOLVED THAT
 Dr. Vinayshil Gautam who
 was appointed as an
 Additional Director of the
 Company by the Board of
 Directors under Section 260
 of the Companies Act, 1956,
 and who holds office upto the
 date of this Annual General
 Meeting and in respect of
 whom the Company has
 received a notice in writing
 proposing his candidature for

Mgmt. NO DNA DNA

the office of Director under Section 257 of the Companies Act, 1956. be and Is hereby appointed as a Director of the Company, liable to retire by rotation, for a period of three years from the date of his initial appointment with effect from 22nd November, 2006.

To consider and, if thought fit, to pass With or without modification the following resolution as an ORDINARY

RESOLUTION:

RESOLVED THAT Shri S. Bhattacharya, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies

Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Mgmt. NO DNA DNA

To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY

RESOLUTION:

RESOLVED THAT Shri S.S. Ahmed, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under

Mgmt. NO DNA DNA

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Elecon Engineering Company Limited	B1FVBW3 ELCN IN IN 9/13/2007	Gujarat	Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.	Mgmt.	NO	DNA	DNA
			To receive,consider and adopt the Audited Balance Sheet as at 31 March 2007, Profit & Loss Account for the year ended on that date and the Report of Board of Directors and Auditors thereon;	Mgmt.	NO	DNA	DNA
			To declare Dividend on Equity Shares;	Mgmt.	NO	DNA	DNA
			To appoint a Director in place of Shri Upendra M. Patel,who retires by rotation and being eligible, offers h.imsself for reappointment;	Mgmt.	NO	DNA	DNA
			To appoint a Director In place of Shri Ashok J. Patel,who retires by rotation and being eligible, offers himself for reappointment;	Mgmt.	NO	DNA	DNA
			To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:	Mgmt.	NO	DNA	DNA
			-RESOLVED THAT pursuant to the provisions of the Companies Act, 1956 and other applicable provisions, M/s. Thakorebhai Shirish Desai & Butala, Division of Thacker Butala Desai, Chartered Accountants, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at such remuneration plus Service tax at the applicable rate, from time to time, plus travelling and out-of-pocket expenses incurred by them for the purpose of audit of the				

Company's accounts, exclusive of any remuneration, fees or charges payable to them for rendering any services that may be rendered by them to the Company from time to time other than in the capacity of Auditors as may be fixed by the Chairman and Managing Director of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: RESOLVED THAT in accordance with the provision of Section 293(1 He) and other applicable provisions if any, of the Companies Act, 1956 the Board of Directors of the Company be and is hereby authorised to contribute on behalf of the Company to charitable and other funds not directly relating to the business of the Company or welfare of its employees, any amount exceeding 5% of the average net profit of the Company as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956 during the three financial years immediately proceeding or Rs.10 Crores, whichever is higher.

Mgmt. NO DNA DNA

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:- RESOLVED THAT:

Mgmt. NO DNA DNA

(a) Pursuant to Provisions of Section 78, 81(1 A) and other applicable provisions, if any, of the Companies Act, 1956 and Article 181 of the Articles of Association of the

Company, and subject to the Guidelines issued by the Securities and Exchange Board of India, and other approvals as necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company to capitalize such amount, out of the Capitalisation of Reserve and Securities Premium Account of the Company, for issue of fully paid Bonus Shares of the face value of Rs.2/- each, to the holders of the existing Equity Shares of the Company, on such Record Date as may be fixed by the Board in this regard in the proportion of two new equity shares for every one equity share to which the shareholder is entitled.

(b) The bonus share shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect with and carry the same right as the existing equity share and shall be entitled to participate in full in any dividend declared after the allotment of bonus share.

(c) No letter of allotment shall be issued to the allottee to the bonus share instead, share certificate will be dispatched to the share holders who holds the existing equity share in physical form and the respective beneficiary account will be credited for the bonus share for shareholder who holds the existing equity shares in dematerialised/electronic form within reasonable period.

(d) In respect of fraction entitlement, the bonus share

shall be consolidated and allotted to any person appointed by the Board in trust, on the understanding that such person shall sell the bonus shares at such price or prices to such persons as they may deem fit as soon as practicable after the allotment of such bonus shares and pay to the Company the net sale proceeds (after deducting all expenses relating to such sell) which proceeds shall be distributed by the Company pro-rata amongst the shareholders entitled thereto.

(e) The Board of Directors (which shall include any Committee, the Board may constitute or any Director/Officer authorised by the Board for this purpose) be and is hereby authorised to settle all matters arising out of and incidental to the above mentioned issue of bonus equity shares and further take all actions as it may in its absolute discretion deem necessary to give effect to the resolution.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution: RESOLVED THAT in addition to the resolution passed under Section 81(1A) if any, pursuant to Section 81(1A) and any other applicable provisions of the Companies Act, 1956 and relevant provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company subject to any necessary approval, consent, permission

Mgmt.

NO

DNA

DNA

and/or sanction of the Government of India, Reserve Bank of India and any other appropriate authorities, institutions or bodies, and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, the Board of Directors of the Company and duly authorized Committee thereof; for the time being exercising the powers conferred on the Board by this Resolution be and is hereby authorized on behalf of the Company to issue and allot, in the course of domestic markets, equity shares/warrants/preference shares and/or any securities convertible into equity shares at the option of the Company and/or holder of the security and/or securities linked to equity shares any instruments or securities representing either equity shares or convertible securities (hereinafter referred to as Securities) subscribed in Indian currency(ies) through prospectus and/or offer letter and/or offering circular and/or book building scheme or any other documents as may be required, to Domestic Individuals or to Individuals and/or Trustees and/or Promoters and/or Stabilization Agents or otherwise (whether institutions and/or incorporated bodies whether incorporated in India or abroad and/or individuals or otherwise, and whether or not such investors are promoters/ shareholders/members of the Company), for an aggregate amount not exceeding Rs. 500

Crores, in addition to the amount for which approval has already been given earlier by the members, such issue and allotment to be made at such time or times, in such tranche or tranches, at such price or prices, at a discount or premium to market price or prices, through public issue, right issue and/or on a private placement and/or preferential allotment basis and/or in such manner as the Board may, in its discretion think fit, in consultation with the advisors, lead manager and Underwriters and otherwise on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Company Act, 1956, the Authorised Share Capital of the Company be increased and classified from Rs.30,00,00,000 (Rupees Thirty Crores only) divided in to 15,00,00,000 (fifteen Crores) Equity Shares of Rs.2/- (Rs. Two each) to Rs.50,00,00,000 (Rupees Fifty Crores only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) equity shares of Rs 2/- each and 2,50,00,000 (Two Crores Fifty Lacs) Cumulative Redeemable Preference Shares of Rs.2/- each.

Mgmt.

NO

DNA

DNA

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedo Meeting Date</i>	<i>Shareholder Meeting</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution;</p> <p>RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause:-</p> <p>V. The Authorized Share Capital of the Company is Rs.50,00,00,000 (Rupees Fifty Crores only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) equity shares of Rs. 2/- each and 2,50,00,000 (Two Crores Fifty Lacs) Cumulative Redeemable Preference Shares of Rs.2/- each with power to increase or reduce the capital for the time being into several classes and to attached thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify and abrogate any such rights, privileges or conditions in such manner as may be for the time being approved by the regulations of the Company and the Statutory provisions of the Company, if any.</p>	Mgmt.	NO	DNA	DNA
					<p>To consider and, if thought fit to pass the following resolution as an Special Resolution</p> <p>RESOLVED THAT the</p>	Mgmt.	NO	DNA	DNA

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existing Article of 4 of the Articles of Association of the Company be and is hereby substituted by the following new Article:

The Authorized Share Capital of the Company is Rs.50,00,00,000 (Rupees Fifty Crores) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) equity shares of Rs.2/- each and 2,50,00,000 (Two Crores Fifty Lacs) Cumulative Redeemable Preference Shares of Rs.2/- each with power to increase or reduce the capital for the time being into several classes and to attached thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify and abrogate any such rights, privileges or conditions in such manner as may be for the time being approved by the regulations of the Company and the Statutory provisions of the Company, if any.

To receive, consider and adopt the Audited Balance Sheet as at March 31,2007 and the Profit & Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.

To declare dividend on Preference Shares as well as on Equity Shares of the Company.

To appoint a Director in place of Mr. M.I. Kalra, who retires by rotation, and being eligible, offers himself for re-appointment.

Panacea Biotec Ltd.	PNCB IN	6589075 IN	9/29/2007	Punjab	and the Profit & Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.	Mgmt.	NO	DNA	DNA
					To declare dividend on Preference Shares as well as on Equity Shares of the Company.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Mr. M.I. Kalra, who retires by rotation, and being eligible, offers himself for re-appointment.	Mgmt.	NO	DNA	DNA
						Mgmt.	NO	DNA	DNA

To appoint a Director in place of Mr. K.M.lal, who retires by rotation, and being eligible, offers himself for re-appointment.

To appoint a Director in place of Mr. Gurmeet Singh, who retires by rotation, and being eligible, offers himself for re-appointment.

Mgmt.

NO

DNA

DNA

To appoint Mis. S. R. Batliboi & Co.,Chartered Accountants, the retiring auditors as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Mgmt.

NO

DNA

DNA

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

Mgmt.

NO

DNA

DNA

RESOLVED THAT pursuant to the provisions of Section 198,269, 309,310 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the Act), read with Schedule XIII to the Act and pursuant to Article 115 ofthe Articles of Association of the Company, the consent of the Company be and is hereby accorded to the change in terms of remuneration payable to Mr. Sumit Jain, Whole-time Director designated as Director (Operations & Projects) of the Company and the remuneration, as set out below, be paid to him for the remainder of the tenure of his term, w.eJ. 1st April, 2007:

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Salary: Minimum Rs.
2,25,000/- per month subject
to a maximum of
Rs.4,50,000/-per month with
liberty to the Board to review
and set the level from time to
time.

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

RESOLVED THAT pursuant
to the provisions of
Section 198, 269,309,310 and
other applicable provisions, if
any, of the Companies Act,
1956 (including any statutory
modification(s) or
re-enactment thereof for the
time being in force)

(hereinafter referred to as the
Act), read with Schedule XIII
to the Act, the consent of the
Company be and is hereby
accorded to the increase in
remuneration payable to
Mr. Soshil Kumar Jain,
Whole-time Director
designated as Chairman,
Mr. Ravinder Jain, Managing
Director, Mr. Rajesh Jain,
Joint Managing Director and
Mr. Sandeep Jain, Joint
Managing Director of the
Company, by way of payment
of commission @ 2% each of
the profits of the Company for
the year 2006-07, computed in
the manner laid down in
section 349 and 350 of the
Companies Act, 1956, over
and above the remuneration
payable to each one of them
as per the approval of
Shareholders in their Annual
General Meeting held on 30th
September, 2006.

To consider and if thought fit,
to pass with or without
modification(s), the following

Mgmt.	NO	DNA	DNA
-------	----	-----	-----

Mgmt.	NO	DNA	DNA
-------	----	-----	-----

resolution as an ORDINARY
RESOLUTION:

RESOLVED THAT pursuant
to the provisions of
Section 198, 269,309,310 and
other applicable provisions, if
any, of the Companies Act,
1956 (including any statutory
modification(s) or
re-enactment thereof for the
time being in force)

(hereinafter referred to as the
Act), read with Schedule XIII
to the Act, the consent of the
Company be and is hereby
accorded to the increase in
remuneration payable to
Mr. Soshil Kumar Jain,
Whole-time Director
designated as Chairman,
Mr. Ravinder Jain, Managing
Director, Mr. Rajesh Jain,
Joint Managing Director and
Mr. Sandeep Jain, Joint
Managing Director of the
Company, by way of payment
of commission @ upto 2%
each of the profits of the
company for the year 2007-08
onwards, computed in the
manner laid down in section
349 and 350 of the Companies
Act, 1956, as may be decided
by the Board from time to
time, over and above the
remuneration payable to each
one of them as per the
approval of Shareholders in
their Annual General Meeting
held on 30th September, 2006.

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

RESOLUTION:

RESOLVED THAT pursuant
to the provisions of
Section 314 and other
applicable provisions, if any,
of the Companies Act, 1956
(including any statutory

Mgmt.

NO

DNA

DNA

modificationTs) or re-enactment thereof for the time being in force) and subject to the approval of Central Government, Mr. Shagun Jain (son-in-law of Mr. Ravinder Jain, Managing Director of the Company), who is presently acting as Manager (Systems) of the Company, be and is hereby appointed to hold an office of profit under the Company as Deputy General Manager Systems and the remuneration as set out below, be paid to him w.ef. 1st April, 2007:

a) Salary Rs.75,000p.m. (in the pay scale of Rs.75,000-15,000 1,35,000).

b) Perquisites and allowances To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL

Mgmt.

NO

DNA

DNA

RESOLUTION:
RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government, Ms. Radhika Jain, aged about 22 years who is the grand-daughter, daughter and sister, respectively of Mr. Soshil Kumar Jain, Chairman, Mr. Ravinder Jain, Managing Director and Mr. Sumit Jain, Whole-time Director and also related to Mr. Rajesh Jain, Joint Managing Director and Mr. Sandeep Jain, Joint Managing Director of the

Company, who is presently acting as the Scientific Officer be and is hereby appointed to hold an office of profit under the Company as Sr. Manager and the remuneration as set out below, be paid to her w.ef.

1st April, 2007:

a) Basic salary Rs.35,000per month. (in the grade of Rs.35,000 7,000 63,000)

b) Perquisites and allowances To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL

RESOLUTION:

RESOLVED THAT pursuant

to the provisions of

Section 314 and other

applicable provisions, if any,

of the Companies Act, 19S6

(including any statutory

modification(s) or

re-enactment thereof for the time being in force) consent

of the Company be and is

hereby accorded for the

payment of the following

remuneration to Ms. Shilpy Jain (who is wife of

Mr. Sumit Jain, Director

(Operations & Projects) and

related to Mr. Soshil Kumar

Jain, Chairman, Mr. Ravinder

Jain, Managing Director,

Mr. Rajesh Jain, Joint

Managing Director and

Mr. Sandeep Jain, Joint

Managing Director of the

Company) who is presently

acting as Manager Food &

Beverages of the Company,

w.ef. 1st April, 2007:

a) Basic salary Rs.22,500 per month.

b) Perquisites and allowances To receive consider and adopt the Profit & Loss Account for the year ended on 31st March, 2007 and the Balance Sheet as

Mgmt.

NO

DNA

DNA

Oil and Natural Gas Corporation Limited

ONGC/139362/19/2007
IN IN

New Delhi

Mgmt.

NO

DNA

DNA

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				at that date and the Reports of the Board of Directors and Auditors thereon along with review of Comptroller & Auditor General of India.					
				To confirm interim dividend and declare that dividend.	Mgmt.	NO	DNA	DNA	
				To appoint a Director in place of Shri S. Sundareshap, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	NO	DNA	DNA	
				To appoint a Director in place of Shri A. K. Hazarika, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	NO	DNA	DNA	
				To appoint a Director in place of Shri N. K Mitra, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	NO	DNA	DNA	
				To appoint a Director in place of Shri D.K. Pande, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	NO	DNA	DNA	
Provogue (India) Limited	B0D0DK7 PROVIN IN IN	9/14/2007	Mumbai	To fix remuneration of the Auditors. To receive. consider and adopt the audited Balance Sheet as at 31st March. 2007 the Profit and Loss Account for the year ended on that date along with the Schedules and the Reports of the Directors and Auditors thereon.	Mgmt.	YES	FOR	FOR	
				To declare dividend on the Equity Shares.	Mgmt.	YES	FOR	FOR	
				To appoint a Director in place of Mr. Timothy Leif Walton Eynon. who retires by rotation and being eligible. offers himself for re-appointment.	Mgmt.	YES	FOR	FOR	
				To appoint a Director in place of Mr. Shahid Balwa, who retires by rotation and being eligible. offers himself for re-appointment.	Mgmt.	YES	FOR	FOR	
				To appoint a Director in place of Mr. Rakesh Jhunhunwal a, who retires by rotation and	Mgmt.	YES	FOR	FOR	

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being eligible. offers himself
for re-appointment.

To appoint a Director in place
of Mr. Surendra Hiranandani.
who retires by rotation and
being eligible offers himself
for re-appointment.

Mgmt.

YES

FOR

FOR

To re-appoint M/s. Singrodia
Goyal & Co., Chartered
Accountants as Statutory
Auditors of the Company who
shall hold office from the
conclusion of this Annual
General Meeting until the
conclusion of the next Annual
General Meeting and to fix
their remuneration.

Mgmt.

YES

FOR

FOR

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution: -RESOLVED THAT pursuant to the provisions of Sections 198.269.309.310 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, as amended, and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005, consent of the shareholders be and is hereby accorded for the increase in the Salary of Mr. Nikhil Chaturvedi, Managing Director of the Company from the existing Salary of Rs, 1.50.000 per month to a Salary Grade of Rs. 2.00.000- Rs. 6.00.000 per month with effect from 1st April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure.-</p>	Mgmt.	YES	FOR	FOR
					<p>To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Sections 198, 269,309, 310</p>	Mgmt.	YES	FOR	FOR

and all other applicable provisions if any of the Companies Act, 1956 read with Schedule XIII.as amended. and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005, consent of the shareholders be and is hereby accorded for the increase in the Salary of Mr. Sam Chaturvedi, Whole time Director ofthe Company from the existing Salary of Rs. 1,00,000 per month to a salary grade of Rs.1,50,000-Rs.3,00,000 per month with effect from 1st April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure. To consider and if thought fit; to pass with or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Sections 198.269, 309, 310 and all other applicable provisions. if any, of the Companies Act. 1956 read with Schedule XIII. as amended. and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005. consent of the shareholders be and is hereby accorded for the increase in the Salary of Mr. Deep Gupta, Whole time Director of the Company from the existing Salary of Rs. 1,00,000 per

Mgmt.

YES

FOR

FOR

month to a salary grade of Rs. 1,50,000-Rs. 3,00,000 per month with effect from 1st April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure.

To consider and if thought fit, to pass with or without modifications. the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Sections 198.

269,309,310 and all other applicable provisions. if any, of the Companies Act, 1956 read with Schedule XIII.as amended, and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005,

consent of the shareholders be and is hereby accorded for the increase in the Salary of Mr. Rakesh Rawat. Whole time Director of the Company from the existing Salary of Rs.1,00,000 per month to a salary grade of

Rs.1,50,000-Rs. 3,00,000 per month with effect from 1 April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure.-

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

Mgmt. YES FOR FOR

Mgmt. YES FOR FOR

Resolution:

-RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, as amended, and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005, consent of the shareholders be and is hereby accorded for the increase in the Salary of Mr. Akhil Chaturvedi, Whole time Director of the Company from the existing Salary of Rs. 1,00,000 per month to a salary grade of Rs. 1,50,000 Rs. 3,00,000 per month with effect from 1 April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure:

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

Mgmt. YES FOR FOR

Resolution:

-RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, as amended, and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005, consent of the shareholders be and is hereby accorded for the

increase in the Salary of Mr. Nigam Patel. Whole time Director of the Company from the existing Salary of Rs. 1,00,000 per month to a salary grade of Rs. 1,50,000 Rs. 3,00,000 per month with effect from 1 April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure: To consider and if thought fit. to pass with or without modifications. the following resolution as a Special Resolution:

-RESOLVED THAT pursuant to the provisions of Section 81(1 A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations/guidelines prescribed by Securities and Exchange Board of India i.e. SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, as may be required, and subject to such conditions as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, the

Mgmt.	YES	FOR	FOR
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Board of Directors of the Company (hereinafter referred to as -the Board-, which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company, to introduce, create, offer, issue, accept and allot, to or for the benefit of such person(s) as are in the permanent employment of the Company and the Directors (including the whole-time Directors) of the Company, at any time, equity shares of the Company and/or warrants (whether attached to any security or not) with an option exercisable by the warrant-holder to subscribe for equity shares/ equity linked securities and/or bonds, debentures, preference shares or other securities convertible into equity shares at such price, in such manner, during such period and on such terms and conditions as the Board may decide prior to the issue and offer thereof, for, or which upon exercise or conversion could give rise to the issue of a number of equity shares not exceeding in aggregate one per cent of the aggregate of the number of issued equity shares of the Company, from time to time, on the date(s) of the grant of option(s) under -Provogue- Employee Stock Option Scheme 2007 (ESOS).
 To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2007 and the Profit & Loss Account for the

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 c Sons
 Ltd.

New
 Delhi

Mgmt.

NO

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<p>year ended on that date together with the reports of the Directors and Auditors thereon.</p>				
<p>To declare a dividend on equity shares.</p>	Mgmt.	NO	DNA	DNA
<p>To appoint a Director in the place of Mr. Vinod Kashyap who retires by rotation and being eligible, offers himself for re-appointment.</p>	Mgmt.	NO	DNA	DNA
<p>To appoint a Director in the place of Mr. Vineet Kashyap who retires by rotation and being eligible, offers himself for re-appointment.</p>	Mgmt.	NO	DNA	DNA
<p>To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mis Sood Brij & Associates, Chartered Accountants be and is hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration and out of pocket expenses as shall be fixed by the Board of Directors.</p>	Mgmt.	NO	DNA	DNA
<p>To consider and if thought fit, to pass, with or without modification (s), the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Article 5 of the Articles of</p>	Mgmt.	NO	DNA	DNA

Association of the Company,
consent of the Company be
and is hereby accorded for
sub-division of One Equity
Share of the Company having
face value of Rs. 10/-(Ten)
into 2 (Two) Equity Shares of
the face value of RS.5/- (Five)
each.

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 94 and all other
applicable provisions, if any,
of the Companies Act, 1956,
the existing Clause V of the
Memorandum of Association
of the Company relating to the
Share Capital be and is hereby
altered by deleting the same
and inserting thereof the
following:

V. The Authorised Share
Capital of the Company is
RS.15,00,00,000/- (Rupees
Fifteen Crores) divided into
3,00,00,000 (Three Crores)
Equity Shares of RS.5/-
(Rupees Five) each.

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

Resolution:

RESOLVED THAT Pursuant
to the recommendation of
Remuneration Committee and
in accordance with the
provisions of Sections 198,
269, 309, 310 & 311,
Schedule XIII, and other
applicable provisions, if any,
of the Companies Act, 1956,
approval of the Company be
and is hereby accorded to the
re-appointment of Mr. Vinod
Kashyap as Chairman and
Whole Time Director of the

Mgmt.

NO

DNA

DNA

Mgmt.

NO

DNA

DNA

Company for a period of 5 years w.e.f. 1st April, 2007 on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed hereto. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary

Resolution:

RESOLVED THAT Pursuant to the recommendation of Remuneration Committee and in accordance with the provisions of Sections 198, 269, 309, 310 & 311, Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby accorded to the re-appointment of Mr. Vineet Kashyap as Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2007 on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed hereto.

Mgmt.

NO

DNA

DNA

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

Resolution:

RESOLVED THAT Pursuant to the recommendation of Remuneration Committee and in accordance with the provisions of Sections 198, 269, 309, 310 & 311, Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby accorded to the re-appointment of Mr. Vikram Kashyap as Joint Managing Director and Whole Time Director of the Company for a

Mgmt.

NO

DNA

DNA

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period of 5 years w.e.f. 1st
April, 2007 on a remuneration
and such other terms and
conditions as set out in the
Explanatory Statement
annexed hereto.

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>RESOLVED THAT in supersession of the resolution passed for borrowing powers given to the Board by the Company at its Extraordinary General Meeting held on 10th November, 2004, pursuant to clause (e/) of sub-section (1) of section 293 and all other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors for borrowing for and on behalf of the Company, from time to time, any sum or sums of moneys, notwithstanding that the moneys to be borrowed will together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) for the time being may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but so that total amount upto which moneys to be so borrowed under the said clause (e/) of sub-section (1) of section 293 shall not at any time exceed</p>	Mgmt.	NO	DNA	DNA

Rs. 600 Crores (Rupees Six Hundred Crores).

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

Mgmt.

NO

DNA

DNA

RESOLVED THAT in supersession of the resolution passed by the Members at the Extra Ordinary General Meeting held on Jth March, 2006 , pursuant to the provisions of section 372A and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such consents, sanctions, permissions and approvals of appropriate authorities, departments or bodies as may be necessary in that behalf, consent of the Company be and is hereby accorded to the Board of Directors (The Board) of the Company to make/give from time to time any loan(s)/ revolving loans/advances/deposits to any other body corporate/to make investments/to acquire by way of subscription, purchase or otherwise the securities of any other body corporate and to give any guarantee and/or provide any security including by way of pledge of shares or other securities held by the Company in any other body corporate in connection with a loan made by any other person to or to any other person by, any body corporate from time to time upto a limit not exceeding Rs.600 Crores (Rupees Six Hundred Crores) notwithstanding that the aggregate of the loans, guarantee or securities so far

given or to be given and / or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section.

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

RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions of the Companies Act,1956 or any amendment or substitution thereof and subject to the approval of the Central Government, if any, required, the Company hereby approves the appointment of Ms. Shruti Choudhari, a relative of Mr. Vineet Kashyap, Managing Director of the Company on a monthly salary not exceeding Rs. 3,00,000/-, which is specifically approved with authority to the Board of Directors, including committee(s) thereof, to alter and / or vary the terms and conditions of the said appointment within limits, if any, prescribed in the Act, and / or schedules thereto.

Mgmt.

NO

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DNA

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

RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions of the Companies Act,1956 or any amendment or substitution thereof and subject to the approval of the Central Government, if any required, the Company hereby approves

Mgmt.

NO

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DNA

an increment upto Rs. 3,00,000/- in the salary of Ms. Malini Kashyap, a relative of Mr. Vinod Kashyap, Chairman of the Company, which is specifically approved with authority to the Board of Directors, including committee(s) thereof, to alter and / or vary the terms and conditions of the said increment within limits, if any, prescribed in the Act, and / or schedules thereto.

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

RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions of the Companies Act, 1956 or any amendment or substitution thereof and subject to the approval of the Central Government, if any, required, the Company hereby approves an increment upto Rs.

Mgmt.

NO

DNA

DNA

3,00,000/- in the salary of Mr. Saurabh Kashyap, a relative of Mr. Vineet Kashyap, Managing Director of the Company, which is specifically approved with authority to the Board of Directors, including committee(s) thereof, to alter and / or vary the terms and conditions of the said appointment within limits, if any, prescribed in the Act, and / or schedules thereto.

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a Special Resolution RESOLVED THAT consent of the

Mgmt.

NO

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KEI dustries imited	KEII IN	B1L9PJ6 IN	9/13/2007	New Delhi	<p>Company be and is hereby accorded to the Board of Directors (The Board) that Rs. 1500 Lakhs, which was earmarked for the procurement of Land & Building in the Prospectus, remaining un utilized be utilize for Long Term Working Capital requirements and General Corporate Purpose.</p>	Mgmt.	NO	DNA	DNA
					<p>To receive, consider and adopt the audited Profit & Loss Account for the year ended 31st March 2007 and Balance Sheet as at that date and the report of the Board of Directors and the Auditors of the Company thereon.</p>	Mgmt.	NO	DNA	DNA
					<p>To consider and approve dividend @ 25% for the year ended March 31, 2007.</p>	Mgmt.	NO	DNA	DNA
					<p>To appoint a Director in place of Mr. Pawan Bholusaria who retires by rotation and being eligible offers himself for reappointment.</p>	Mgmt.	NO	DNA	DNA
					<p>To appoint a Director in place of Mr. K.G. Somani who retires by rotation and being eligible offers himself for reappointment.</p>	Mgmt.	NO	DNA	DNA
					<p>To appoint Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION: RESOLVED THAT M/s. JAGDISH CHAND & CO., Chartered Accountants, New Delhi be and are hereby appointed auditors of the company from the conclusion</p>	Mgmt.	NO	DNA	DNA

of this Annual General Meeting of the company until the conclusion of the next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors of the Company .

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as SPECIAL

RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act, and subject to other approvals as may be necessary, the members of the Company hereby accord its approval for the revision in the terms & conditions of appointment of Mr. Rajeev Gupta as Executive Director (Finance) w.e.f. 01/04/ 2007.

Mgmt.

NO

DNA

DNA

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as SPECIAL

RESOLUTION:

RESOLVED THAT pursuant to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956, SEBI (De-listing of Securities) Guidelines, 2003; Listing Agreements (including any statutory modifications or reenactment thereof for the time being in force and as may be enacted hereinafter) and other applicable laws, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be

Mgmt.

NO

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DNA

SREI Infrastructure Finance Limited	SREI IN	6296212 IN	9/25/2007	Kolkata	necessary and such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board), consent of the Company be and is hereby accorded to the Board to De-list the Equity shares of the company from The Delhi Stock Exchange Association Limited & The Calcutta Stock Exchange Association Limited at one time or from time to time.	Mgmt.	NO	DNA	DNA
					To receive, consider and adopt the Profit and Loss Account for the financial year ended 31st March, 2007, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.	Mgmt.	NO	DNA	DNA
					To declare dividend on the Equity Shares of the Company.	Mgmt.	NO	DNA	DNA
					To elect a Director in place of Mr. Salil K. Gupta who retires by rotation and being eligible, offers himself for re-election.	Mgmt.	NO	DNA	DNA
					To elect a Director in place of Mr. M. S. Verma who retires by rotation and being eligible, offers himself for re-election.	Mgmt.	NO	DNA	DNA
					To elect a Director in place of Mr. R. Sankaran who retires by rotation and being eligible, offers himself for re-election.	Mgmt.	NO	DNA	DNA
					To re-appoint Mis. Deloitte Haskins & Sells, Chartered Accountants, Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on a remuneration to be fixed by	Mgmt.	NO	DNA	DNA

the Board of Directors.
 To consider and if thought fit,
 to pass,with or without
 modification(s), the following
 resolution as an Ordinary

Resolution:

RESOLVED THAT a.notice
 in writing having been
 received from a Member of
 the Company under
 Section 257 of the Companies
 Act, 1956, signifying his
 intention to propose Mr. S.
 Chatterjee for the office of
 Director, Mr. S. Chatterjee
 who was appointed as an
 Additional Director of the
 Company and holds office till
 the conclusion of this Annual
 General Meeting be and is
 hereby appointed as Director
 of the Company, liable to
 retirement by rotation.

Mgmt.

NO

DNA

DNA

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

Resolution:

RESOLVED THAT pursuant
 to the provisions of
 Sections 269, 309, 311 and all
 other applicable provisions, if
 any, of the Companies Act,
 1956, including Schedule XIII
 to the Companies Act, 1956 as
 amended up to date, consent
 of the Company be and is
 hereby accorded to the
 appointment of and the
 remuneration and perquisites
 being paid or granted to
 Mr. Shyamalendu Chatterjee
 as Whole-time Director of the
 Company for a period of 3
 (three) years on and from 16th
 May, 2007, that is to say,from
 16th May, 2007 to 15th May,
 2010, on the remuneration and
 other terms and conditions
 mentioned herein below and
 as set out in the draft

Mgmt.

NO

DNA

DNA

Agreement to be entered into between the Company and Mr. Shyamalendu Chatterjee, a copy whereof initialled by the Chairman for the purposes of identification has been placed before this meeting, which Agreement is hereby specifically approved with liberty to the Board of Directors to increase, reduce, alter or vary the terms of remuneration and perquisites including monetary value thereof as set out in the Agreement, at any time(s) and from time to time and in such manner as the Board of Directors may deem fit To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary

Resolution:

RESOLVED THAT pursuant to the provisions of Section 269, 309, 311 and all other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII to the Companies Act, 1956 as amended up to date, consent of the Company be and is hereby accorded.

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<i>Number of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					to the re-appointment of Mr. Hemant Kanorla as Vice Chairman & Managing Director of the Company for a further period of 3 (three) years on and from 7th May, 2007, that is to say, from 7th May, 2007 to 6th May, 2010 on the remuneration and other terms and conditions. mentioned herein below and as set out in the draft Agreement to be entered into between the Company and Mr. Hemant Kanoria, a copy whereof initialled by the Chairman for the purposes of identification has been placed before this meeting, which Agreement is hereby specifically approved with liberty to the Board of Directors. to Increase, reduce, alter or vary the terms of remuneration and perquisites Including monetary value thereof as set out in the Agreement, at any time(s) and from time to time and in such manner as the Board of Directors may deem fit	Mgmt.	NO	DNA	DNA
					To consider and if thought fit, to pass, with or without modification(s), the following resolution as.an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Section 269, 309, 311 and all other applicable provisions, if any, ofthe Companies Act, 1956, including Schedule XIII to the Companies Act, 1956 as amended up to date, consent	Mgmt.	NO	DNA	DNA

of the Company be and is hereby accorded to the re-appointment of Mr. Prasad Kumar Pandey as Whole time Director of the Company for a further period of 3 (three) years on and from 23rd June, 2007, that is to say, from 23rd June, 2007 to 22nd June, 2010 on the remuneration .and other terms and conditions mentioned herein below and as set out in the draft Agreement to be entered into between the Company and Mr. Prasad Kumar Pandey, a copy whereof initialled by the Chairman for the purposes of identification has been placed before this meeting, which Agreement is hereby specifically approved with liberty to the Board of Directors to increase, reduce, alter or vary the terms of remuneration and perquisites including monetary value thereof as set out in the Agreement, at any time(s) and from time to time and in such manner as the Board of Directors may deem fit

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

Mgmt.

NO

DNA

DNA

Resolution:

RESOLVED THAT pursuant to the provisions of Section 269, 309, 311 and all other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII to the Companies Act, 1956 as amended up to date, consent of the Company be and is hereby accorded to the re-appointment of Mr. Kishore Kumar Mohanty as Whole time Director of the

Company for a further period of 3 (three) years on and from 23rd June, 2007, that is to say, from 23rd June, 2007 to 22nd June, 2010 on the remuneration and other terms and conditions mentioned herein below and as set out in the draft Agreement to be entered into between the Company and Mr. Kishore Kumar Mohanty, a copy whereof/initialed by the Chairman for the purposes of identification has been placed before this meeting, which Agreement is hereby specifically approved with liberty to the Board of Directors to increase, reduce, alter or vary the terms of remuneration and perquisites including monetary value thereof asset out in the Agreement, at any timers) and from time to time and in such manner as the Board of Directors may deem fit To consider and if thought fit, to pass,with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT subject to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 and such other approvals as may be necessary, consent of the Company be and is hereby accorded to the holding of an office or place of profit by Mr. K. K. Mohanty, Wt)oletime Director of the Company in SREllnsurance Services Limited, subsidiary of the Company, on such terms as may be approved by the Board of Directors of the said subsidiary Company.

Mgmt.

NO

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Crew O.S. Products limited	CREW IN	B030619 IN	9/17/2007	New Delhi	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2007 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.	Mgmt.	NO	DNA	DNA
					To confirm the Interim Dividend already paid and to declare Final Dividend for the financial year ended 31st March, 2007.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Mr. Naveen Ganzu, who retires by rotation and, being eligible, offers himself for reappointment.	Mgmt.	NO	DNA	DNA
					To appoint M/s Anil K. Goyal & Associates, Chartered Accountants, New Delhi as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.	Mgmt.	NO	DNA	DNA
					To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mr Gautam Nair, who was appointed as an Additional Director by the Board of Directors of the Company at its Meeting with effect from December 15, 2006 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received the Notices from the members under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company,	Mgmt.	NO	DNA	DNA

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Delhi

liable to retire by rotation.
To receive, consider and
adopt the audited Balance
Sheet as at 31st March 2007
and the Profit and Loss
Account for the period ended
on that date together with the
Reports of the Directors and
Auditors thereon.

Mgmt.

NO

DNA

DNA

To appoint Auditors of the
Company for the period
commencing from the
conclusion of this Annual
General Meeting till the
conclusion of the next Annual
General Meeting and to fix
their remuneration by passing
the following ordinary
resolution in this regard:
RESOLVED THAT M/s Ajay
Sardana Associates, Chartered
Accountants, be and are
hereby appointed as the
Auditors of the Company to
hold office from the
conclusion of this Annual
General Meeting until the
conclusion of the next Annual
General Meeting of the
Company on such
remuneration as shall be fixed
by the Board of Directors of
the Company .

Mgmt.

NO

DNA

DNA

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

Mgmt.

NO

DNA

DNA

RESOLVED THAT,
Mr. Sameer Gehlaut, be and is
hereby appointed as a Director
of the Company, not liable to
retire by rotation.

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

Mgmt.

NO

DNA

DNA

RESOLVED THAT,
Mr. Rajiv Rattan, be and is
hereby appointed as a Director

of the Company, not liable to retire by rotation.

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

Resolution:

RESOLVED THAT,

Mr. Saurabh Mittal, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

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

Resolution:

RESOLVED THAT,

Mr. Aishwarya Katoch, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

Resolution:

RESOLVED THAT,

Mr. Karan Singh, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

Resolution:

RESOLVED THAT,

Mr. Shamsher Singh, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

Resolution:

RESOLVED THAT,

Mr. Prem Prakash Mirdha, be and is hereby appointed as a Director of the Company,

Mgmt.

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Mgmt.

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Mgmt.

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Mgmt.

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Mgmt.

NO

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DNA

liable to retire by rotation.
To consider and if thought fit,
to pass with or without
modification(s), the following
resolution as an Ordinary

Resolution:
RESOLVED THAT, Brig.
Labh Singh Sitara, be and is
hereby appointed as a Director
of the Company, liable to
retire by rotation.

Mgmt.

NO

DNA

DNA

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

Resolution:
RESOLVED THAT,
Mr. Narendra Gehlaut, be and
is hereby appointed as a
Director of the Company,
liable to retire by rotation.

Mgmt.

NO

DNA

DNA

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

Resolution:
RESOLVED THAT,
Mr. Vipul Bansal, be and is
hereby appointed as a Director
of the Company, liable to
retire by rotation.

Mgmt.

NO

DNA

DNA

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

Resolution:
RESOLVED THAT pursuant
to the provisions of
INDIABULLS REAL
ESTATE LIMITED
Registered Office : F-60,
Malhotra Building, 2nd Floor,
Connaught Place, New Delhi
110 001 2 Sections 198, 269,
309, 310 and other applicable
provisions, if any, of the
Companies Act, 1956 (Act)
and Schedule XIII to the Act
(including any statutory
modification(s) or
re-enactment of the Act, for

Mgmt.

NO

DNA

DNA

the time being in force),
consent of the Company, be
and is hereby accorded to the
appointment of Mr. Narendra
Gehlaut as its Joint Managing
Director for a period of three
years, with effect from 9th
January 2007, upto a
remuneration of Rs. 2.00
crores per annum along with
the benefit of Earned and
Medical leave, Leave
encashment and Gratuity as
per the Company Rules,
w.e.f. 1st April, 2007, so
however that the actual
remuneration, payable to
Mr. Gehlaut during his tenure,
shall be as recommended by
the Remuneration Committee
and approved by the Board,
within the said overall limit.

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

Mgmt.

NO

DNA

DNA

Resolution:

RESOLVED THAT pursuant
to the provisions of
Sections 198, 269, 309, 310
and other applicable
provisions, if any, of the
Companies Act, 1956 (Act)
and Schedule XIII to the Act
(including any statutory
modification(s) or
re-enactment of the Act, for
the time being in force),
consent of the Company, be
and is hereby accorded to the
appointment of Mr. Vipul
Bansal as its Joint Managing
Director for a period of three
years, with effect from 9th
January 2007, upto a
remuneration of Rs. 2.00
crores per annum along with
the benefit of Earned and
Medical leave, Leave
encashment and Gratuity as
per the Company Rules, so

however that the actual remuneration, payable to Mr. Bansal during his tenure, shall be as recommended by the Remuneration Committee and approved by the Board, within the said overall limit.

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote or Ag Manag</i>
					To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOVED THAT in accordance with the provisions of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, in respect of the Options granted by the Company to its employees, consent of the Company be and is hereby accorded to the proposed amendment to Clause 3.23 of the existing stock option scheme of the Company Indiabulls Real Estate Limited Employees Stock Option Scheme 2006 , which shall henceforth read as under: 3.23 Vesting Schedule means the Schedule for vesting of the Options granted to the Employees under this Scheme. The vesting period for options granted under this Scheme shall start from November 1, 2007.	Mgmt.	NO	DNA	DN
					To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOVED THAT in accordance with the provisions of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, in respect of the Options granted by the Company to employees of its	Mgmt.	NO	DNA	DN

subsidiary companies, consent of the Company be and is hereby accorded to the proposed amendment to Clause 3.23 of the existing stock option scheme of the Company Indiabulls Real Estate Limited Employees Stock Option Scheme 2006 , which shall henceforth read as under: 3.23 Vesting Schedule means the Schedule for vesting of the Options granted to the Employees under this Scheme. The vesting period for options granted under this Scheme shall start from November 1, 2007.

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

RESOVED THAT in accordance with the provisions of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, in respect of such employees who had been granted Options equal to or in excess of 1% of the issued capital of the Company, consent of the Company be and is hereby accorded to the

proposed amendment to Clause 3.23 of the existing stock option scheme of the Company Indiabulls Real Estate Limited Employees Stock Option Scheme 2006 , which shall henceforth read as under: 3.23 Vesting Schedule means the Schedule for vesting of the Options granted to the Employees under this Scheme. The vesting period for options granted under this Scheme shall start from November 1, 2007.

Mgmt.

NO

DNA

DN

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Software Communications Ltd	UTV IN	B06CRH5 IN	9/25/2007	Mumbai	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2007 and the Profit and Loss Account for the financial year ended on that date and Reports of Directors and Auditors thereon.	Mgmt.	YES	FOR	FO
					To confirm the Interim Dividend of Rs. 2.50 per equity share of Rs. 10/- each paid during the year.	Mgmt.	YES	FOR	FO
					To appoint a Director in place of Mr. Darius Shroff, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	YES	FOR	FO
					To appoint a Director in place of Mr. Suketu Shah, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	YES	FOR	FO
					To appoint Mis. Price Waterhouse & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General meeting and to authorise the Board of Directors to fix their remuneration.	Mgmt.	YES	FOR	FO
					To consider and, if thought fit, to pass with or without modification(s). the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to Section 94 and all other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be increased from Rs. 26,00,00,000/- (Rupees Twenty ,Six Crores) to Rs. 36,00,00,000/- (Rupees Thirty Six Crores) consisting of 3,60,00,000 (Three Crores and Sixty lacs) Equity Shares of RS.10/- each.	Mgmt.	YES	FOR	FO

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

Resolution: . RESOLVED THAT existing clause of the Memorandum of Association of the Company be and is hereby altered by deleting the existing Clause V and substituting in its place the following as new Clause V .

V. The Authorised Share Capital of the Company is Rs. 36,00,00,000/c (Rupees Thirty Six Crores) divided into 3,60,00,000 Equity Shares of Rs.10/- each with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being.

Mgmt.

YES

FOR

FO

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

Resolution: RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and is hereby altered by deleting the entire Article 4 and substituting in its place the following as new Article 4. Article- 4 The Authorised Share Capital of the Company is Rs. 36;00,00,000/- (Rupees Thirty Six Crores) divided into 3,60,00,000 (Three Crores and Sixty lacs) Equity Shares of RS.10/- each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being.

Mgmt.

YES

FOR

FO

Mgmt.

YES

FOR

FO

To consider and, if thought fit, to pass with or without modification(s). the following resolution as an Ordinary Resolution: RESOLVED THAT Mr. Andy Bird, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th January, 2007 and who holds office in terms of the provisions of Section 260 of the Companies Act, 1956 up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, along with a deposit of Rs. 500/- from a shareholder intimating his intention to propose Mr. Andy Bird as a candidate for the office of a Director, be and is hereby appointed as the Director of the Company liable to retire by rotation.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mr. Kishore Biyani, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th January, 2007 and who holds office in terms of the provisions of Section 260 of the Companies Act, 1956 up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, along with a deposit of Rs. 500/- from a shareholder intimating his intention to propose

Mgmt.

YES

FOR

FO

Mr. Kishore Biyani as a candidate for the office of a Director, be and is hereby appointed as the Director of the Company liable to retire by rotation.

To consider and, if thought fit, to pass with or without modification. the following resolution as a Special Resolution: RESOLVED THAT in accordance with the provisions of Section 81 and other applicable provisions. if any. of the Companies Act. 1956. (including any amendment thereto or re-enactment thereof) (the Act), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the regulations/guidelines. if any, prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time to the extent applicable, and subject to such consents and such other approvals as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or made, in granting such consents and approvals ana which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer. issue and allot. (including with provision for

Mgmt.

YES

FOR

FO

reservation on firm and/or competitive basis of, such part of issue and for such categories of persons as may be permitted). in the course of domestic/international offering(s) to all eligible investors including Domestic/Foreign Investors. including Domestic/Foreign Institutional. Non-Resident Indians; Corporate Bodies, Trusts, Mutual Funds, Banks, Insurance Companies, Pension Funds, individuals and/or trustees. and/or Stabilization Agents or otherwise, whether shareholders of the Company or not. through a public issue and/or on a private placement basis including allotment to qualified institutional buyers by way of Qualified Institutional Placement in terms of the Chapter XIII- A of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000. equity shares. debentures whether partly/ fully convertible and/or securities linked to Equity Shares and/or foreign currency convertible bonds convertible into Equity shares or depository receipts (GDRs/ ADRs) and/or securities convertible into equity shares at the option of the Company and/or the holder of such securities and/or Equity Shares through depository receipts (GDRs/ADRs) and/or bonds. with Share Warrants attached (hereinafter collectively referred to as Securities). secured or unsecured, through prospectus and/or offer letter and/or circular basis so

however that the total amount raised through the aforesaid Securities should not exceed US \$100,000.000 (United States Dollar One Hundred Million) (equivalent to about Rs. 400 crores at the current rate of exchange) (including green shoe or over allotment option, if any). such issue and allotment to be made at such time or times, in one or more tranches, at such price or prices. in such manner and where necessary in consultation with the Lead Managers and/or Underwriters and/or Stabilization Agents and/or other Advisors or otherwise. on such terms and conditions as the Board. may. in its absolute discretion decide at the time of issue of securities. RESOLVED FURTHER THAT in case of any Equity Linked Issue/Offer, the Board be authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any such Securities referred to above or as may be in accordance with the terms of the offer. all such shares being pari passu inter se. with the then existing Equity Shares of the Company in all respects. RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter XIII-A of the SEBI Guidelines. the allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter XIII-A of the SEBI Guidelines. such Securities shall be fully paid-up and the allotment of such Securities

shall completed within
12 months from the date of
this resolution. RESOLVED
FURTHER THAT in case of a
qualified institutional
placement pursuant to
Chapter XIII-A of the SEBI
Guidelines, the relevant date
for the determination of the
price of the equity shares, if
any, to be issued upon
conversion or exchange of the
Securities shall be made at a
price not less than the higher
of the following two averages:
(i) the average of the weekly
high and low of the closing
prices of the related shares
quoted on a stock exchange
during the six months
preceding the relevant date;
(ii) the average of the weekly
high and low of the closing
prices of the related shares
quoted on a stock exchange
during the two weeks
preceding the relevant date;
the relevant date means the
date thirty days prior to the
date on which the meeting of
the general body of
shareholders is held, in terms
of Section 81 (1A) of the
Companies Act, 1956, to
consider the proposed issue;
RESOLVED FURTHER
THAT the Company and/or an
agency body authorized by the
Board may issue Depository
receipts representing the
underlying equity shares in
the capital of the Company or
such other Securities in
registered or bearer form with
such features and attributes as
are prevalent in international
capital markets for
instruments of this nature and
providing for the tradeability
or free transferability thereof
as per international practices

and regulations, and under the forms and practices prevalent in the international markets.

RESOLVED FURTHER

THAT for the purpose of giving effect to the above, the

Board be and is hereby authorised to determine the form, terms and timing of the Issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price; face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or abroad as the

Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in Such issues in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s). including without limitations, appointment of required intermediaries, such as lead managers, stabilization agents, depositories, registrars, book runners, or any other agency or intermediary that may be required for the purposes of giving effect to the above.

RESOLVED FURTHER

THAT the Board be authorized to delegate all or any of its powers herein conferred to a Committee of Directors and/or any member of such Committee with power to the said Committee

to sub-delegate its powers to
any of its members.

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (the Act). and the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the Guidelines) or any statutory amendment or re-enactment thereof, provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, approval of Reserve Bank of India, if any, and provisions of any other applic_e laws and regulations, and subject to any applicable approvals, permissions and sanctions of any statutory authorities and subject to further such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the</p>	Mgmt.	YES	FOR	FOR

Board which term shall include Committee including Compensation Committee constituted by the Board to exercise the powers including powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board to grant, offer issue and allot. in one or more tranches, upto 10,00,000 equity shares of Rs. 10 each of the Company to the present and future permanent employees, Directors of the Company (hereinafter collectively referred to as the Employees), as may be decided by the Board, in the form of options (hereinafter collectively referred to as Securities) under the UTV Employees Stock Option Scheme 200T (hereinafter referred to as the Scheme) at such price and on such terms and conditions as may be determined by the Board in accordance with the Guidelines or any other applicable provisions.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the Scheme on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any changes/variations in the terms and conditions of the Scheme from time to time including but not limited to, amendments with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme.

RESOLVED FURTHER

THAT the said Securities may be allotted in accordance with the Scheme either directly or through a trust, which may also envisage for providing any financial assistance to the trust to enable the trust/employees to acquire, purchase or subscribe to the said Securities of the Company. RESOLVED

FURTHER THAT any new equity shares to be issued and allotted as aforesaid shall rank pari passu inter se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Securities allotted under the Scheme on the Stock Exchanges /where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock

Exchanges, the Guidelines and other applicable laws and regulations. RESOLVED

FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by

<p>the authority of this resolution.</p> <p>To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (the Act), and the provisions ~f Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the Guidelines) or any statutory amendment or re-enactment thereof.. provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, approval of Reserve Bank of India, if any, and provisions of any other applicable laws and regulations, and subject to any applicable approvals, permissions and sanctions of any statutory authorities and subject to further such conditions and modifications as may be prescribed or imposed by such authoritieswhile.granting such approvals, permissions and sanctions and which may be agreed to by the Board of Directors .of the Company Hereinafter referred to as the Board which term shall include Committee including Compensation Committee constituted by the Board to</p>	<p>Mgmt.</p>	<p>YES</p>	<p>FOR</p>	<p>FOR</p>
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exercise the powers including powers conferred by this resolution}, consent of the Company be and is hereby accorded to the Board to extend the benefits of the UN Employees Stock Option Scheme 2007 referred to in the resolution under item No. 12 of this Notice to the permanent employees and directors of the subsidiary companies, as may be decided by the Board at such price and on such terms and conditions as may be determined by the Board in accordance with the Guidelines or any other applicable provisions.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the Scheme on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any changes/ variations in the terms and conditions of the Scheme from time to time including but not limited to, amendments with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme.

RESOLVED FURTHER THAT the said Securities may be allotted in accordance with the Scheme either directly or through a trust which may also envisage for providing any financial assistance to the trust to enable the trust/employees to acquire, purchase or subscribe to the said Securities of the Company. RESOLVED FURTHER THAT any new

equity shares to be issued and allotted as aforesaid shall rank pari passu inter se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Securities allotted under the Scheme on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock

Exchanges, the Guidelines and other applicable laws and regulations. RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Special Resolution: RESOLVED THAT pursuant to the provisions of Sections 198, 269 309, 310 and 311 a nd all other applicable provisions ofthe Companies Act 1956

Mgmt.

YES

FOR

FOR

(hereinafter referred to as the Act) read with Schedule XIII of the Act and such other consent/s, permission/s and approval/s as may be required, if any, the Company hereby approves the appointment/re-appointment of Mr. Deven Khote as Executive Director of the Company for a period of 3, (Three) Years commencing from 27th April. 2007 on the terms and conditions as set out In the explanatory statement and in the Agreement entered into/to be entered into in this behalf, with liberty to the Board of Directors/Remuneration committee to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board Remuneration committee and Mr. Deven Khote (the appointee).

RESOLVED FURTHER THAT in the event wherein any financial year during the currency of tenure of Mr. Deven Khote, the Company has no profits or its profits are inadequate the Company will pay a remuneration to Mr. Deven Khote as minimum remuneration for a period of three years by way of salary, perquisites and allowances as specified in the explanatory statement. RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such act/s, deed/s, matter/s and thing/s as may be necessary, expedient or desirable to give effect to the above resolution.

To consider and, if thought fit, to pass with or without modification(s). the following resolution as an Ordinary Resolution: RESOLVED THAT in supersession of Resolution passed at the Annual General Meeting of the Company held on. 6th September, 2005, the consent of the Company be and is hereby accorded in terms of Section 293(1)(d) and other applicable provision/s of the Companies Act,1956 to the Board of Directors of the Company for borrowing from time to time any sum or sums of money together with moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves (that is reserves not set apart for any specific purpose); . provided that the total amount of such borrowings in excess of the paid up capital and free reserves shall not at any time exceed Rs. 500 Crores (Rupees Five hundred Crores only) or its equivalent in foreign currency in case all or any of the borrowings are in currencies other than Indian Rupees.

Mgmt.

YES

FOR

FOR

To consider and if thought fit, to pass with or without modification(s). the following resolution as a Special Resolution: (The resolution is proposed to be passed by way of PostafBallot) RESOLVED THAT the Special Resolution under Section 372A of the Companies Act, 1956 passed

Mgmt.

YES

FOR

FOR

by the members by way of Postal Ballot on 23rd January, 2007 be and is hereby partially modified to the extent that the limit of Rs. 250 crores mentioned in the said Special Resolution be enhanced to Rs. 325 crores and that all the terms and conditions as mentioned therein shall remain unchanged.: RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

To receive, consider and adopt the audited Profit and loss Account for the year ended 31st March, 2007 and the Balance Sheet as on that date together with Reports of the Directors and the Auditors thereon.

To confirm the payment of interim dividend and to declare the final dividend for the year 2006-07.

To appoint a Director in place of Shri Vineet Nayyar, who retires by rotation and being eligible, offers himself for reappointment.

To appoint a Director in place of Shri P. K. Sinha, who

Indian Oil Corporation Limited	IOCL IN	6253767 IN	9/24/2007	Mumbai	Mgmt.	YES	FOR	FOR
					Mgmt.	YES	FOR	FOR
					Mgmt.	YES	FOR	FOR
					Mgmt.	YES	FOR	FOR

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retires by rotation and being eligible, offers himself for reappointment.				
To appoint a Director in place of Shri B. M. Bansal, who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	YES	FOR	FOR
To appoint a Director in place of Shri S.V. Narasimhan; who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	YES	FOR	FOR
Appointment of Shri B.N. Bankapur as a Director of the Company. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT Shri B.N. Bankapur who was appointed as an Additional Director and designated as Director (Refineries) by the Board of Directors effective 1st October, 2006 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member, pursuant to the provisions of Section 257 of the. Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.	Mgmt.	YES	FOR	FOR

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<i>Number of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>Appointment of Shri S. Sundareshan as a Director of the Company. To consider and if thought fit, to pass, With or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT Shri S. Suridareshari, who was appointed as an Additional Director by the Board of Directors effective 28th May, 2007 and who holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.</p>	Mgmt.	YES	FOR	FOR
					<p>Appointment of Prof. (Smt.) Indira J. Parikh as a Director of the Company. To consider and if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT Prof (Smt.) Indira J. Parikh who was appointed as an Additional Director by the Board of Directors effective,30th July, 2007 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 257</p>	Mgmt.	YES	FOR	FOR

of the Companies Act 1956,
 be and is hereby appointed as
 a Director of the Company,
 liable to retire by rotation.
 Appointment of Shri Anand
 Kumar as a Director of the
 Company. To consider and if
 thought fit to pass with or
 without modifications, the
 following resolution as an
 Ordinary Resolution:

RESOLVED THAT Shri
 Anand Kumar who was
 appointed as an Additional
 Director and designated as
 Director (Research &
 Development) by the Board of
 Directors effective, 31st July,
 2007 and who holds office
 upto the date of this Annual
 General Meeting and in
 respect of whom, the
 Company has received a
 notice in writing from a
 member pursuant to the
 provisions of Section 257 of
 the Companies Act 1956, be
 and is hereby appointed as a
 Director of the Company,
 liable to retire by rotation.

Mgmt.

YES

FOR

FOR

Appointment of Shri P. K.
 Chakraborti as a Director of
 the Company . To consider
 and if thought fit to pass with
 or without modifications, the
 following resolution as an
 Ordinary Resolution:

RESOLVED THAT Shri P.
 K. Chakraborti who was
 appointed as an Additional
 Director and designated as
 Director (Pipelines) by the
 Board of Directors effective,
 1st August, 2007 and who
 holds office upto the date of
 this Annual General Meeting
 and in respect of whom, the
 Company has received a
 notice in writing from a
 member pursuant to the
 provisions of Section 257 of

Mgmt.

YES

FOR

FOR

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					the Companies Act 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation. Approval to the IOC-IBP Merger Scheme Trust. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution: RESOLVED THAT pursuant to the Order of the Ministry of Company Affairs dated 30th April 2007 according sanction to the Scheme of Amalgamation of IBP Co. Ltd. with Indian Oil, approval of the shareholders of the Company is hereby accorded to the Trust Deed, viz., IOC-IBP Merger Scheme Trust as annexed to the notices of Annual General Meeting.				
					To receive, consider, approve and adopt the audited accounts for the year ended on 31st March, 2007 along with Directors Report and Auditors Report thereon.	Mgmt.	YES	FOR	FOR
dustan Zinc imited	HZ IN	6139726 IN	9/21/2007	Udaipur	To approve the final dividend for the year 2006-2007.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Shri Anil Agarwal, who retires by rotation and, being eligible, offers himself for re-appointment as per Article 129 of the Articles of Association of the Company.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Shri Navin Agarwal, who retires by rotation and, being eligible, offers himself for re-appointment as per Article 129 of the Articles of Association of the Company.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Shri K. K. Kaura, who retires by rotation and, being eligible, offers himself for re-appointment as per Article	Mgmt.	NO	DNA	DNA

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9/28/2007

Chandigarh

129 of the Articles of Association of the Company.

To re-appoint the retiring Auditors M/s Deloitte Haskins & Sells as Statutory Auditors of the Company and to consider and, if thought fit, to pass, the following resolution as Special Resolution, with or without modifications:

Resolved that M/s Deloitte Haskins & Sells, Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company for the period from the conclusion of 41st Annual General Meeting to the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board as per the provisions of Section 224 and other applicable provisions of the Companies Act, 1956.

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2007 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors thereon.

To confirm Interim Dividend @ 25% as declared for the financial year ended 31st March, 2007.

To appoint a Director in place of Mr. I. S. Gumber who retires by rotation and, being eligible, offers himself for reappointment.

To appoint a Director in place of Mr. Varinder Kumar who retires by rotation and, being eligible, offers himself for re-appointment.

To appoint the Statutory Auditors of the Company to hold office from the

Mgmt.

NO

DNA

DNA

Mgmt.

NO

DNA

DNA

Mgmt.

NO

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Mgmt.

NO

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Mgmt.

NO

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Mgmt.

NO

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DNA

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					conclusion of this meeting until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.				
					Appointment of Mr. A.L Suri as Director	Mgmt.	NO	DNA	DNA
					Appointment of Mr. Nirdosh Bali as Director	Mgmt.	NO	DNA	DNA
					Appointment of Mr. Rajendra Sharma as Director	Mgmt.	NO	DNA	DNA
					Revision in remuneration of Mr. Balbir Singh Uppal, Chairman and Managing Director	Mgmt.	NO	DNA	DNA
					Revision in remuneration of Mr. Janak Raj Singh, Executive Director	Mgmt.	NO	DNA	DNA
					Revision in remuneration of Mr. I. S. Gumber, Executive Director	Mgmt.	NO	DNA	DNA
					To receive, consider and adopt the Balance Sheet as at 31st March 2007 and Profit & Loss Account for the financial year ended on that date and the Reports of Directors and Auditors thereon.	Mgmt.	NO	DNA	DNA
JSP IN	6726816 IN	9/28/2007	Haryana		To declare dividend on equity shares.	Mgmt.	NO	DNA	DNA
					To note payment of interim dividend of 120% on equity shares.	Mgmt.	NO	DNA	DNA
					To. appoint a Director in place of Shri Naveen Jindal who retires by rotation and being eligible offers himself for re-appointment.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Shri Vikrant Gujral who retires by rotation and being eligible offers himself for re-appointment.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Shri Sushil Maroo who retires by rotation and being eligible offers himself for re-appointment.	Mgmt.	NO	DNA	DNA
					To appoint Mis S.S. Kothari Mehta & Co., Chartered Accountants as Auditors of	Mgmt.	NO	DNA	DNA

JSP IN
6726816 IN
9/28/2007
Haryana

the Company to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED BY WAY OF SPECIAL RESOLUTION that in accordance with the provisions of Section 81(IA) and all other applicable provisions of the Companies Act, 1956, Foreign Exchange Management Act, 1999 <including any regulation, statutory modification(s) or re-enactment(s) thereof for the time being in force including but not limited to Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulation, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and also the provisions of any other applicable laws, rules, regulations and in accordance with relevant provisions of Memorandum and Articles of Association of the Company and subject to the approval, consent, permission and / or sanction of the Ministry of Finance (MOF), Government of India (GOI), the Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and / or any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions

Mgmt.

NO

DNA

DNA

and modifications as may be prescribed in granting such approvals, consent and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board) which term shall include a Committee of Directors, the consent of the Company be and is hereby accorded to the Board to offer issue and allot, in one or more tranches any securities including Global Depository Receipts (GDR) and / or American Depository Receipts (ADR) and / or Foreign Currency Convertible Bonds (FCCB) and / or Convertible Bonds / Debentures and / or Euro-Convertible Bonds and / or Equity shares and / or Preference Shares whether Cumulative / Redeemable / Partly Convertible / Fully Convertible and / or Securities partly or fully convertible into Equity shares and / or securities linked to Equity Shares and / or any Instruments or Securities with or without detachable warrants, or such other types of securities representing either Equity Shares and / or Convertible Securities, (hereinafter collectively referred to as Securities) in India or in/one or more foreign market(s) to be subscribed in foreign currency(ies) / Rupees by Foreign / Domestic Investors, including Non-residents, Foreign Institutional Investors, Non-Resident Indians, Foreign Nationals, Corporate Bodies, Banks, Institutions, Mutual Funds or

such other eligible entities or persons as may be decided by the Board in accordance with applicable laws, whether or not such persons / entities / investors are members of the Company, through Prospectus, Offering Letter, Circular Memorandum or through any other mode, from time to time, as may be deemed appropriate by the Board on such terms and conditions as the Board may, in its sole and absolute discretion, deem fit upto US Dollars 500 million equivalent to approximately Rs.2250 crores (with a right to the Board to retain additional allotment, such amount of subscription not exceeding 25% of the amount of initial offer of each tranche as the Board may deem fit) on such terms and conditions including pricing (subject to the maximum pricing norms 21 22 Jindal Steel & Power Ltd. report 2006 07 prescribed by SEBI, RBI and / or any other authorities), as the Board may in its sale and absolute discretion decide including the form and all other terms and conditions and matters connected therewith and wherever necessary in consultation with the lead managers, underwriters, stabilization agents, guarantors, financial and / or legal advisors, depositories, custodians, principal/paying / transfer I conversion agents, listing agents, registrars and issue such Securities in any market and / or to the persons as may be deemed fit by the Board so as to enable the Company to

get listed at any stock
exchange in India and / or
Singapore and / 0.1 any other
overseas stock exchange(s),

RESOLVED FURTHER that
these securities will be
disposed off by the Board in
its absolute discretion in such
manner as the Board may
deem fit and proper.

RESOLVED FURTHER that
without prejudice to the
generality of the above and
subject to the applicable laws,
the aforesaid issue of the
Securities may have all or any
terms or combination of terms
in accordance with normal
practice including but not
limited to conditions relating
to payment of interest,
dividend, premium or
redemption or early
redemption at the option of
the company and / or to the
holder(s) of the Securities
and other debt-service
payment whatsoever and all
such terms as are provided in
offerings of this nature,
including terms for issue of
additional equity shares, of
variation of interest payment
and / or variation of the price
and / or the period of
conversion of Securities into
equity shares or issue of
equity shares during the
duration of the Securities and /
or voting rights or options for
early redemption of
Securities, and the Board is
empowered to finalize and

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
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approve the same or any modification thereof. RESOLVED FURTHER that the Company and / or any agency or body authorized by the Board may issue depository receipts representing the underlying equity shares or other Securities or FCCBs issued by the Company in registered form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent in the international markets including filing any registration statement and any other document and any amendment thereto with any relevant authority(ies) for securities listing and trading, in the overseas Stock / Securities Exchange(s), RESOLVED FURTHER that the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred above or as may be necessary in accordance with the terms of the offering(s). RESOLVED FURTHER that subject to the applicable laws, the Board, as and when it deems fit and proper, be and

is hereby also authorized to issue and allot Equity Shares (including equity shares issued and allotted upon conversion of any Securities) with differential rights including differential rights as to dividend and / or voting .. RESOLVED FURTHER that the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the International market and may be governed by . applicable foreign laws. RESOLVED FURTHER that for the purpose of giving effect to any issue or allotment of Securities or Instruments representing the same, the Board be and is hereby authorized to determine the form, terms and timing of the offering(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount of issue / conversion of Securities / redemption of Securities, rate of interest, redemption period, utilization of issue proceeds, listing on one or more stock exchanges abroad / India as the Board in its sale and absolute discretion may deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and on behalf of the Company to do all such acts, deeds, matters and things as it may, at its sale and absolute discretion, deem necessary or desirable for such purpose, including

without limitation the appointment of Registrars, Book-runners, Lead-Managers, Trustees, Agents, Bankers, Global Co-coordinators, Custodians, Depositories, Consultants, Solicitors, Accountants, or such other Agencies, entering into arrangements for underwriting, marketing, listing, trading, depository and such other arrangements and agreements, as may be necessary and to issue any Offer document(s) and sign all deeds, documents and to pay and remunerate all agencies / intermediaries by way of commission, brokerage, fees, charges, out of pocket expenses and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any question, difficulty or doubt that may arise in regard to any such issue, offer or allotment of Securities and in complying with any regulations, as it may in its sale and absolute discretion/ deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution. RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Whole time Director(s), Directors or any other Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER that all the acts, deeds and things already done by the Board in this regard be and are hereby confirmed, approved and ratified.

<p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED that pursuant to Section 293(1) (d) of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors of the Company to borrow moneys whether rupee loans or foreign currency loans or other external commercial borrowings, from time to time, at their discretion together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business> from Banks 1 Financial Institutions and 1 or anyone or more persons or Financial Institutions or from any other sources in India or abroad, such as, Foreign Banks, Foreign Investment 1 Financial Institutions or Funds or other Bodies, Authorities 1 Entities whether by way of cash credit, advance, loans or bill discounting, Issue of Non-Convertible Debentures 1 Fully Convertible Debentures I Partly Convertible Debentures with or without detachable or non-detachable warrants or</p>	<p>Mgmt.</p>	<p>NO</p>	<p>DNA</p>	<p>DNA</p>
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warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise arid whether unsecured or secured by mortgage, charge, hypothecation or Iien or pledge on the Company s assets and properties whether moveable or immoveable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit), work-in-progress and book debts of the Company on such terms and conditions as may be considered suitable by the Board of Directors upto a limit of Rs.15,000 crores (Rupees fifteen thousand crores only) outstanding at any given time. RESOLVED FURTHER that for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director of the Company to give effect to the aforesaid resolution, and to settle any question, difficulty or doubt that may arise in this regard, to finalise and execute all such deeds, documents and writings as it may deem necessary, desirable or expedient.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED that consent of the Company be and is hereby given in terms

Mgmt.

NO

DNA

DNA

of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors to mortgage / hypothecate and / or create charge / pledge, etc. in addition to the mortgages / hypothecations / charges /pledges created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and 1 or immoveable properties of the Company, both present and future and 1 or the whole or any part of the undertaking(s) of the Company in favour of the Banks, Financial Institutions, Bodies Corporate, Persons or any other Lending Institutions whether situated in India or abroad, Agents and / or Trustees for securing any loans, advances, working capital facilities, bill discounting, or any other financial assistance, fully / partly convertible debentures and / or secured non convertible debentures with or without detachable or non-detachable warrants or secured premium notes, floating rate notes 1 bonds or any other secured debt instruments or external commercial borrowings in any form together with interest, further interest thereon, compound interest in case of default, accumulated interest, all other costs, charges and expenses payable by the Company at any given time, upto a limit of Rs.15,000 crores (Rupees fifteen thousand crores only) in terms of Section 293(1)(d) of the

Companies Act, 1956 and the documents be finalised and executed by the Company in their favour and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders / Trustees. RESOLVED FURTHER that for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, delegate all or any of these powers to a Committee of Directors or Managing Director or Whole time Director or Director of the Company to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard, to finalise and execute all such deeds, documents and writings as it may may deem necessary, desirable or expedient.

<p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED that pursuant to Section 309, 310 and all other applicable provisions, if any, and Schedule XIII to the Companies Act, 1956, approval of the shareholders be and is hereby for revision of remuneration of Shri Vikrant Gujral, Vice Chairman & CEO of the Company in the following manner with effect from 1st</p>	Mgmt.	NO	DNA	DNA
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April, 2007. Remuneration: a) Basic Salary b) Allowance: j) Special allowance jj) House rent allowance iij) Leave travel allowance !ual report 2006-07 Annual report 2006 07 Jindal Steel & Power Ltd. Rs.1,80,000/- (Rs.One lac eighty thousand only) per month. c) He shall also be entitled to following reimbursements and perquisites: Reimbursements: i) Professional pursuits expenses subject to maximum of Rs.12,000/- (Rs.Twelve thousand only) per annum. i i) Medical expenses subject to maximum of Rs.15,000/- (Rs.Fifteen thousand only) per annum. ii i) Business promotion. expenses subject to maximum of Rs.36,000/- (Rs. Thirty six thousand only) per annum. iv) Reimbursement of corporate attire expenses subject to maximum of Rs.18,000/- (Rs. Eighteen thousand only) per annum. d) Perquisites: i) Payment of Bonus/ ex-gratia amount as may be declared by the Company. i i) Provident fund in accordance with Rules of the Company. iii) Free use of car with driver for business of the Company. iv) Free telephone facility at residence for official purposes only. v) Gratuity in accordance with Rules of the CQmpany. vi) Mediclaim Insurance coverage for self and family as per Rules of the Company. vii) Group Personal Accident Insurance cover as per Rules of the Company. Viii) Leave encashmerit in accordance with Rules of the Company. e) Incentives: i) Rs.10/- (Rs.ten only) per MT of Rails sold. i

i) Rs.10/- (Rs.ten only) per MT of Structural sold at a price exceeding Rs.29,000/- (Rupees twenty nine thousand only) per MT. iii) Rs. 10/- (Rupees ten only) per MT of Plates sold at a price equal to or exceeding Rs.30,000/- (Rupees thirty thousand only) per MT. The incentive as detailed above will not be applicable to sales to the group companies or planned fabrication units. f) He shall also be entitled to reimbursement of expenses actually and properly incurred by him for business of the Company. g) He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof .. h) He shall also be entitled to and paid any other allowance/ perquisite/ incentive/ facility as maybe payable to him under Rules of the Company from time to time, provided however, that the total remuneration does not exceed the limits prescribed in section I of part II of Schedules XIII to the Companies Act, 1956.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED that pursuant to Section 309, 310 and all other applicable provisions, if any, and Schedule XIII to the Companies Act, 1956, approval of the shareholders be and is hereby for revision of remuneration of Shri Anand Gael, Dy. Managing Director of the Company in the following manner with effect from 1st April, 2007.

Mgmt.

NO

DNA

DNA

Remuneration: a) Basic Salary
b) Allowances: i) Special allowance : Rs.56,000/- (Rs.Fifty six thousand only) per month. ii) Leave travel allowance : Once in a year for self and family in accordance with Rules of the Company not exceeding Rs.54,000/- (Rs.Fifty four thousand only) per annum. iii) Children education allowance: Rs.200/- (Rs. Two hundred only) per month. iv) Flexible perquisites : Rs.25,000/- (Rs.Twenty five thousand only) per month. He shall also be entitled to following reimbursements and perquisites c)
Reimbursements: i) Professional pursuits expenses subject to maximum of Rs.12,000/- (Rs. Twelve thousand only) per annum~ ii) Medical expenses reimbursement.subject to maximum of Rs.15,000/- (Rs.Fifteen thousand only) per annum. iij) Business promotion expenses subject to maximum of Rs.36,000/- (Rs.Thirty six thousand only) per annum. iv) Reimbursement of corporate attire expenses subject to maximum of Rs.18,000/- (Rs.Eighteen thousand only) per annum. Rs.1,60,000/- (Rs.One lac sixty thousand only) per month. v) c) Rs.64,000/- (Rs.Sixty four thousand only) per month. Rs.88,350/- (Rs.Eighty eight thousand three hundred fifty only) per month. Once in a year for self and family in accordance with Rules of the Company not exceeding Rs.54,000/- (Rs.Fifty four thousand only) Per annum. iv) Children education allowance:

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Rs.200/- (Rs. Two hundred only) per month. v) Flexible perquisites : Rs.25,000/- (Rs. Twenty five thousand only) per month. He shall also be entitled to following reimbursements and perquisites Reimbursements:
j) Professional pursuits

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<i>Portfolio Priority</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>or A Mana</i>
					<p>expenses subject to maximum of Rs.12,000/- (Rs. Twelve thousand only) per annum. i i) Medical expenses reimbursement subject to maximum of Rs.15,000/- (Rs. Fifteen thousand only) per annum. i i i) Business promotion expenses subject to maximum Rs.36,000/- (Rs. Thirty six thousand only) per annum. iv) Reimbursement of corporate attire expenses subject to maximum of Rs.18,000/- (Rs. Eighteen thousand only) per annum. Reimbursement of driver's salary subject to maximum of Rs.7,500/- (Rs. Seven thousand five hundred only) per month. d) Perquisites: i) Payment of Bonus ex-gratia amount as may be declared by the Company. ii) Provident fund in accordance with Rules of the Company. iii) Free use of car with driver for business of the Company. iv) Free telephone facility at residence for official purposes only. v) Gratuity in accordance with Rules of the Company. vi) Medilaim Insurance coverage for self and family as per Rules of the Company. vii) Group Personal Accident Insurance cover as per Rules of the Company. viii) Leave encashment in accordance with Rules of the Company. He shall also be entitled to reimbursement of expenses actually and properly incurred by him for business of the Company. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof.</p>				

f) e) d) Perquisites: j) Payment of Bonus~ ex-gratia amount as may be declared by the Company. ii) Provision of facilities in accordance with Rules of the Company. iii) Free use of car with driver for business of the Company. iv) Free telephone facility at residence for official purposes only. v) Gratuity in accordance with Rules of the Company. vi) Medical Insurance coverage for self and family as per Rules of the Company. vii) Group Personal Accident Insurance cover as per Rules of the Company. viii) Leave encashment in accordance with Rules of the Company. e) He shall also be entitled to reimbursement of expenses actually and properly incurred by him for business of the Company. f) He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof. g) He shall also be entitled to and paid any other allowable perquisite /incentive / facility as may be payable to him under Rules of the Company from time to time, provided however, that the total remuneration does not exceed the limits prescribed in section I of part II of Schedules XIII to the Companies Act, 1956.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED that pursuant to Section 309, 310 and all other applicable provisions, if any, and Schedule XIII to the Companies Act, 1956, approval of the shareholders be and is hereby for revision of remuneration of Shri Sushil K. Maroa, Whole-time Director of the Company in the following

Mgmt.

NO

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D

manner with effect from 1st
April, 2007:

To consider and if thought fit, to
pass with or without
modification(s) the following
resolution as an Ordinary
Resolution: RESOLVED that
pursuant to Section 309, 310 and
all other applicable provisions, if
any, and Schedule XIII to the
Companies Act, 1956, approval
of the shareholders be and is
hereby for revision of.

Mgmt.

NO

DNA

D

remuneration of Shri P. S. Rana,
Whole~time Director of the
Company in the following
manner with effect from 1st
April, 2007.

To consider and if thought fit, to
pass with or without
modification(s) the following
resolution as a Special
Resolution: RESOLVED BY
WAY OF SPECIAL
RESOLUTION that pursuant to
Section 115WKA of Income Tax
Act, 1961 and Income tax Rules,
1962 (as amended from time to
time) read with SEBI (Employees
Stock Option Scheme and
Employees Stock Purchase
Scheme) Guidelines, 1999,
approval of the shareholders be
and is hereby given for
incorporating the following
clause as Clause No.22 in
Employees Stock Option
Scheme- 2005 (ESOS-2005). 22.
In terms of Section 115WKA of
the Income Tax Act, 1961 read
with Income Tax Rules, 1962 (as
amended from time to time) the
Board of Directors may, if it so
chooses, recover, fully or partly,
from the Optionees, Fringe
Benefit Tax and / or any other tax
/ cess / surcharge paid / payable
by the Company in respect of
shares allotted under ESQS~
2005 and may decide on the
procedure for such recovery.

Mgmt.

NO

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lite tries Co d	STLT IN	B13TC37 IN	9/28/2007	Tamilnadu	<p>RESOLVED FURTHER that the Board be and is hereby authorised to decide any question and resolve other issues with respect to, the above without any further reference to the shareholders.</p> <p>To consider and adopt the Balance Sheet as at March 31, 2007 and the Profit and Loss account of the Company for the year ended on that date and the Report of the Directors and Auditors thereon.</p> <p>To confirm the dividend paid on Preference Shares.</p> <p>To appoint a Director in place of Mr. Gautam Doshi, who retires by rotation and being eligible, offers himself for reappointment.</p> <p>To appoint a Director in place of Mr. Sandeep Junnarkar, who retires by rotation and being eligible, offers himself for re-appointment.</p> <p>To appoint M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Das & Prasad, Chartered Accountants, retiring Auditors as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and for the purpose, to pass with or without modification(s), the following resolution as an Ordinary Resolution</p> <p>: RESOLVED that pursuant to the provisions of Section 224 and all other applicable provisions, if any, of the Companies Act, 1956, M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Das & Prasad, Chartered Accountants, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company</p>	Mgmt.	NO	DNA	D
						Mgmt.	NO	DNA	D
						Mgmt.	NO	DNA	D
						Mgmt.	NO	DNA	D
						Mgmt.	NO	DNA	D

juna action Ltd	NJCC IN	BOFXGP0 IN	9/24/2007	Hyderabad	<p>and the Board of Directors be and is hereby authorised to fix their remuneration.</p> <p>Approval for issue and allotment of Equity Shares on Preferential basis to M/s. Blackstone GPV Capital Partners Mauritius V-A Limited & M/s. Blackstone FP Capital Partners (Mauritius) V FII Limited.</p>	Mgmt.	NO	DNA	D
					<p>Approval for issue and allotment of convertible Warrants on Preferential basis to M/s. Blackstone GPV Capital Partners (Mauritius) V-H Limited.</p>	Mgmt.	NO	DNA	D
					<p>Approval for enhancement of Directors of the company from 15 (Fifteen) to 18 (eighteen) and Amendment of the Articles of Association of the Company.</p>	Mgmt.	NO	DNA	D
ver nce ation ted	POWF IN	B1S7225 IN	9/25/2007	New Delhi	<p>To receive, consider, and adopt the audited Balance Sheet as at 31st March 2007 and the Profit and Loss Account for the financial year ended on that date along with Report of the Directors and Auditors thereon.</p> <p>To confirm interim dividend and declare final dividend for the year 2006-07.</p>	Mgmt.	NO	DNA	D
					<p>To fix the remuneration of the Auditors.</p>	Mgmt.	NO	DNA	D
					<p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:- RESOLVED THAT in supersession of resolution passed by the shareholders in its 18th Annual General Meeting held on August 30th, 2004, the consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of Section 293(1)(d) of the Companies Act, 1956 for borrowing money, upto total amount Rs. 1,00,000 Crore (Rupies One Lakh Crore only) in Indian Rupees and in any Foreign</p>	Mgmt.	NO	DNA	D

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Currency equivalent to US \$4000 Million (Four Thousand Million US Dollars only) for the purpose of the business of the Company notwithstanding the money to be borrowed and money already borrowed by the Company exceeds the aggregate of the paid-up capital and free reserves 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 in supersession of resolution passed in 18th Annual General Meeting held on August 30th, 2004, the consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of

Section 293(1)(d) of the Companies Act, 1956 for mortgaging and/or charging of all or any of the movable and/or immovable properties of the Company, both present and future, or the whole or substantial whole of the undertaking or the undertaking of the Company for securing loan upto the total amount of Rs. 1,00,000 Crore (Rupees One Lakh Crore only) in Indian Currency and in any Foreign Currency equivalent to US \$4000 Million (Four Thousand Million US Dollars only) for the purpose of the business of the Company.

To receive, consider and adopt the audited Balance Sheet as at and the audited Profit and Loss Account for the year ended 31st March, 2007 and the Reports of the Directors and Auditors thereon.

To declare dividend on the Cumulative Redeemable Preference Shares of the

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9/24/2007

Hyderabad

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NO

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General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary

Resolution : RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any. of the Companies Act, 1956 or any statutory modification(s) or reenactment thereof,

Mgmt.

YES

FOR

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Dr. Raghunath Anant Mashelkar, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, and Article 135 of the Atticles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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

Mgmt.

YES

FOR

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: RESOLVED THAT in accordance with the provisions of Sections 198,309(4),310 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof for the time being in force, and the Atticles of Association of the Company and subject to applicable statutory approval(s), and in supercession of the special resolution passed by the Members at the 31It Annual General Meeting of the Company, each of the Directors of the. Company, other than the Managing Director and Whole time Directors, be paid, annually, commission of Rs. 21,00,000/- (Rupees twenty one lakh) per annum, for a period of 5 (five) years sraqing from the financial year ending on

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n Silk tries d.	ESLK IN	6564049 IN	9/26/2007	Kolkata	March 31.2008, provided that the total commission payable to all Directors in the said category of Directors shall not exceed one percent of the net profits of the Company as computed in the manner referred to under the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof for the time being in force.				
					To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2007 and the Balance Sheet as at that date together with the report of the Directors and Auditors thereon.	Mgmt.	NO	DNA	D
					To declare dividend.	Mgmt.	NO	DNA	D
					To appoint a Director in place of Sri R.L. Gaggar who retires by rotation and is eligible for re-appointment.	Mgmt.	NO	DNA	D
					To appoint a Director in place of Sri H.S. Gopalka who retires by rotation and is eligible for re-appointment.	Mgmt.	NO	DNA	D
To appoint Auditors and fix their remuneration.	Mgmt.	NO	DNA	D					

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<i>Exchange Listing</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
				<p>To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: RESOLVED (a) THAT pursuant to the provisions of Section 13, 16 & 94 and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or reenactment thereof and the enabling provisions of Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, each existing Equity Share of the face value of RS.10/- (Rupees Ten) each in the Authorized Share Capital of the Company be sub-divided into 5 (Five) Equity Shares of the face value of Rs.2/- (Rupees Two) each with effect from the Record Date to be determined by the Managing Director of the Company for the purpose. (b) THAT pursuant to the sub-division of the Authorized Equity Shares of the Company, the issued, subscribed and paid up Equity Shares of the face value of RS.10/- (Rupees Ten) each as existing on the Record Date, shall stand subdivided into Equity Shares of the face value of Rs.2/- (Rupees Two) each fully paid-up with effect from the Record Date. (c) THAT upon such sub-division becoming effective the Board be and is hereby authorized to issue new share certificates representing the sub-divided Equity Shares with new distinctive numbers consequent to the sub-division of the Equity Shares as aforesaid subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules 1960 and where Members hold Equity Shares (or opt to receive the sub-divided Equity Shares) in dematerialized form,</p>	Mgmt.	NO	DNA	DNA

the sub-divided Equity Shares in lieu thereof be credited to the respective beneficiary accounts of the Members with their respective Depository Participants. (d) THAT the Board be and is hereby authorized to take all such steps and to do all acts and things necessary, expedient or desirable to give effect to this resolution.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution: RESOLVED THAT Clause V of the Memorandum of Association of the Company be amended as follows: The Capital of the Company is Rs.40,00,00,000/- (Rupees Forty Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs.2/- (Rupees Two) each and 20,00,000 (Twenty lacs) Preference Shares of Rs. 100/- (Rupees One hundred) each with the power to issue any of the shares in the Capital, original or increased with or subject to any preferential, special or qualified rights or conditions as regards dividends, repayment of capital or otherwise.

Mgmt.

NO

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To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (SEBI), the applicable provisions of Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and enabling provisions

Mgmt.

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of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India (RBI), the Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP), the Foreign Investment Promotion Board (FIPB), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as Appropriate Authorities), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as Requisite Approvals), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and they are authorized at their absolute discretion to create, offer, issue and allot in one or more tranches, in the course of domestic/international offerings to Domestic/Foreign Investors/Institutional Investors/Foreign Institutional Investors, Members, Employees, NonResident Indians, Companies or Bodies Corporate whether incorporated in India or abroad, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through a Public Issue, Rights Issue, Preferential Issue and/or Private Placement, with or without an over-allotment option, equity shares and/or equity shares through Global Depository Receipts (GDRs) and/or American Depository

Receipts (ADRs) and/or Foreign Currency Convertible Bonds (FCCBs) and/or any securities convertible into equity shares at the option of the Company and/or holder(s) of the securities and/or securities linked to equity shares and/or securities with warrants including any instruments or securities representing either equity shares and/or Foreign Currency Convertible Bonds or Convertible Securities or securities linked to equity shares or securities with equity shares/fully convertible debentures/partly convertible debentures or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, or a combination of the foregoing (hereinafter collectively referred to as Securities), secured or unsecured, listed on any international stock exchange outside India, through an offer document and/or prospectus and/or offer letter and/or offering circular, and/or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, for an amount not exceeding US\$100 million inclusive of such premium from time to time.

RESOLVED FURTHER THAT in case of any equity linked issue/offering, including without limitation, any GDR/ADR/ FCCB offering, the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above or as may be in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue/ offering and in the offer document and/or prospectus and/or offer letter and/or offering circular and/or listing particulars.

RESOLVED FURTHER THAT the

consent of the Company be and is hereby granted in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and subject to all necessary approvals, to the Board to secure, if necessary all or any of the above securities to be issued by the creation of mortgage and/or charge on all or any of the Company's immovable and/or movable assets, both present and future, in such form and manner and on such terms as may be deemed fit and appropriate by the Board. RESOLVED FURTHER THAT the Company and/or any entity, agency or body authorised and/or appointed by the Company, may issue depository receipts representing the underlying Securities issued by the Company in negotiable registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international market. RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Underwriters, Advisors and/or other persons as appointed by the Company, be and is hereby authorised to determine the form, terms and timing of the issue(s)/offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, the price, premium or discount on issue/conversion of securities, rate of interest, period of conversion, listing on one or more Stock Exchanges in India and/or abroad and fixing of record date or book

closure and related or incidental matters, as the Board in its absolute discretion deem fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and/or abroad.

RESOLVED FURTHER THAT the relevant date for determining the pricing of the Securities is 30 days prior to the date of the th AGM at which the approval of the shareholders in terms of Section 81 (1A) of the Companies Act, 1956 is obtained. RESOLVED

FURTHER THAT the Board be and is hereby authorized to issue and allot such number of securities as may be required, including issue and allotment of equity shares upon conversion of any securities referred to above or as may be necessary in accordance with the terms of the offer, all such equity shares ranking pari passu and inter-se with the then existing equity shares of the Company in all respects. RESOLVED

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

FURTHER THAT for the purpose of giving effect to the above resolution, the Board be authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of the aforesaid Securities and listing thereof with the stock exchange(s) where the Company's shares are listed and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the aforesaid Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders

or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or the Managing Director or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: RESOLVED that in modification of the Special Resolution passed by the Company in terms of Section 293(1)(d) of the Companies Act, 1956 ("the Act") at the 49th Annual General Meeting of the Company held on 20th December 1995, the consent of the company pursuant to the said section of the Act be and the same is hereby accorded to the Board of Directors of the Company (the Board) for borrowing from time to time any sum or sums of moneys on such terms and conditions as the Board may deem requisite or proper for the purpose of the business of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount borrowed and so to be borrowed by the Board (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining outstanding at anyone time shall not exceed the limit of RS.1000 Crores and that for the purpose of implementation of this resolution, the Board may act through any member thereof or any

Mgmt.

NO

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other person duly authorised by the
Board in that behalf .

To consider and if thought fit, to pass
with or without modification, the
following resolution as an Ordinary
Resolution: RESOLVED that in
accordance with the provisions of
Section 16, 94 and other applicable
provisions, if any, of the Companies
Act, 1956 (including any statutory
modifications or are enactment thereof,
for the time being in force), the
Authorized Share Capital of the
Company be and is hereby increased
from Rs.40 crores (Rupees Forty
crores) divided into 10,00,00,000 (Ten
crores) Equity Shares of RS.2/- (Rupees
Two only) each and 20,00,000 (Twenty
lacs) Preference Shares of Rs.1001-
(Rupees One hundred) each to RS.50
Crores (Rupees Fifty crores) divided
into 15,00,00,000 (Fifteen crores)
Equity Shares of Rs.2/- (Rupees Two)
and 20,00,000 (Twenty lacs) Preference
Shares of RS.1001- (Rupees One
hundred) and consequently the existing
Clause V of the Memorandum of
Association of the Company be and is
hereby altered by deleting the same and
substituting the following clause: V.
The Capital of the

Mgmt.

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
Grasim Industries Limited	GRASIM IN	6099927 IN	10/17/2007	Postal ballot	<p>Company is Rs.50,00,00,000/-(Rupees Fifty crores only) divided into 15,00,00,000 (Fifteen crores) Equity Shares of RS.2/- (Rupee Two) each and 20,00,000 (Twenty lacs) Preference Shares of Rs.100/- (Rupees One hundred) each with the power to issue any of the shares in the Capital, original or increased with or subject to any preferential, special or qualified rights or conditions as regards dividends, repayment of capital or otherwise.</p> <p>To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution: , RESOLVED THAT pursuant to Sections 293(1)(a), 192A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and any other law for the time being in force and subject to such other provisions, consents, permissions and sanctions, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board , which term shall deem to include any Committee of the Board which may have been constituted or hereinafter</p>	Mgmt.	YES	FOR	FOR

constituted to exercise all its powers, including but not limited to the powers conferred by this resolution with the power to delegate such authority to such persons as the Board may deem fit and with power to substitute such authority) to transfer, sell and/or otherwise dispose of the Company's textile units, viz., Bhiwani Textile Mills and Elegant Spinners at Bhiwani (Haryana) (hereinafter referred as "the said Undertaking"), with effect from 1st October, 2007 or such other date as the Board may deem fit ("the Appointed Date"), together with all its undertakings/properties, assets (including the assets under construction / acquisition under the ongoing capital expenditure plans of the said Undertaking, incurring an amount upto Rs.10 Crores in the current financial year up till the date of transfer) and liabilities/ obligations of whatsoever nature and kind and wheresoever situate in whole and its employees on a going concern basis or otherwise, to a subsidiary of the Company (presently under formation) with the proposed name of Grasim Bhiwani Textiles Limited (GBTL), for a price which shall not be less than RS.60 Crores (Rupees Sixty Crores Only) and on such terms and conditions (including, without limitation, mode of reoiptotthesale consideration) with power to the Board to finalize the means, methods or modes in respect thereof, including power to change/alter the appointed date as may be

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DLF imited	DLFU IN	B1YLCV0 IN	9/29/2007	Haryana	<p>expedient, and to finalize and execute all required documents including schemes of arrangement, agreements, deeds of assignment, conveyance deeds and any other deeds or documents, with such modifications, as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and expedient in its discretion for the completion of the transaction as aforesaid in the best interest of the Company</p> <p>To receive, consider and adopt the Audited Balance Sheet as at 31st March 2007 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.</p>	Mgmt.	NO	DNA	DNA
					<p>To declare Dividend on Equity Shares.</p>	Mgmt.	NO	DNA	DNA
					<p>To appoint. a pirector in place of Mr. Brijendra Bhushan, who retires by rotation and Qeing eligible, offers himself for re-appointment.</p>	Mgmt.	NO	DNA	DNA
					<p>To appoint a Director in place of Brig. (Retd.) Narendra Pal Singh, who retires by rotation and being eligible, offers himself for reappointment.</p>	Mgmt.	NO	DNA	DNA
					<p>To appoint a Director in place.of Mr. Rajiv Singh, Who retires by rotation and being eligible, offers himself for re-appointment.</p>	Mgmt.	NO	DNA	DNA
					<p>To appoint statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.</p>	Mgmt.	NO	DNA	DNA
					<p>To consider and if thought fit, to pass with or without modification(s), the following</p>	Mgmt.	NO	DNA	DNA

Resolution as an Ordinary
Resolution: RESOLVED
THAT pursuant to Article 93
of the Articles of Association
of the Company and in
accordance with the
provisions of Sections 198,
269,309,310 read with
Schedule XIII and other
applicable provisions, if any,
of the Companies Act, 1956
or any statutory modifications
Of:reenactment thereof,
consent of the members be
and is hereby accorded to the
re-appointment of
Mr. Kameshwar Swarup, as a
Whole-time Director,
designated as Senior
Executive Director- Legal for
a period of two (2) years with
effect from 1st January, 2008
on the terms and conditions
including as to remuneration
as set out in the draft
agreement, a copy of which is
placed before this meeting,
which draft agreement is
hereby specifically sanctioned
with liberty and authority to
the Board of Directors to alter,
vary, modify and revise the
terms and conditions
including remuneration of the
said appointee and/or
Agreement in such manner
and from time to time, as may
be agreed to between the
Board and Mr. Kameshwar
Swarup provided the same is
in conformity with
Schedule XIII appended to the
Companies Act, 1956
including any
ammendments/modifications
made hereafter in this regard.
RESOLVED FURTHER
THAT the terms and
conditions of re-appointment,
resignation, agreement,
remuneration, powers, duties

and responsibilities, specified in the Explanatory Statement, may be altered, varied and revised, from time to time, by the Board of Directors of the Company including any Committee thereof, as it may, in its discretion, deem fit, so as not to exceed the limits specified in Section 309 and Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company including any Committee thereof be and is hereby authorized to do all such acts, deeds, things, to enter into such agreement, deed of amendment or any such document as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:- RESOLVED THAT pursuant to Article 93 of the Articles of Association of the Company and in accordance with the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended up to date and/or any statutory amendments, modifications or re-enactment thereof, the consent of the members of the Company, be and is hereby accorded to the re-appointment of Ms. Pia

Mgmt.

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Singh as a Whole-time Director of, the Company for a period of five (5) years with effect from 18th February, 2008 on the terms and conditions including remuneration as set out in the draft agreement which is hereby specifically sanctioned with liberty and authority to the Board of Directors or Committee thereof to alter, vary, modify and revise the terms and conditions including remuneration of the said appointment and/or Agreement in such manner and from time to time, as may be agreed between the Board and Ms. Pia Singh in conformity with Schedule XIII of the Companies Act, 1956 including any amendments/modifications made hereafter in this regard.

RESOLVED FURTHER

THAT the terms and conditions of reappointment, agreement and remuneration specified in the Explanatory Statement may be altered, varied and revised, from time to time, by the Board of Directors of the Company, as it may, in its discretion deem fit, so as not to exceed the limits specified in Section 309 and Schedule XIII of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time. RESOLVED

FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorized to do all such acts, deeds, things, to enter into

such agreement, deed of amendment or any such document as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: RESOLVED THAT pursuant to Articles 124 and 125 of the Articles of Association of the Company and in accordance with the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended up to date and/or any statutory statements, modifications or re-enactment thereof, the consent of the members of the Company, be and is hereby accorded to the re-appointment of Mr. T. C.

Goyal, as a Managing Director of the Company, for a period of five (5) years with effect from 1st March, 2008 on the terms and conditions including remuneration, authorities, powers, duties and responsibilities as contained in the draft agreement which is hereby specifically sanctioned with liberty and authority to the Board of Directors to alter, vary, modify and revise the terms and conditions including remuneration of the said appointment and/or

Mgmt.

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Agreement in such manner and from time to time, as may be agreed between the Board and Mr. T. C. Goyal in conformity with Schedule XIII of the Companies Act, 1956 including any amendments/modifications made hereafter in this regard. RESOLVED FURTHER THAT the terms and conditions of reappointment, agreement, remuneration, powers, duties and responsibilities specified in the Explanatory Statement may be altered, varied and revised, from time to time, by the Board of Directors of the Company, including any Committee thereof, as it may; in its discretion deem fit, so as not to exceed the limits specified in Section.309 and Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time. RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorized to do all such acts, deeds, things, to enter into such agreement, deed of amendment or any such document as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.

Mgmt.

NO

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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 statutory modification or re-enactment thereof for the time being in force) and in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the Guidelines), the provisions of the Income Tax Act, 1961 and Guidelines issued thereunder and such other provisions of law and other statutory requirements as applicable, the Employees Stock Option Scheme 2006 of the Company as approved by the Members at the Extraordinary General Meeting held on 20th April 2006 and subsequently modified by the Members at the Extra-ordinary General Meetings held on 4th January and 15th February 2007, respectively (hereinafter referred to as Pre-IPO Scheme), be and is hereby ratified. RESOLVED FURTHER THAT the Board of Directors of the Company, or any Committee thereof, be and is hereby authorized to issue and allot such number Of Options, which have not yet been granted, within the aggregate limits of the Pre-IPO Scheme being pari passu with the existing Equity Shares Of the Company in all respects, as it may decide, to the "Employees of the Company at par value and

other terms and conditions as the Board may in its absolute discretion deems fit keeping in view the Pre-IPO Scheme and the requirements of the Guidelines. RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and are hereby authorized to take necessary steps for listing of the shares allotted / to be allotted under the Pre-IPO Scheme, on the Stock Exchanges where the Company's shares are listed as per the terms and conditions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules, and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors or any Committee thereof, be and is hereby authorized, to do all things necessary, expedient and requisite and to take such action as may be necessary or expedient to formulate, amend, alter, adopt any modifications or redefine the proposal or scheme or plan of Employees Stock Option based on the guidelines issued by the Securities and Exchange Board of India or any other statutory authority(ies) from time to time or otherwise and to settle all questions and difficulties that may arise during the course of implementing the resolution. RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to delegate all or any of the powers herein conferred including the power to sub-delegate to any

Committee of the Board to
give effect to the aforesaid
resolution.

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<i>Number of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT further to ratification of The Employees Stock Option Scheme 2006 (Pre-IPO Scheme) by the members at Item No. 10 hereinabove, the Board of Directors, or any Committee thereof, be and is hereby authorized to issue and allot such number of Options, which have not yet been granted, within the aggregate limits of the Employees Stock Option Scheme 2006 (Pre-IPO Scheme), being pari passu with the existing Equity Shares of the Company, to such Employees of Subsidiary(ies) of the Company on such terms and conditions as it may in its absolute discretion deem fit keeping in view the Employees Stock Option Scheme 2006 and the requirements of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorized to take necessary steps for listing of the shares allotted / to be allotted to the such Employees of the Subsidiary(ies) of the Company under the Pre-IPO</p>	Mgmt.	NO	DNA	DNA

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g Auto mitted	ANGA IN	B03JLP5 IN	9/27/2007	New Delhi	Scheme, on the Stock Exchanges where the Company's shares are listed as per the terms and conditions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations and to do all such acts, deeds and things as may be necessary or expedient in this regard.	Mgmt.	NO	DNA	DNA
					To receive, consider and adopt the Audited Balance Sheet as at 31st March 2007 and Profit and Loss Account of the Company for the year ended 31st March, 2007 and the reports of the Directors and Auditors thereon.				
					To appoint a Director in place of Mr. Manoj Gupta who retires by rotation and being eligible, offers himself for re-appointment.				
					To declare dividend on equity shares for the financial year ended March 31, 2007.				
					To appoint M/s Sandesh Jain & Co., Chartered Accountants, the retiring Auditors as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.				
					To consider and if thought fit, pass with or without any modification(s) the following resolution, as an Ordinary Resolution: RESOLVED THAT in modification of the resolution passed earlier, by the company pursuant to the provisions of section 293 (1) (d) of the Companies Act, 1956, the consent of the member of the Company in terms of the aforesaid section				

of the Act be and the same is hereby accorded to the Board of Directors of the company (the Board) to borrow from time to time for the purpose of the company's business any sum or sums of money as it may deem proper notwithstanding that the moneys already borrowed by the Company, if any, (apart from temporary loans obtained from the company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid-up capital of the company and its free reserves, if any, that is to say, reserves not set apart for any specific purpose provided that the total amount of the moneys to be so borrowed by the Board together with money already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed Rs. 260.00 (Rupees Two Hundred Sixty Crores only) outstanding at any time and that for the implementation of this Resolution the Board may act through any member thereof or any other persons duly authorised by the Board in that behalf

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2007 and Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and the Auditors thereon.

To declare dividend for the year ended March 31, 2007 on the Equity Shares.

robindo arma imited	ARBP IN	6702634 IN	9/27/2007	Hyderabad				
					Mgmt.	NO	DNA	DNA
					Mgmt.	NO	DNA	DNA
					Mgmt.	NO	DNA	DNA

To appoint Mis. S.R. Batliboi & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

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

RESOLVED that Mr. M. Sitarama Murthy, who has consented to act as Director if appointed, be and is hereby appointed as a Director of the Company, to fill the vacancy caused by retirement of Mr. V.S. Janardhanam in respect of which vacancy the Company has received a notice in writing pursuant to Section 257 (1) of the Companies Act,1956, from a Member of the Company proposing the appointment of Mr. M. Sitarama Murthy as Director of the Company and whose period of office shall be liable to determination by the retirement of Directors by rotation.

Mgmt.

NO

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DNA

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

RESOLVED that Dr. P. L. Sanjeev Reddy who has consented to act as Director if appointed, be and is hereby appointed as a Director of the Company, to fill the vacancy caused by retirement of Dr. K.A. Balasubramanian in respect of which vacancy the

Mgmt.

NO

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Company has received a notice in writing pursuant to Section 257(1) of the Companies Act, 1956, from a Member of the Company proposing the appointment of Dr. P. L. Sanjeev Reddy as Director of the Company and whose period of office shall be liable to determination by the retirement of Directors by rotation.

To consider and if thought fit, to pass, with or without modification (s), the following Resolution as an Ordinary Resolution: RESOLVED that Mr. P. Sarath Chandra Reddy, who has consented to act as Director if appointed, be and is hereby appointed as a Director of the Company, to fill the vacancy caused by retirement of Mr. B.

Sivaprasad Reddy in respect of which vacancy the Company has received a notice in writing pursuant to Section 257 (1) of the Companies Act,1956, from a Member of the Company proposing the appointment of Mr. P. Sarath Chandra Reddy as Director of the Company and whose period of office shall be liable to determination by the retirement of Directors by rotation.

Mgmt.

NO

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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 31 and other applicable provisions of the Companies Act, 1956 the Articles of Association of the Company be and are hereby amended in the manner set out below:

Mgmt.

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1. a. The following Article I(ii) (c) be deleted: Agreement shall mean the Shareholders Agreement dated February 1, 2004 between the Company, Promoters and Merlion and any modifications thereto which have been agreed to in writing by all Parties from time to time, and shall include all attachments, annexures and schedules to the Agreement.

b. The following Article I(ii) (h) be deleted: Majority Affirmative Vote means the consent of the nominee

Director of Merlion (or his/her alternate) unless there are more than two Private Equity Investors and the nominee Director of Merlion (or his/her alternate) refuses consent, in which case any two Private Equity Investors voting in favour will constitute

Majority Affirmative Vote;

c. The following Article I(ii) (j) be deleted: Merlion means Merlion India Fund I Limited a Company incorporated under the laws of the Republic of Mauritius and having its registered office at TM

Building, Pope Hennessy Street, Port Louis, Mauritius

d. The following Article I(ii) (k) be deleted: Merlion Shares shall mean 2,370,000 fully paid-up equity shares of the Company issued and allotted in terms of the Agreement.

e. The following Article I(ii) (p) be deleted: Private Equity Investors shall collectively mean and include Templeton Strategic Emerging Markets Fund, Merlion, and any other financial investor(s) who subscribe(s) to an aggregate of up to four million equity shares in tranche(s) by

preferential allotment in terms of the . Agreement; Subject to the above amendment, the sub numbers in Article I(ii) be renumbered.

2. The following Article 2A be deleted: In the event of any contradiction between Articles 24-A, 24-B, 24-C, 26-A, 39-A, 39-B, 55-A, 55-B, 80-A and/or 80-B and the other Articles, the provisions of Articles 24-A, 24-B, 24-C, 26-A, 39-A, 39-B, 55-A, 55-B, 80-A and 80-B shall prevail.

3. The following Article 24A be deleted: Notwithstanding anything that may be contained in these Articles, Merlion shall have the right to participate, in proportion to its shareholding in the Company, in any future issue of equity shares on the same terms and conditions as granted to any other new or existing Member provided that such right is exercised by Merlion within 7 days of the Company informing Merlion of the proposed issue with relevant details and provided further that for 18 months from February 14, 2004, the Company shall not issue equity and/or equity linked instruments at a price lower than the price offered to Merlion and/or with rights that are materially superior to the ones given to Merlion in terms of the Agreement.

4. The following Article 24B be deleted: Subject only to regulatory and procedural feasibility, notwithstanding anything that may be contained in these Articles, Merlion shall have a tag-along right proportionate to

Merlion's shareholding in the Company in the event of any sale by the Promoters that would result in the aggregate shareholding of the Promoters falling below the threshold mentioned in the Agreement.

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<i>Issuer of Exchange Portfolio Ticker Security Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
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5. The following Article 24C be deleted: Subject only to applicable laws, notwithstanding anything that may be contained in these Articles, if any Shares or other securities of the Company are listed or proposed to be listed on one or more stock exchanges overseas, the Company shall take all steps, do all such things, execute all such writings and make all regulatory applications and filings as may be required by law for permitting or facilitating the unrestricted sale and distribution of the Merlion Shares on such exchanges such that the Merlion Shares are freely transferable on such stock exchanges. In connection therewith, Merlion will be entitled to demand any piggyback registration rights to be exercised at any time at the discretion of Merlion, and for this purpose the Company and Merlion shall negotiate and execute a Registration Rights Agreement in customary form and on customary terms and conditions, within thirty (30) days after such request by Merlion.

6. The following Article 26A be deleted: Notwithstanding anything that may be contained in these Articles, all the rights and obligations of Merlion under the Agreement shall terminate and relevant

definitions contained in Article 1(ii), as well as Articles 24-A, 24-B, 24-C, 39-A, 39-B, 55-A, 55-B, 80A and 80-B of the Articles of Association of the Company shall be deemed to be deleted without any further act or deed, upon the earlier of (i) expiry of 5 years from the date of allotment of Merlion shares or (ii) the shares held by Merlion and its affiliates falling below 1,580,000 shares or (iii) a change in control of Merlion shares from Standard Chartered Plc or its affiliates to any other Person without the prior written consent of the Company, such consent not to be unreasonably withheld.

7. The following Article 39A be deleted: Notwithstanding anything that may be contained in these Articles, MerLionshall have the right to nominate a Director (and the alternate director for this Director) on the Board for a period of 5 years from February 14, 2004, unless its shareholding falls below 1,580,000 Shares.

MerLionshall ensure that its nominee Director (1) shall not, during the tenure of his/her Directorship in the Company, is a director on the board of any competitor Company and, (2) shall at all times keep confidential all proprietary information of the Company. For the purposes of these Articles, a competitor shall mean any company whose primary business is the manufacture of pharmaceutical products.

8. The following Article 39B be deleted: Notwithstanding

anything that may be contained in these Articles, Merlion shall have the right to recommend by written notice to the Company the removal of their nominee Director (or his/her alternate, as the case may be) at any time, and the appointment of another person in his/her place and to fill any vacancy in the office of such nominee Director/alternate Director.

9. The following Article 55A be deleted: Notwithstanding anything that may be contained in these Articles, at least 7 (seven) days notice of each Board meeting shall be given to Merlion's nominee Director, in the event that the business to be transacted at such meetings includes any of the matters set out in Articles 80-A and 80-B of the Articles of the Company unless Merlion's nominee Director agrees to a shorter notice. The agenda setting out in reasonable detail the items of business proposed to be transacted at such meetings of the Board (the Agenda) shall be sent to the Merlion nominee Director (and his/her alternate) at least 7 days before the date of each such meeting of the Board. In general, the items not specified in the Agenda may not be discussed at any Board meeting. However, in circumstances where the Chairman considers it fit and expedient to do so, items not specified in the Agenda may also be discussed at a Board meeting so long as the same do not include any of the matters set out in Articles 80-A and 80-B of the Articles

of the Company. For any matter other than the matters set out in Articles 80-A and 80-B of the Articles of the Company, the nominee Director of Merlion will also be duly informed of the agenda prior to the meeting of the Board. Quorum for Board meetings of the Company which deal with any of the matters set out in Articles 80-A and 80-B of the Articles of the Company shall require the presence of the Director nominated by Merlion. In the event that quorum is not present within half an hour of the time appointed for holding the meeting, for any reason whatsoever, the meeting shall stand adjourned to the same day in the next week (or such other later date as the Chairman may decide) at the same time and place and the Directors present at such adjourned meeting shall constitute a quorum provided that: a. written notice of the adjournment was given to the Merlion nominee Director and his/her alternate at their usual address for service of notices of Board meetings not less than five (5) days before the date of the adjourned meeting; b. no agenda items are considered at the adjourned meeting which were not on the Agenda for the meeting which was adjourned; and c. the requisite quorum as per the Act is present.

10. The following Article 55B be deleted: Notwithstanding anything that may be contained in these Articles, pursuant to a meeting convened in accordance with Article 55-A above, in the

event that the Merlion nominated Director (and his/her alternate) choose to absent themselves from such adjourned meeting of the Board where their affirmative vote is required, then their affirmative vote and/or consent, as the case may be, to the resolutions to be tabled at the said meeting will, subject to the above Article 55-A, be deemed to have been given and the resolutions will be accordingly adopted by the Board and/or the Company as the case may be.

11. The following Article 80A be deleted: Notwithstanding anything that may be contained in these Articles, the Company shall, in respect of, (i) any amendment to its Memorandum and Articles of Association, (ii) voluntary winding-up or dissolution, (iii) any merger or any acquisition that is greater than 10% of its market cap, (iv) any transfer of Promoter Shares in contravention of the Agreement, (v) any sale or disposal of its whole or any substantial assets, (vi) any change in its business other than healthcare and/or (vii) any delegation of any of these matters, obtain the affirmative vote of the nominee Director of Merlion at a meeting of the Board convened in accordance with Articles 55-A and 55-B, failing which the matters referred to in this Article 80-A shall not be put to vote at a shareholders meeting of the Company.

12. The following Article 80B be deleted: Notwithstanding anything that may be

contained in these Articles, the Company shall, in respect of, (i) the appointment of any director other than Directors appointed by Promoters, nominee directors of financial institutions and Private Equity Investors, (ii) . any capital expenditure greater than 7.5% of sales or Rs.500 million whichever is higher in the aggregate in any financial year, (iii) the appointment of any relative as defined under the Act to the top 10 key management positions, (iv) any buy back of its shares, (v) the issuance of any equity or equity-linked instruments other than as set out in the Agreement, (vi) the appointment or changing of the big four statutory auditor and/or (vii) any delegation of the above matters, obtaining the Majority Affirmative Vote at a meeting of the Board convened in accordance with Article 55-A and 55-B of the Articles of Association of the Company, failing which the matters referred to in this Article 80-B shall not be put to vote at a shareholders meeting of the Company.

To receive, consider and adopt the Balance Sheet as at 31 March 2007, Profit & Loss Account for the year ended on that date, the Auditors report thereon and the Director s Report for the Financial year 2006-7.

To appoint a Director in place of Shri M. S Velma, who retires by rotation and is eligible for reappointment.

To appoint a Director in place of Shri G. P. Gupta, who retires by rotation and is eligible for reappointment.

PTC India limited	PTCIN IN	B00L819 IN	9/28/2007	New Delhi	Account for the year ended on that date, the Auditors report thereon and the Director s Report for the Financial year 2006-7.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Shri M. S Velma, who retires by rotation and is eligible for reappointment.	Mgmt.	NO	DNA	DNA
					To appoint a Director in place of Shri G. P. Gupta, who retires by rotation and is eligible for reappointment.	Mgmt.	NO	DNA	DNA

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<p>To appoint a Director in place of Shri P. Abraham, who retires by rotation and is eligible for reappointment.</p>	<p>Mgmt.</p>	<p>NO</p>	<p>DNA</p>	<p>DNA</p>
<p>To consider and if thought fit, to pass with or without modification(s), the following resolution for dividend for the Financial Year 2006-2007 as Special Resolution RESOLVED THAT pursuant to Section 205 and other applicable provisions of the Companies Act 1956, dividend at the rate of 10% be and is hereby declared for the financial year 2006-07, out of the profits of the Company on the 15 crore equity shares of Rs. 10/- each fully paid up, aggregating to Rs. 1,50,00,00.000 to be paid as per the ownership as on closing hours on 14th September 2007 .</p>	<p>Mgmt.</p>	<p>NO</p>	<p>DNA</p>	<p>DNA</p>
<p>To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment and fixation of the remuneration for the Statutory Auditors for the Financial Year 2007-2008 as Special Resolution: RESOLVED THAT pursuant to the provisions of Section 224A of the Companies Act, 1956, M/s T. R. Chadha & Co. Chartered Accountants, B-30, Connaught Place, Kuthaila Building, New Delhi be and is hereby appointed as the Auditors of the Company for the Financial Year 2007-2008 to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be</p>	<p>Mgmt.</p>	<p>NO</p>	<p>DNA</p>	<p>DNA</p>

determined by the Board of
Directors of the Company.

RESOLVED FURTHER
THAT Board of Directors of
the Company be and is hereby
authorized to take necessary
actions in this regard.

To appoint Shri R..G, Yadav
(who in pursuance of section
260 of the Companies Act,
1956 was appointed as an
Additional Director by the
Board of Directors to hold the
office of Director only up to
the date of this meeting), as
Director, as a nominee of
Powergrid Corporation of
India Limited

(POWERGRID), in respect of
whom the Company has
received a notice in writing
from a member proposmg his
candidature for the office of
Director and to move the
following resolution as an
ordinary Resolution:

RESOLVED THAT pursuant
to Section 257 of the
Companies Act, 1956, Shri
R..G. Yadav be and is hereby
appointed as a Director of the
Company as a Nominee of
Powergrid Corporation of
India Limited
(POWERGRID) and shall be
liable to retire by rotation.

Mgmt.

NO

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<i>Number of Exchange Portfolio Ticker Security Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
				<p>To consider and if thought fit, to pass with or without modification (s), the following resolution for amendment to the Articles of Association of the Company as Special Resolution: Resolved that pursuant to section 31 and other applicable provisions, if any, of the companies Act, 1956 and subject to such approvals as may be necessary from appropriate authorities and subject to such conditions! modifications, if any, as may be prescribed by the appropriate authorities in granting such approvals, which may be agreed to by the Board of Directors, the Articles of Association of the Company be and are hereby altered as follows:-</p> <p>A. Article 10 of the Articles of Association of the Company be substituted by the following new Article 10:- Article -10 Issue of shares Issue of capital shall be made as per the provisions of the Act.</p> <p>B. Article 13 (Further issue of capital) of the Articles of Association of the Company is deleted C. Article 113(i) of the Articles of Association of the Company be substituted by the following new article 113(i):- 113(i) Nominee Directors</p> <p>Any shareholder holding more than 10% shareholding of the Company shall be entitled to nominate a part-time Director</p>	Mgmt.	NO	DNA	DNA

on the Board of the Company
by a notice in writing
addressed to the Company. D.

Article 135 (Restrictions on
the power of the Board) of the
Articles of Association of the
Company is deleted.

E. Existing clauses of the
Article 136 be deleted and
existing Article 136 is
substituted by the following:

Article 136 Approval
Through Special Resolution

The following matters shall be
decided in the General Body
Meeting of the Company by
passing special resolutions:-

- (i) To sell or otherwise
dispose of the whole or
substantially the whole of the
undertaking of the Company.
- (ii) Any proposal to merge the
Company with another
economic organization.

F. Article 162 (Inspection of
accounts or records by
members) of Articles of
Association of Company is
deleted.

G. Article 178 (Promoters
Agreement) of the Articles of
Association of the Company
be substituted by the
following new Article 178.

After Incorporation, the
Company shall adopt the
Promoters Agreement
executed among
POWERGRID, NTPC and
PFC on 8th April, 1998 for
formation of this Company
and supplement thereof dated
29th November, 2002. Upon
adoption of the Promoters
Agreement including any
amendment thereto or
supplement thereof, the
Company shall be bound by
the same and shall give effect
to the terms thereof as by law
permits except when there is

any inconsistency between the provisions of Promoters Agreement (including its supplement) and Articles of Association, in which the provisions of the Articles of Association shall prevail.

To consider and, if thought fit, to pass with or without modification, the following resolution for augmentation of capital base of the Company as a special resolution:-

Mgmt.

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Resolved that in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI) or any other relevant authorities from time to time, to the extent applicable and subject to such consents, permissions, sanctions and other such approvals as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee thereof/ Managing Director for the time being exercising the powers conferred on the Board by this resolution) or as may be prescribed or made, while granting such consents and approvals and which may be agreed to by the Board, the

consent of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time in one or more tranches, in the course of domestic/ international offerings to Domestic/ Foreign Institutional Investors, Companies, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Non-Resident Indians, Pension Funds, individuals, public at large, Qualified Institutional Buyers (as defined by the Securities and Exchange Board of India (DIP) Guidelines) or otherwise, whether shareholders of the Company or not, through a public issue and/ or on a private placement basis (including placement to Qualified Institutional Buyers under Chapter XIII A of SEBI DIP Guidelines), with or without any green shoe option, shares or any other permissible securities including but not limited to Global Depository Receipts, Foreign Currency Convertible Bonds

(Hereinafter collectively referred to as Securities), for cash, at such price or prices, in such a manner and on such terms and conditions as the Board may, in its absolute discretion, decide at the time of issue of Securities. The total issue size raised through the aforesaid Securities should not exceed Rs. 1,200 crores or its equivalent at a price as may be determined by the Board of Directors after complying with the relevant guidelines. To consider and if thought fit, to pass with or without modification(s), the

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10/4/2007

Hyderabad

following resolution for decision on shareholding level of PTC in PTC India Financial Services Limited (a Company promoted by PTC) as Ordinary Resolution: RESOLVED THAT pursuant to the applicable provisions of Companies Act 1956 and Articles of Association of the Company, the consent be and is hereby granted that shareholding level of PTC in PTC India Financial Services Limited (PFS) be not less than 26%.

To receive, consider and adopt the audited balance sheet of the Company as at 30th June, 2007 and the profit and loss account for the period ended 30th June, 2007 and the Reports of the Directors and Auditors thereon.

To appoint a Director in place of Shri Y. S. Chowdary, who retires by rotation and being eligible, offers himself for re-appointment.

To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications(s), the following resolution as an Ordinary Resolution: RESOLVED that Mis. Price Waterhouse, Chartered Accountants, Hyderabad, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors, in

Mgmt.

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place of Mis T. Raghavendra & Associates, Chartered Accountants, who expressed their inability to continue as Statutory Auditors of the Company due to their pre-occupation.

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution. RESOLVED that Shri K. S. Purohit who was appointed as an Additional Director of the Company with effect from 28.04.2007 and holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company under Section 257 of the Companies Act, 1956 who shall be liable to retire by rotation.

Mgmt.

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To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution. RESOLVED that Shri A. S. Anand Kumar who was appointed as an Additional Director of the Company with effect from 28.04.2007 and holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company under Section 257 of the Companies Act, 1956 who shall be liable to retire by rotation.

Mgmt.

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To Consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution. RESOLVED that pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any,

Mgmt.

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of the Companies Act, 1956 and subject to the approval of Central Government, if necessary, Shri G.Srinivasa Raju, Director of the Company be and is hereby appointed as Managing Director of the Company for a period of 5 years w.e.f. 28.04.2007.

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution. RESOLVED that Shri V.S.R Murthy who was appointed as an Additional Director of the Company with effect from 3rd September 2007 and holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company under Section 257 of the Companies Act, 1956

RESOLVED further that pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of Central Government, if necessary, Shri V.S.R Murthy, who was appointed as Director (Finance) of the Company with effect from 03.09.2007 be and is hereby appointed as Director (Finance) of the Company for a period of 5 years w.e.f. 03.09.2007. Resolved further that Shri V.S.R Murthy, be and is hereby entitled for the following remuneration: RS.24,00,000/- per annum payable on a monthly basis, with effect from the date of his appointment i.e., 3rd September 2007. He is also entitled for all such types of

Mgmt.

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perquisites as may be allowed under Companies Act, 1956. To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution. RESOLVED that Shri M. V. Bhaskara Rao who was appointed as an Additional Director of the Company with effect from 03.09.2007 and holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company under Section 257 of the Companies Act, 1956 who shall be liable to retire by rotation.

Mgmt.

NO

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To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution: RESOLVED that pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 the Authorised Share Capital of the Company be increased from Rs.26,05,00,000/- (Rupees Twenty Six Crores Five Lakhs only) divided into 4,01,00,000 (Four Crores One Lakh only) Equity Shares of Rs.5/- (Rupees Five only) each and 6,00,000 Preference Shares of Rs.100/- (Rupees One Hundred Only) each to Rs.50,00,00,000/- (Rupees Fifty Crores only) . divided into 8,80,00,000 (Eight Crores and Eighty Lakhs only) Equity Shares of Rs.5/(Rupees Five only) each and 6,00,000 (Six Lakhs only) Preference Shares of Rs.100/(Rupees One Hundred only) each by further creation of 4,79,00,000 (Four Crores and

Mgmt.

NO

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Seventy Nine Lakhs only)
Equity Shares of Rs.5/-
(Rupees Five only) each.
RESOLVED further that the
Clause V(a) of the
Memorandum of Association
of the Company and
Article No.3 of Articles of
Association of the Company
be altered as follows: The
Authorised Share Capital of
the Company is
Rs.50,00,00,000/- (Rupees
Fifty Crores only) divided into
8,80,00,000 (Eight Crores and
Eighty Lakhs only) Equity
Shares of RS.5/ (Rupees Five
only) each and 6,00,000 (Six
Lakhs only) Preference Shares
of Rs.100/-(Rupees One
Hundred only) each.

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution: RESOLVED that the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors/Committee thereof to mortgage and/or charge, in addition to the mortgages/ charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as, the Board may determine, all or any of the moyable or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to takeover the management of the business and concern of the Company in certain events of default in favour of any Bank(s) and/or Financial Institution(s) for securing the loans sanctioned or to be sanctioned by them as per the terms and conditions stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the respective Banks(s)/Financial Institution(s). RESOLVED further that for the purpose of giving effect to this resolution, the Board/</p>	Mgmt.	NO	DNA	DNA

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Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion thinks necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard thereto.

To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution. RESOLVED that in partial modification of the resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 27.04.2007, the consent of the Company under the provisions of section 293(1)(d) of the Companies Act, 1956 be and is hereby accorded to the Directors of the Company /Committee thereof to borrow monies from time to time, but so that the monies to be borrowed together with the monies already borrowed by the Company, for the time being (apart from temporary loans obtained from Company s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose, but shall not exceed the amount of Rs.500 Crores (Rupees Five Hundred Crores only) at anyone time.

Mgmt.

NO

DNA

DNA

To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution: RESOLVED that pursuant to Section 81 (1A) and other applicable provisions, if any, of the

Mgmt.

NO

DNA

DNA

Companies Act, 1956,
(including any statutory
modification (s) or
re-enactments thereof, for the
time being in force) and
enabling provisions in the
Memorandum and Articles of
Association of the Company,
Foreign Exchange
Management Act, 2000, the
Listing Agreement entered
into by the Company with the
Stock Exchanges where the
Shares of the Company are
listed and the prevailing
Statutory guidelines and
subject to the approval of the
Financial Institutions (FIs),
Securities and Exchange
Board of India (SEBI),
Reserve Bank of India
(RBI) and all other concerned
authorities, if any and to the
extent necessary and such
other approvals, permissions
and sanctions as may be
necessary and subject to that
conditions and modifications
as may be prescribed or
imposed by any of them while
granting such approvals,
permissions and sanctions
which may be agreed to, by
the Board of Directors of the
Company (hereinafter referred
to as Board) and / or a duly
authorized Committee thereof
for the time being exercising
the powers conferred by the
Board, the consent of the
Company be and is hereby
accorded to the Board to
create, issue, offer or allot
either at par or at premium
(issue price being not less
than the price as arrived at), in
accordance with the terms of
Chapter XIII of SEBI
(Disclosure and Investor
Protection) Guidelines, 2000,
either in for cash or for

consideration other than cash or in satisfaction of a genuine debt, as may be deemed most appropriate by the Board, equity shares and / or convertible debentures (fully or partly) and / or, all or any of the aforesaid with or without detachable or non detachable warrants and/or warrants of any nature compulsorily convertible into equity shares at a later date or any other financial instruments compulsorily convertible into equity at a later date and /or secured premium notes, and/or Floating Rate Notes/Bonds and/or any other financial instruments (hereinafter for brevity's sake referred to as Securities) to be subscribed either in rupees/foreign currency(ies) as the Board at its sole discretion may at any time or times hereinafter decide which Securities when issued or allotted or converted in case of compulsorily convertible warrants would ultimately result in an increase in the paid up equity share capital of the Company upto an amount not exceeding Rs.4.00 Crores in addition to the existing paid up equity share capital of Rs.19.47 Crores to the existing members of the Company and / or promoter group members (which term shall include directors, promoter directors, their families, relatives, friends and associates) and / or non promoters and / or strategic investors and / or Financial Institutions /Banks either directly or through conversion of existing loans and / or interest on such loans

whether resident in India (individuals as well as bodies corporate) or Non Resident Indians, Mutual Funds, Debenture holders, Employees, Foreign Institutional Investors(FIIs), Companies, other entities/authorities and to such other persons whether through public issue, rights issue, private placement, exchange of Securities, conversion of loans or otherwise and for general corporate purposes including capital expenditures, working Capital requirements, strategic investments, any mergers, amalgamations, acquisitions, re-organizations or arrangements or any other re-organizations as the Board may deem fit and/or by anyone or more or a combination of the above modes/methods or otherwise and in one or more tranches, with or without voting rights in General Meetings/Class Meetings of the Company as may be permitted under the prevailing laws at such price or prices, or in such manner as the Board or Committee thereof may on its absolute discretion think fit in consultation with the lead managers, underwriters, advisors and such other persons and on such terms and conditions including the number of Securities to be issued, face value, premium, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the number of equity shares to be allotted on conversion/

redemption/extinguishment of debts, exercise of rights attached with warrants, the ratio of exchange of shares and/or warrants and/or any other financial instrument, period of conversion fixing the record date or book closure and related or incidental matters ,

RESOLVED further that in the event of issue of equity shares and / or convertible warrants and / or any securities through preferential allotment, the relevant date for this purpose will be 4th September, 2007 as per the provisions of SEBI

(Disclosure and Investor Protection) Guidelines, 2000 as amended from time to time ,

RESOLVED further that such of these Securities to be issued as are not subscribed may be disposed of by the Board/Committee thereof, to such persons and in such manner and on such terms as the Board or the Committee may in its all absolute discretion think most beneficial to the Company including offering or placing them with Banks / Financial Institutions /Investment Institutions / Mutual Funds / Foreign Institutional Investors or such other persons or otherwise as the Board or Committee thereof may in its absolute discretion decide .

RESOLVED further that the consent of the Company be and is hereby given to the Board of Directors in terms of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 to mortgage and/or charge in addition to the

mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such time and such terms as the Board may determine, all or any of the movable or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default in favour of the agents and Trustees/Lenders for securing the Securities (if they comprise fully/ partly secured Convertible Debentures and/ or secured Non Convertible Debentures with or without detachable or Non-Detachable warrants or secured premium notes, floating rate notes/bonds or other secured debt instruments) together with interest, further interest thereon, compound interest in case Of default, accumulated interest, remuneration of the Trustees, premium (if any) on redemption, all other costs, charges and expenses payable by the Company in terms of the Trust Deed/other documents to be finalised and executed between the Company and the agents and Trustees/Lenders and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the agents and Trustees/Lenders .
RESOLVED further that for

the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilisation of the proceeds of issue of the securities and further to do all such acts, deeds, matters and things in respect of appointment of lead managers, registrars, bankers, trustees, agents, lenders, brokers and underwriters and to finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient as it may deem fit .

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution: RESOLVED that pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and Scheme of Arrangement and Amalgamation for Transfer of Towers Division of Sujana Metal Products Limited, Hyderabad to the Company, approved by the Hon'ble High Court of Andhra Pradesh vide its Order dated 10th April, 2007, which came into effect from 4th May 2007, (including any statutory modification (s) or re-enactments thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company, Foreign Exchange Management Act, 2000, the Listing Agreement entered into by the Company with the Stock Exchanges where the Shares of the Company are listed and the prevailing Statutory guidelines and subject to the approval of the Financial Institutions (FIs), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities, if any and to the extent necessary and such other approvals, permissions and sanctions as may be	Mgmt.	NO	DNA	DNA

necessary and subject to that conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to, by the Board of Directors of the Company (herein after referred to as Board) and / or a duly authorized Committee thereof for the time being exercising the powers conferred by the Board, the consent of the Company be and is hereby accorded to the Board of Directors to issue and allot the Optionally Fully Convertible Debentures (OFCDs) (hereinafter for brevity's sake referred to as Securities) worth of RS.800 Lakhs to IFCI Limited, Hyderabad, either at par or at premium (issue price being not less than the price as arrived at), in accordance with the terms of Chapter XIII of SEBI (Disclosure and Investor Protection) Guidelines, 2000, when converted into equity would ultimately result in an increase in the paid up equity share capital of the Company upto an amount not exceeding Rs.30 Lakhs in addition to the existing paid up equity capital of the Company, through conversion of existing loans sanctioned to Sujana Metal Products Limited which were transferred to Sujana Towers Limited pursuant to Scheme of Arrangement and Amalgamation for Transfer of Towers Division of Sujana Metal Products Limited, Hyderabad to the Company, as approved by the Hon'ble High Court of Andhra Pradesh vide its Order dated

10th April, 2007, which came into effect from 4th May 2007 and / or interest on such loans through private placement as preferential allotment as the Board may deem fit with or without voting rights in General Meetings/Class Meetings of the Company as may be permitted under the prevailing laws at such price or prices, or in such manner as the Board or Committee thereof may on its absolute discretion think fit ,

RESOLVED further that the relevant date for the purpose of issue and allotment of OFCDs will be 4th

September, 2007 as per the provisions of Chapter XIII of SEBI (Disclosure and Investor Protection) Guidelines, 2000 as amended from time to time

RESOLVED further that for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue and allotment of the securities and further to do all such acts, deeds, matters and things and to finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient for the above purpose.

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution: RESOLVED that in accordance with the provisions of Section 81 (1A)

Mgmt.

NO

DNA

DNA

and other applicable provisions, if any, of the Companies Act, 1956, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Operative Guidelines for Disinvestment of shares by Indian Companies in the Overseas Market through issue of ADRs/ GDRs as notified by the Government of India, Ministry of Finance, Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactments thereof for the time being in force), and also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and the provisions in the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the Shares of the Company are listed and subject to other approvals, consents, permissions and sanctions of the Government of India, Reserve Bank of India, Securities and Exchange Board of India and all other appropriate and/or concerned authorities, and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company

(Board , which term shall be deemed to include any committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the consent of the members of the Company be and is hereby accorded to the Board of Directors to issue, offer and allot an international offerings any security including, Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) convertible into equity shares, Foreign Currency Convertible Bonds (FCCBs). warrants, convertible into depository receipts with underlying equity shares/equity shares (herein after referred to as securities) for an aggregate sum of upto US\$60 million or equivalent in Indian/or any other currency (ies) with such premium as may be appropriate, directly to foreign/ non-resident investors (where the institutions, bodies corporate, mutual funds, trusts, foreign institutional investors, banks and/or individuals or otherwise and whether or not such investors are members, promoters, directors or their relatives/associates, of the Company) without first offering to the existing shareholders, through public issues, private placements or a combination thereof at such time or times in such tranche or trenches at such price or prices, at such premium as may be appropriate to market price or prices in such manner and on such terms and

conditions as may be decided
by the Board, wherever
necessary in consultation with
the lead managers,
underwriters, advisors or
through the subsidiaries,
including by way of the initial
public offer in Euro, US or
other countries, so as to
enable the Company to get
listed at any stock exchanges
in India and/or outside India .

RESOLVED further that for
the purpose of giving effect to
the above resolution, the
Board of Directors of the
Company be and is hereby
authorized to do all such acts,
deeds and things as it may, in
its absolute discretion deemed
necessary or desirable and
settle any question, difficulty
or doubt that may arise in
regard to the offer, issue and
allotment of securities.

RESOLVED further that the
relevant date for the purpose
of issue of securities in
international offerings,
including Global Depository
Receipts (GDRs)
and/or American Depository
Receipts (ADRs) convertible
into equity shares, Foreign
Currency Convertible Bonds
(FCCBs), will be 4th
September, 2007 as per the
Issue of Foreign Currency
Convertible Bonds and
Ordinary Shares (Through
Depository Receipt

Mechanism) Scheme, 1993 as
amended from time to time ,

RESOLVED further that the
Board is hereby authorized to
accept any modifications in
the proposal as may be
required by the authorities
involved in such issues but
subject to such conditions as
the SEBI/GOI/RBI or such

other appropriate authorities may impose at the time of their approval and as agreed to by the Board. RESOLVED further that without prejudice to the generality of the above, issue of securities in international offering may have all or any term or combination or terms in accordance with the international practices.

RESOLVED further that the Board is also entitled to enter into and execute all such arrangements/ agreements with the lead managers /underwriters/ guarantors/ depositary (ies)/ custodians/ advisors/ registrars and all such agencies as may be involved including by way of payment of commission, brokerage, fees, expenses incurred in cash or otherwise in relation to the issue of securities and other expenses, if any, or the like.

RESOLVED further that the Company and/or any agency or body authorized by the Company may issue GDRs/ADRs/FCCBs and/or other form of securities mentioned hereinabove or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the capital markets. RESOLVED further that the securities issued in international offering shall be deemed to have been issued abroad in the markets and! or at the place of issue of the securities in the international markets and shall be governed

by English or American law as may be decided by the board. RESOLVED further that the Board be and is hereby authorize to finalise the mode and the terms of issue and allot such number of equity shares/securities as may be required to be issued and allotted upon conversion of any securities referred to in paragraph (s) above as may be necessary in accordance with the terms of offering and all such shares will rank pari passu with the existing equity shares of the Company in all respect. RESOLVED further that the Board do open one or more bank accounts in the name of Company, including escrow account, special purpose accounts etc., in Indian currency or foreign currency (ies) which such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue/ offer, subject to requisite approvals from the RBI and other overseas regulatory authorities, if any. RESOLVED further that such of this securities as are not subscribed, may be disposed off by the Board in its absolute discretion in such manner as the board may deem fit. RESOLVED further that for the purpose aforesaid, the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of proceeds, as it may in its absolute discretion deemed fit without being required to seek any

flJrtherconsent or approval of
the members or otherwise to
the end and intent that the
members shall be deemed to
have given their approval
thereto expressly by the
authority of the resolution.

RESOLVED further that the
Board be and is hereby
authorized to delegate all or
any of the powers herein
conferred in such manner as
they deem fit.

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<i>Number of Folio Ownership</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote or Ag Manag</i>
can nicle ings	DECH IN	B1TS6J2 IN	9/29/2007	Secunderabad	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2007 and Profit and Loss Account on that date and the reports of the Board of Directors and Auditors thereon.	Mgmt.	NO	DNA	DN
					To consider and approve the recommendation of the Board of Directors for treating the Interim Dividend of 50% declared and paid by the Company during the year as the Final Dividend for the financial year 2006-07.	Mgmt.	NO	DNA	DN
					To appoint a director in place of Mr. G Kumar who retires by rotation and being eligible offers himself for re-appointment.	Mgmt.	NO	DNA	DN
					To appoint a director in place of Mr. E Venkatram Reddy who retires by rotation and being eligible offers himself for re-appointment.	Mgmt.	NO	DNA	DN
					To appoint auditors and to fix their remuneration and in this regard, to consider and if thought fit. to pass with or without modification(s), the following resolution as an Ordinary Resolution: To appoint Mis. CB. Mouli & Associates, Chartered Accountants, the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to authorize the Board to fix their remuneration.	Mgmt.	NO	DNA	DN
					To appoint auditors and to fix their remuneration and in this	Mgmt.	NO	DNA	DN

regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: To appoint Mis. CB. Mouli & Associates, Chartered Accountants, the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to authorize the Board to fix their remuneration. hereby accorded to the revision in the salary and reappointment of Mr. T Venkatram Reddy, Chairman from Rs. 180 lakhs per annum to Rs. 250 lakhs per annum for the period from 1.9.2006 to 31.08.2011.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary any of the terms and conditions relating to the remuneration payable to Mr. T Venkatram Reddy within the limits specified under the provisions of the Companies Act, 1956.

Increase in remuneration upon re-appointment and change in designation of Mr. T Vinayak Ravi Reddy: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the Act and subject to such approvals, if any, consent of the Company be and is hereby accorded a) to the revision in

Mgmt.

NO

DNA

DN

the salary and re-appointment of Mr: T Vinayak Ravi Reddy, Managing Director from Rs. 180 lakhs per annum to Rs. 250 lakhs per annum for the period from 1.9.2006 to 31.08.2011. b) to re-designate Mr. T Vinayak Ravi Reddy, Managing Director as Vice Chairman (an Executive Position) for the remaining tenure of his office (w.e.f. 27.04.2007) and with the other terms and conditions of his appointment and remuneration remain unchanged. RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary any of the terms and conditions relating to the remuneration payable to Mr. T Vinayak Ravi Reddy within the limits specified under the provisions of the Companies Act, 1956.

Increase in remuneration upon re-appointment and change in designation of Mr. P K Iyer: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the Act and subject to such approvals, if any, consent of the Company be and is hereby accorded a) to the revision in the salary and re-appointment of Mr. P K Iyer, Executive Director from Rs. 180 lakhs per annum to Rs. 250 lakhs per annum for the period from 1.9.2006 to 31.08.2011. b) to re-designate Mr. P K Iyer,

Mgmt.

NO

DNA

DN

Executive Director as
Managing Director for the
remaining tenure of his office
(w.e.f. 27.04.2007) and with
the other terms and conditions
of his appointment and
remuneration remain
unchanged. RESOLVED

FURTHER THAT the Board
be and is hereby authorised to
alter and vary any of the terms
and conditions relating to the
remuneration payable to Mr. P

K Iyer within the limits
specified under the provisions
of the Companies Act, 1956.

Authorizing the Board to
borrow in excess of paid-up
capital and free reserves: 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
shareholders be and is hereby
accorded to the Board of
Directors of the Company
under section 293(1) (d) of the
Companies Act, 1956, to

borrow a nysum or sums of
monies from time to time
from Banks or Financial
Institutions or Body Corporate
or Mutual Funds or others
whether by way of

debentures, cash credit,
advance or deposits, loans or
bill discounting etc. not
withstanding the money or
monies to be borrowed,
together with the monies
already borrowed by the

Company (apart from
temporary loans obtained
from the Company s bankers
in the ordinary course of
business) may exceed the
aggregate of the paid up
capital of the Company and its
free reserves, that is to say,

Mgmt.

NO

DNA

DN

reserves not set apart for any specific purposes, provided however that the total amounts so borrowed shall not exceed Rs. 1000 Crores (Rupees One Thousand Crores Only). RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.

Alteration of article with respect to Common Seal of the company. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 31 and other applicable provisions of the Companies Act, 1956, Article 145 of the Articles of Association of the Company be and is hereby altered and substituted as follows: The seal shall not be affixed except by the authority of a resolution of the Board or a Committee of Directors and in the presence of one Director in whose presence the Seal shall have been affixed and countersigned by Managing Director or Secretary or such other person as may from time to time be authorised by the Managing Director or by the Board provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Director to issue the same.

Mgmt.

NO

DNA

DN

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B03D005 IN					To receive, consider and adopt the Audited Balance Sheet as at 31st March 2007 and the Profit and Loss Account for the year ended on 31st March 2007, together with the Director's Report and the Auditors' Report thereon.				
					To declare dividend for the year ended March 31, 2007.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Ms. Kavita Prasad who retires by rotation and being eligible offers herself for reappointment.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Mr. M S Ramakrishna who retires by rotation and being eligible offers herself for reappointment.	Mgmt.	NO	DNA	DN
					To appoint Auditors for the year 2007-08 till the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration M/s Satyanarayana & Co., Chartered Accountants the retiring auditors are eligible for reappointment.	Mgmt.	NO	DNA	DN
					To appoint Mr. S N Rajesh as Director of the Company.	Mgmt.	NO	DNA	DN
					To appoint Mr. J K Verma as Director of the Company.	Mgmt.	NO	DNA	DN
					To ratify the appointment of Mr. J K Verma as Whole Time Director.	Mgmt.	NO	DNA	DN
					To revise the borrowing powers of the Board	Mgmt.	NO	DNA	DN
					To increase authorised share capital of the Company.	Mgmt.	NO	DNA	DN
					To amend Clause V of the Memorandum of Association	Mgmt.	NO	DNA	DN
					To amend the Articles of Association	Mgmt.	NO	DNA	DN
					To issue Foreign Currency Convertible Bonds	Mgmt.	NO	DNA	DN
MISP IN 6327372 IN	9/28/2007	Chhettisgerh			To consider and adopt the Audited Balance Sheet as at 31st March 2007, Profit and Loss Account for the year	Mgmt.	NO	DNA	DN

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					ended on that date, along with the Report of Directors and the Auditors thereon.				
					To appoint a Director in place of Shri M. S Gujrat who retires by rotation and being eligible offers himself for reappointment.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Shri V. N. Kedia who retires by rotation and being eligible offers himself for reappointment.	Mgmt.	NO	DNA	DN
					To confirm payment of two interim dividends of 20% and 25%, declared on 30-10-2006 and 15-3-2007 respectively for the financial year 2006-07.	Mgmt.	NO	DNA	DN
					To appoint auditors and fix their remuneration.	Mgmt.	NO	DNA	DN
un olle ited	ERR IN	B15CXR5 IN	9/28/2007	Chennai	To consider and adopt the Directors Report, Audited Profit and Loss Account for the year ended 31st March 2007, and the Balance Sheet as at 31st March 2007 and the Auditors Report thereon.	Mgmt.	NO	DNA	DN
					To declare Dividend.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Mr. Hari Eswaran who retires by rotation and is eligible for reappointment.	Mgmt.	NO	DNA	DN
					To appoint a Director in place of Dr. S Ramani who retires by rotation and is eligible for reappointment.	Mgmt.	NO	DNA	DN
					To appoint Auditors to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Brahmayya & Co and M/s R Subramanian & Co the retiring Auditors are eligible for re-appointment.	Mgmt.	NO	DNA	DN
					Raising long term funds	Mgmt.	NO	DNA	DN
					Increase in borrowing limits	Mgmt.	NO	DNA	DN

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<i>Number of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote or Agency Management</i>
SREI structure finance limited	SREI IN	6296212 IN	10/15/2007	Kolkata	To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: Issue of Securities by way of Preferential allotment on private placement basis : RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) and relevant enabling provisions of Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed and Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 as amended and subject to any approval, consent, permission and/or sanction of the appropriate authorities (hereinafter collectively referred to as the appropriate authorities) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as "the requisite approvals), and which may be agreed to by the Board of Directors of the Company	Mgmt.	NO	DNA	DN

(hereinafter called the Board which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution with power to delegate such authority to such persons as the Board may deem fit and substitute such authority), the

Board be and is hereby authorised to create, offer, issue and allot, from time to time in one or more tranches, upto 2,50,00,000 Equity Shares and/or warrants entitling to apply for Equity shares or other securities convertible into or

exchangeable with equity shares (hereinafter referred to as the Securities) to be subscribed by bodies corporate, individuals or other entities forming part of the Promoters Group, whether or

not such investors are Members of the Company, under a preferential issue through offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such a manner and on such terms and conditions as may be determined by the Board in

its absolute discretion, provided that the price of the Equity shares so issued or arising out of warrants shall be RS.100/- (including a premium of Rs. 90/-) per Equity share of RS.10/- each which is in excess of the price determined with respect to the Relevant Date i.e.

September 15, 2007 in accordance with the Guidelines for Preferential

Issues contained in
Chapter XIII of the Securities
and Exchange Board of
India. (Disclosure and Investor
Protection) Guidelines, 2000;

RESOLVED FURTHER
THAT the Equity shares so
issued and allotted directly
and/or as a result of
conversion of such warrants in
terms of this resolution shall
rank pari passu in all respects
with the then existing Equity
shares of the Company in all
respects; RESOLVED

FURTHER THAT for the
purpose of giving effect to the
above, the Board be and is
hereby authorised on behalf of
the Company to take all
actions and do all such deeds,
matters and things as it may,
in its absolute discretion,
deem necessary, desirable or
expedient to the issue or
allotment of aforesaid

Securities and listing thereof
with the Stock Exchange(s) as
appropriate and to resolve and
settle all questions and
difficulties that may arise in
the proposed issue, offer and
allotment of any of the said
Securities, utilisation of the
issue proceeds and to do all
acts, deeds and things in
connection therewith and
incidental thereto as the Board
in its absolute discretion deem
fit, without being required to
seek any further consent or
approval of the Members or
otherwise to the end and
intent that they shall be
deemed to have given their
approval thereto expressly by
the authority of this

resolution; RESOLVED F
URTHER THAT the Board be
and is hereby authorized to
delegate all or any of its

powers herein conferred to
 Committee of Directors
 and/or the Chairman and/or
 the Managing Director and/or
 any Executive Director and/or
 any Director of the
 Company-along. with the
 authority to these entities to
 further delegate all or any of
 such powers to anyone or
 more executives of the
 Company in order to give
 effect to the aforesaid
 resolution.

Bharti Airtel limited	BHARTI IN	6442327 IN	10/24/2007	Postal ballot	To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:	Mgmt.	YES	FOR	FOR
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Amendment of ESOP Scheme
 I Resolved that in accordance
 with Securities and Exchange
 Board of India (Employee
 Stock Option Scheme and
 Employee Stock Purchase
 Scheme) Guidelines 1999, as
 amended, and any other laws
 for the time being in force,
 consent of the members of the
 Company be and is hereby
 accorded for amendment in
 Bharti Airtel Employee Stock
 Option Scheme I (ESOP
 Scheme I) by substituting the
 existing clause 12 relating to
 tax liabilities by the following
 clause:

12 TAX LIABILITIES 12.1

In the event of any tax
 liability or any other levies
 including Fringe Benefit Tax
 (FBT) arlsmg on account of
 the issue of options and / or
 allotment or transfer of the
 shares to the employee, the
 liability shall be that of the
 employee alone and shall be
 paid/reimbursed by the
 employee when due. The
 Company shall be entitled to
 recover taxes so levied from
 the concerned employees.

12.2 All tax liabilities arising on disposal of the equity shares after exercise of options shall be borne by the employee. Resolved further that for the purpose of giving effect to the above resolution, the Board (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient in this regard.

To consider and if thought fit to pass the following resolution as a SPECIAL RESOLUTION:

Amendment of ESOP Scheme

2005 Resolved that in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999, as amended, and any other laws for the time being in force, consent of the members of the Company be and is hereby accorded for amendment in Bharti Airtel Employee Stock Option Scheme 2005 (ESOP Scheme 2005) by substituting the existing clause, 19.1 relating to tax liability by the following clause:

19.1 In the event of any tax liability or any other levies including Fringe Benefit Tax (FBT) levied by the government, arising on account of the issue of options and / or allotment or transfer of the shares to the employee, the liability shall be that of the employee alone and shall be paid / reimbursed by the employee when due. The Company shall be entitled to recover taxes as may be incurred by it with respect to

Mgmt.

YES

FOR

FOI

Jaiprakash Associates Limited	JPA IN	B01GVY7 IN	10/12/2007	Postal ballot	<p>such employee.</p> <p>Resolved further that for the purpose of giving effect to the above resolution, the Board (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient in this regard. Buy Back of Eight Crores Equity Sares of Jaiprakash Power Ventures Limited by the Company from ICICI Bank Ltd. Resolved that pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approvals of Financial Institutions and such other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to make an investment of up to Rs. 92 Crores (Rupees Ninety Two Crores only) to buy back up to 8,00,00,000 fully paid Equity Shares of Rs. 10/- each of Jaiprakash Power Ventures Limited at a price as may be determined in terms of the Shareholders and Buy Back Agreement dated 23rd July, 2005 read with its addendum dated 27th March, 2006, between the Company and ICICI Bank Ltd., notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans/ guarantees so far given by the Company along with the proposed investment may exceed 60% of the paid-up capital and free reserves of the Company or 100% of its free reserves, whichever is more.</p> <p>Resolved further that the Board of Directors of the</p>	Mgmt.	YES	FOR	FOR
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work 18 incap limited	NETF IN	B1JRSG0 IN	10/29/2007	Postal ballot	<p>Company be and is hereby authorized to do all such acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or any Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution.</p> <p>To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: RESOLVED THAT subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, consent of the Company be and is hereby given pursuant to the Section 293(1) (a) of the Companies Act, 1956, for transfer of the Studio 18 Undertaking of the Company comprising of the business of film production, distribution, marketing, acquisition of worldwide distribution rights, to MTV Networks India Pvt Ltd as a slump sale on a going concern basis under a Business Transfer Agreement executed between your Company and MTV Networks India Pvt Ltd on September 15, 2007, on such terms and conditions as decided by the Board of Directors (hereinafter referred to as the Board which term shall include any Committee</p>	Mgmt.	YES	FOR	FOI
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thereof) and contained in the
Business Transfer Agreement
and disclosed in the
Explanatory Statement.

RESOLVED FURTHER
THAT the Managing Director,
any Director and the
Company Secretary of the
Company be and are hereby
severally authorized to
complete the transfer of the
Studio 18 Undertaking and
such modifications as may be
required by any of the
concerned authorities or
which it may deem to be in
the interest of the Company
and to do all acts, deeds,
matters and things as may be
deemed necessary and/ or
expedient in the interest of the
Company.

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT consent of the Company be and is hereby given pursuant to the provisions of Section 21 and other applicable provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment thereollor the time being in force) or any other law for the time being in force and subject to the approval of the Central Government, Reserve Bank of India or any other authority as may be required, the name of the Company be changed from Network 18 Fincap Limited to Network 18 Media & Investments Limited and accordingly, the name Network 18 Fincap Limited wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by new name i.e. Network 18 Media & Investments Limited . RESOLVED FURTHER THAT Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary of the Company be and are hereby severally authorized to do all such act(s), deed(s), matter(s) and thing(s) as may be required to give effect to the aforesaid</p>	Mgmt.	YES	FOR	FOR

change of name of the Company and to delegate all or any of the power(s) hereby conferred to such officer(s) of the Company or any consultant(s) as the aforesaid signatories, in their absolute discretion, deem necessary, appropriate, expedient or desirable to give effect to the said change of name or otherwise considered to be in the best interest of the Company.

<p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), and subject to the necessary approvals, if any, in this regard from appropriate authorities, and subject further to such other term(s), condition(s), stipulation(s), alteration(s), amendment(s) or modification(s) as may be required, specified or suggested by any of such appropriate authorities; which term(s), condition(s), stipulation(s), alteration(s), amendment(s) or modification(s), the Board of Directors (herein after referred to as the Board , which term shall include any of its duly authorized Committee or any authorized officer) are hereby authorized to accept, as it may deem fit, consent of the members of the Company be and is hereby accorded for alteration of the</p>	<p>Mgmt.</p>	<p>YES</p>	<p>FOR</p>	<p>FOR</p>
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existing Object clause of the Memorandum of Association of the Company in the following manner: The following new clause (SA to SF) be inserted after the clause (5) under the Main Object clause of the Company, i.e. as Clause III A of the Memorandum of Association 5A To carry on the business in India and abroad as Professional Conference Organizers (PCO), to conduct business of conferences, Exhibitions, Seminars and conventions for self and other(s) and to provide support services for organizing the said business and to acquire, purchase, sale, import or export, let on hire, install for that purposes various things, equipments and systems, viz., Exhibitions display panels & board, Audio-Visual systems, conference kits, guides, Transport and traveling equipments & vehicles or any other device or systems to execute the said business. 5B To carry on the business of consultancy as professional exhibitions and conference organizers both in India and abroad. 5C To organize any Event or to manage any type of event in India or abroad for self or for others and to provide all kinds of services for the facilitation of such Event. 5D To prepare, develop, design and manufacture novelties and advertising material for business of advertisers and to purchase, take on lease, hire, give or otherwise acquire convention centres, halls, Exhibition sites, equipments

& materials of all types in connection with the business of the company as referred to in sub-clause (5A) to (5C) above. 5E To undertake travel, transport, designing or printing in connection with the business of the company as referred to in sub clause (5A) to (5C) above. 5F To organize stage shows, cultural programmes dancing floors, film shows, and other entertainment activities

RESOLVED FURTHER

THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be and is hereby adopted as the Memorandum of Association of the Company. **RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary, be and are hereby authorized severally to do all such act(s), deed(s), matter(s) and thing(s) as may be deemed necessary and settle any or all questions! mailers arising with respect to the above matter, and to execute all such deed(s), document(s), agreement(s) and writing(s) as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its

<p>shareholders.</p> <p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 1956 (the Act) including any amendments thereto, and in terms of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as the Guidelines), Employee Stock Option Plans (hereinafter referred to as ESOP Plans) prepared in accordance with the Guidelines and any other law in force, and subject to any such other approvals, consents, permissions and sanctions as may be required from appropriate authorities or bodies, and subject to such conditions and modifications, as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any Committee including ESOP Compensation Committee of the Board or Remuneration Committee), or as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be accepted by the Board in its sole discretion, the consent of the Company be and is hereby accorded to the 6. Board for cancellation of 2,968,424 un-granted</p>	<p>Mgmt.</p>	<p>YES</p>	<p>FOR</p>	<p>FOR</p>
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options under the various ESOP Plans (previously approved by the Company) as detailed in the Explanatory Statement and effective from the date of approval of the resolution by the Company.

RESOLVED FURTHER

THAT for the purpose of giving effect to the aforesaid and to settle any question, difficulty or doubt that may arise in this regard,

Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary, be and are hereby authorized severally to do all such act(s), deed(s), matter(s) and thing(s) and execute all such documents, instruments, and writings as they may in their sole and absolute discretion deem fit, necessary or expedient.

<p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of section 81(1A), and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) including any amendments thereto, and in terms of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "the Guidelines ") and any other law in force, and subject to any such other approvals, consents, permissions and</p>	<p>Mgmt.</p>	<p>YES</p>	<p>FOR</p>	<p>FOR</p>
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sanctions as may be required from appropriate authorities or bodies, and subject to such conditions and modifications, as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as the Board and which term shall include any Committee of the Board including ESOP Compensation Committee or Remuneration Committee), or as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be accepted by the Board in its sole discretion, the consent of the Company be and is hereby accorded to the Board to offer, grant and issue in one or more tranches an aggregate of 2,968,424 options, to such employees of the Company, whether working in India or out of India and Directors of the Company whether Whole-time Directors or otherwise (hereinafter collectively referred to as the Employees), as may be decided by the Board under the Network18 Employees Stock Option Plan 2007 (ESOP 2007 or Scheme) of the Company on such terms and conditions as determined by the Board in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at that time. Each option shall be exercisable for one Equity Share of Rs. 5/- each fully paid up on payment for such shares at a price as given in ESOP 2007. RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide

upon and bring into effect ESOP 2007 on such terms and conditions as contained in the Explanatory Statement and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of ESOP 2007 from time to time including but not limited to, amendment(s) with respect to Vesting Period and Schedule, Exercise Price, Exercise Period, eligibility criteria or to suspend, withdraw, terminate or revise ESOP 2007.

RESOLVED FURTHER THAT out of above 2,968,424 options not more than 300,000 options may be granted to Non-Executive Directors, including Independent Directors in any Financial Year and if the above mentioned 300,000 options not granted to Non-Executive Directors, including Independent Directors in any Financial Year, the same will be offered to the employees of the Company. RESOLVED FURTHER THAT the Equity Shares under ESOP 2007 may be allotted through an existing Trust or Trust which may be set up in any permissible manner and that it may also envisage for providing any financial assistance to the Trust to enable the Trust to acquire, purchase or subscribe the Equity Shares of the Company. RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company. RESOLVED FURTHER

THAT Mr. Raghav Bahl,
Managing Director,
Mr. Sanjay Ray Chaudhuri,
Director and Ms. Shilpa
Aggarwal, Company
Secretary be and are hereby
severally authorized to take
necessary steps for the listing
of the Equity Shares allotted
under ESOP 2007 on the
Stock Exchanges where the
Equity Shares of the Company
are listed as per the provisions
of the Listing Agreements
entered with the concerned
Stock Exchanges and all
applicable guidelines, rules
and regulations. RESOLVED
FURTHER THAT for the
purpose of giving effect to
the aforesaid matter,
Mr. Raghav Bahl, Managing
Director, Mr. Sanjay Ray
Chaudhuri, Director and
Ms. Shilpa Aggarwal,
Company Secretary of the
Company be and are hereby
severally authorized to do all
such act(s), deed(s), matter(s)
and thing(s) as may be
necessary or expedient and to
settle any questions,
difficulties or doubts that may
arise in this regard at any
stage including at the time of
listing of the Securities,
without requiring any further
consent or approval of the
members of the Company in
this regard.

To consider and, if thought fit,
to pass with or without
modification(s) the following
resolution as a Special
Resolution: RESOLVED
THAT pursuant to the
provisions of section 81(1A),
and all other applicable
provisions, if any, of the
Companies Act, 1956 (the
Act) including any

Mgmt.

YES

FOR

FOR

amendments thereto, and in terms of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as the Guidelines) and any other law for the time being in force, and subject to any such other approvals, consents, permissions and sanctions as may be required from appropriate authorities or bodies, and subject to such conditions and modifications, as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as the Board and which term shall include any Committee of the Board including ESOP Compensation Committee or Remuneration Committee), or as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be accepted by the Board in its sole discretion, the consent of the Company be and is hereby accorded to the Board to offer, grant and issue in one or more tranches an aggregate of 2,968,424 options, to such employees of the Holding and/or Subsidiary Company(ies), whether working in India or out of India and Directors of the Holding and Subsidiary Company whether Whole time Directors or otherwise (hereinafter collectively referred to as the Employees), as may be decided by the Board under the Network18 Employees Stock Option Plan

2007 (ESOP 2007 or Scheme)
of the Company on such terms
and conditions as determined
by the Board in accordance
with the Guidelines or other
applicable provisions of any
law as may be prevailing at
that time. Each option shall be
exercisable for one Equity
Share of Rs. 5/- each fully
paid up on payment for such
shares at a price as given in
ESOP 2007. RESOLVED
FURTHER THAT the Board
be and is hereby authorized to
formulate, evolve, decide
upon and bring into effect
ESOP 2007 on such terms and
conditions as contained in the
Explanatory Statement and to
make any modification(s),
change(s), variation(s),
alteration(s) or revision(s) in
the terms and conditions of
ESOP 2007 from time to time
including but not limited to,
amendment(s) with respect to
Vesting Period and Schedule,
Exercise Price, Exercise
Period, eligibility criteria or to
suspend, withdraw, terminate
or revise ESOP 2007.
RESOLVED FURTHER
THAT the Equity Shares
under ESOP 2007 may be
allotted through an existing
Trust or Trust which may be
set up in any permissible
manner and that it may also
envisage for providing any

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>financial assistance to the Trust to enable the Trust to acquire, purchase or subscribe the Equity Shares of the Company. RESOLVED FURTHER THAT out of above 2,968,424 options not more than 300,000 options may be granted to Non-Executive Directors, including Independent Directors in any Financial Year and if the above mentioned 300,000 options not granted to Non-Executive Directors, including Independent Directors in any Financial Year, the same will be offered to the employees of the Company. RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company. RESOLVED FURTHER THAT Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary be and are hereby severally authorized to take necessary steps for the listing of the Equity Shares allotted under ESOP 2007 on the Stock Exchanges where the Equity Shares of the Company are listed as per the provisions of the Listing Agreements entered with the concerned Stock Exchanges and other</p>				

applicable guidelines, rules and regulations. RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid matter, Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Securities, without requiring the Board to secure any further consent or approval of the members of the Company in this regard.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the Securities and Exchange Board Of India (Employee Stock Option scheme and Employee Stock Purchases Scheme) Guidelines, 1999 (hereinafter referred to as the Guidelines) and any amendment thereto, the consent of the Company be and is hereby accorded to the Board to create and offer more than 1% but of the issued capital of the Company to any employee or Director of the Company or employee or Director of the subsidiary companies under the Network 18 Employees Stock Option Plan 2007 of the Company under the terms and conditions of the said Plan. RESOLVED FURTHER

Mgmt.

YES

FOR

FOR

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THAT for the purpose of giving effect to the above Resolution, the Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such document, instruments and writings as it may in its sole and absolute discretion deem necessary and expedient and to settle any question, difficulty of doubt that may arise in regard thereto.

United sphorus Ltd	UNTP IN B0L0W35 IN	10/11/2007	Gujarat	To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: RESOLVED THAT in accordance with the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs.200,00,00,000/- (Two Hundred Crores) divided into 27,50,00,000 (Twenty Seven Crores Fifty Lacs) Equity Shares of Rs.2/-(Rupees Two) each, 1,40,00,000 (One Crore FortyLacs) Preference Shares of RS.100/- (Rupees One Hundred) each and 50,00,000 (Fifty Lacs) Preference Shares of RS.10/- each to Rs.300,00,00,000/- (Rupees Three Hundred Crores) divided into 77,50,00,000 (Seventy Seven Crores Fifty Lacs) Equity Shares of Rs.2/-	Mgmt.	NO	DNA	DNA
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(Rupees Two) each,
1,40,00,000 (One Crore Forty
Lacs) Preference Shares of
RS.100/- (Rupees One
Hundred) each and 50,00,000
(Fifty Lacs) Preference Shares
of Rs. 10/ - each and
consequently the existing
Clause V of Memorandum of
Association of the Company
relating to Share Capital be
and is hereby altered by
deleting the same and
substituting in its place and
stead the following as new
Clause V... V. The Authorised
Capital of the Company is
Rs.300,00,00,000/- (Rupees
Three Hundred Crores)
divided into 77,50,00,000
(Seventy Seven Crores Fifty
Lacs) Equity Shares of RS.2/-
(Rupees Two) each,
1,40,00,000 (One Crqre Forty
Lacs) Preference Shares of
RS.100/- (Rupees One
Hundred) each and 50,00,000
(Fifty Lacs) Preference Shares
of RS.10/- each with power to
increase or reduce the capital
of the Company and to divide
the shares in the capital for the
time being into several classes
and to attach thereto
respectively such rights as
may be determined by or in
accordance with the Articles
of Association of the
Company and to vary, modify,
amalgamate or abrogate any
such rights in such manner as
may for the time being be
provided in the Articles of
Association of the Company.
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 31
and all other applicable

Mgmt.

NO

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provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company be and is hereby altered as under: Existing Article No.3 of the Articles of Association of the Company, be and is hereby deleted and be substituted by the following Article: 3. The Authorised Share Capital of the Company is RS.300,00,00,000/-(Rupees Three HUndred Crores) divided into 77,50,00,000 (Seventy Seven Crores Fifty Lacs) Equity Shares of RS.2/-(Rupees Two) each, 1,40,00,000 (One Crore Forty Lacs) Preference Shares of RS.100/- (Rupees One Hundred) each and ,50,00,000 (Fifty Lacs) Preference Shares of RS.10/-each,. with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, guaranteed or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Act or the Articles of the Company for the time being.

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: RESOLVED THAT in supersession of the ordinary resolution adopted at the Extra-ordinary General Meeting held on 30th December, 2005 and pursuant to the provisions of Section 293(1) (d) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time, with or without security and on such terms and conditions as they may think fit notwithstanding that the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided, however, that the total amount so borrowed by the Board of Directors shall not exceed the sum of RS.10,000 crores (Rupees Ten Thousand Crores only) RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take. all such other steps as</p>	Mgmt.	NO	DNA	DNA

maybe necessary or desirable
to give effect to this
resolution.

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

THAT in partial modification
of the Resolution NO.1 0
passed at the 22nd Annual
General Meeting held on
September 19,2006 and
pursuant to the provisions of
Sections 198, 309, 310 and
other applicable provisions, if
any, of the Companies Act,
1956, the Company hereby
approves the following
remuneration payable to
Mr. Vikram R. Shroff, the
Executive Director. a) Salary:

In the scale of
RS.10,00,000/-,- 1,00,000/-
15,00,000/- per month with
effect from October 1, 2007
[in supersession of the scale
of Rs.4,00,000/ 40,000/-
6,00,000/- per month fixed
earlier by the shareholders]
with powers to the Board of
Directors (which includes any
Committee thereof) to grant
such increments as they may
in their absolute discretion
think fit; . RESOLVED

FURTHER THAT except the
above, Commission,
Perquisites and allowances,
Minimum Remuneration and
other terms of the Agreement
dated September 20, 2006
executed by the Company
with Mr. Vikram R. Shroff
shall remain unchanged unless
agreed otherwise by the Board
of Directors (which includes
any Committee thereof)
within the approval of the
shareholders.

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To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India and/or any other regulatory authority, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to approval(s), consent(s) permission(s) and/ or sanction(s), if any, of appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consents(s), permission(s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as the Board , which term shall include any Committee of the Board constituted/ to be constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized on behalf of the Company to

create, offer, issue and allot warrants entitling the warrant holder(s) from time to time to apply for equity shares of the Company in one or more tranches, to promoter/ promoter group whether or not they are members of the Company, on preferential placement basis through offer letter and/ or circular and/or information memorandum and/ or private placement memorandum and/ or such other documents/writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, provided that the aggregate number of resultant equity shares of the Company to be issued against such warrants shall not exceed 3,11,70,000 (Three crores eleven lacs seventy thousand) fully paid equity shares of the face value of Rs.2 each at a price not less than higher of: a) The average of the weekly high and low of the closing prices of the Company's shares quoted on the stock exchange (National Stock Exchange of India Limited) during the six months preceding the relevant date ; or b) The average of the weekly high and low of the closing prices of the Company's shares quoted on a stock exchange (National Stock Exchange of India Limited) during the two weeks preceding the relevant date ; relevant date for this purpose being September 10, 2007; RESOLVED FURTHER THAT the resultant equity shares to be issued and allotted upon exercise of right attached to

the warrants in accordance with the terms of the offer(s) shall rank pari passu with the then existing equity shares of the Company in all respects and be listed on domestic stock exchanges where the equity shares of the Company are listed; RESOLVED FURTHER THAT for the purpose of giving effect to the issue or allotment of the warrants and equity shares arising therefrom, the Board be and is hereby authorized on behalf of the company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose and with power on behalf of the company to settle all questions, difficulties or doubts that may arise in the proposed issue, offer and allotment of the said warrants and equity shares arising therefrom, including utilization of the issue proceeds, without being required to seek any further consent or approval of members or otherwise to the end and intent that members shall be deemed to have given their approval thereto expressly by the authority of this resolution; RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company to give effect to this resolution .

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

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Resolution: RESOLVED
THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any of the Companies Act, 1956 as also provisions of any other applicable statutes, laws, rules and regulations including provisions of Foreign Exchange Management Act, 1999 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and enabling provisions of the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions of the Government of India (Govt), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and other appropriate and/or concerned authorities, and subject to such conditions and modifications, as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (the Board) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), and which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the

Members of the Company be and is hereby accorded to the Board of the Company to create, offer, issue and allot in one or more tranches, Equity Shares or such other permissible instruments convertible into Equity Shares at the option of the Company or of the holders of the instrument in accordance with Clause 13A.5.1 of Chapter XIII-A, at a price not less than higher of: a) The average of the weekly high and low of the closing prices of the Company's shares quoted on the stock exchange (National Stock Exchange of India Limited) during the six months preceding the relevant date ; or b) The average of the weekly high and low of the closing prices of the Company's shares quoted on a stock exchange (National Stock Exchange of India Limited) during the two weeks preceding the relevant date , relevant date for this purpose being September 10, 2007; being the minimum price specified as per Clause 13A.3.1 of, Chapter XIII-A of SEBI Guidelines, giving the holder the right to subscribe to Equity Shares on Private Placement Basis or under Qualified Institutional Placement to QIBs as permitted under Chapter XIII-A of the SEBI (Disclosure and Investor Protection) (DIP) Guidelines, 2000, through prospectus / placement document / other permissible document to any person including Qualified Institutional Buyers (QIBs) domestic / foreign Investors! FIIs, NRIs, Body Corporates,

Companies, Mutual Funds, Financial Institutions, Banks, Insurance Companies, Pension Funds etc., whether they are existing shareholders of the company or not (collectively referred to as the investors and combination thereof) / Global Depository Receipts {GDR s} Foreign Currency Convertible Bonds (FCCBs) or a combination thereof and/or instruments convertible into Equity Shares optionally or otherwise (hereinafter referred to as Securities) for an aggregate sum up to US \$500 million or equivalent in Indian and/or any other currency (ies) directly in the course of domestic anti / or international offering to Non-resident Investors (whether Institutions, Bodies corporate, Mutual Funds / Trusts/ Foreign Institutional Investors/Banks etc., and whether or not such investors are members, promoters, directors of the Company), through Private Placement(s), at such time or times in one or more tranches, at such price or prices which will be determined in accordance with the relevant applicable guidelines /provisions specified in that behalf including at a discount or premium to market price or prices in such manner and on such terms and conditions as may be decided subject to the applicable statutory rules & regulations and in consultation with the Merchant Bankers, Lead Managers, Underwriters, Advisors and as may be deemed appropriate and

approved by the Board of the Company at the time of such offer / issue / allotment of securities so as to enable the Company to get listed at any stock exchanges in India and/or on

International/Overseas Stock Exchange(s) wherever applicable and necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be advised by the authorities involved in such issues but subject to such conditions as the Gal/RBI / SEBI / Stock Exchanges or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT for the purpose of issue of Securities under Qualified Institutional Placement to QIBs as stated above, the relevant date as per Chapter XIII~A of the SEBI (Disclosure and Investor Protection) Guidelines, 2000, as amended for determination of the applicable price for issue of the said Securities to QIBs shall be

September 10,2007 ..

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities in international offering may have all or any termor combination of terms in accordance with the international practice(s) including but not limited to conditions in relation to payment of interest, dividend, additional interest, premium on redemption or early

redemption, prepayment and any other debt service payment whatsoever .and all such terms as are provided in international offering of this nature including terms for issue of additional Equity Shares, variation of interest payment or variation of the conversion price or the period of conversion of securities into Equity Shares of the Securities during the duration of the Securities or terms pertaining to voting rights or option for early redemption of securities as are in accordance with applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve execution of all such agreements documents / entering into arrangements with the Merchant Bankers/ Lead Managers/ Underwriters/ Guarantors/Depository (ies)/ Custodians/Advisors, Legal Advisors and other such agencies as may be involved or Concerned in such offerings of securities, remunerate all such agencies including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of Securities and other expenses, if any or the like, finalize and execute all relevant documents including the Placement Document, listing applications, certifications and other documents required for compliance with Chapter XIII-A of the SEBI Guidelines and also to seek listing of such Securities in one or more international stock exchanges wherever applicable and necessary ..

RESOLVED FURTHER THAT the Company and/or any agency or body authorized by the Company may issue Global Depository Receipts / Foreign Currency Convertible Bonds or a combination thereof and/or other form of securities mentioned herein above representing the underlying Equity Shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability the as per the prevailing practices and regulations in the international capital markets. RESOLVED FURTHER THAT the Securities issued in international offering shall be deemed to have been made abroad in the markets and/or at the place of issue of the Securities in international markets and shall be governed by English law or other law(s) as may be decided by the Board. RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the mode and the terms of issue and allot such number of Equity Shares / Securities as maybe required

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<i>Number of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote or Ag Manag</i>
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to be issued and allotted upon conversion of any Securities referred to in the paragraph(s) above, as may be necessary in accordance with the terms of offering and all such shares shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Securities shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under Chapter XIII-A of the SEBI Guidelines except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT the offer, issue and allotment of the Securities, and the fresh equity shares to be issued on conversion of the convertible instruments shall be made at such time or times that the Board of Directors may in their absolute discretion decide, subject to the SEBI Guidelines and other applicable laws, and the terms agreed between the Board of Directors and the proposed allottees of the Securities.

RESOLVED FURTHER THAT such of these securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner as the Board may deem fit and in due compliance of the applicable laws rules and regulations / guidelines for the time being

in force. RESOLVED
 FURTHER THAT the Board
 be and is hereby authorized to
 do all such acts, deeds,
 matters and things and
 authorise / approve execution
 of all such documents or
 writings as may be necessary,
 proper or expedient for the
 purpose of giving effect to
 this resolution and for the
 matters connected therewith
 or incidental or ancillary
 thereto and give such
 directions or instructions for
 settling any questions, doubt
 or difficulty which may arise
 with regard to the offer, issue
 or allotment of the said shares
 and to take appropriate actions
 to bring into effect the
 decision of above as an
 enabling resolution.

RESOLVED FURTHER
 THAT the Board be and is
 hereby authorized to delegate
 all or any of the powers herein
 conferred in such manner and
 to such extent as it may deem
 fit.

To consider and if thought fit,
 to approve, with or without
 modification(s), the
 arrangement embodied in the
 Scheme of Arrangement
 between National Information
 Technologies Limited, the
 First Transferor Company,
 RPG Transmission Limited,
 the Second Transferor
 Company, MP Power Line
 Limited and KEC
 International Limited, the
 Applicant Company and their
 respective shareholders.

EC ational nited	KECI IN	B0YJJ27 IN	11/2/2007	Mumbai	RESOLVED THAT pursuant to the provisions of Article NO.154 and other applicable Articles, if any, of the Articles of Association, Section 314(1 B) and other	Mgmt.	YES	FOR	FO
pin nited	LPC IN	6143761 IN	11/15/2007	Postal ballot	RESOLVED THAT pursuant to the provisions of Article NO.154 and other applicable Articles, if any, of the Articles of Association, Section 314(1 B) and other	Mgmt.	YES	FOR	FO

applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and such other approvals as may be necessary, consent and approval of the Company be and is hereby accorded to the revision, w.e.f. July 1, 2007, in the remuneration payable to Mr. Nilesh Gupta, President-Advanced Markets, as per the terms and conditions set out in the explanatory statement annexed hereto. RESOLVED FURTHER THAT the Board of Directors (the Board , which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorised to take such steps as may be necessary to give effect to this Resolution.

Indian Hotels Company Limited	IH IN	B1FRT61 IN	11/15/2007	Postal ballot	RESOLVED that in supersession of the ordinary resolution No. 5 passed by the Members of the Company at the Extra-ordinary General Meeting of the Company held on January 27,2004 the Board of Directors of the Company be and is hereby authorised in accordance with the provisions of Section 293(1) (d) and other applicable provisions, if any, of the Companies Act, 1956, to borrow periodically from, including without limitation, any Banks and/or public financial institutions as defined under Section 4 of the Companies Act, 1956 and/or any foreign financial institution(s) and/or any entity/entities or authority/authorities and/or through suppliers credit securities instruments, such as floating rate notes, fixed rate	Mgmt.	YES	FOR	FO
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notes, syndicated loans, debentures (both convertible and non convertible), commercial papers, short term loans, working capital loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings including external commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 4,000 Crores (Rupees Four Thousand Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.

abulls Esate nited	IBREL	B1TRMQ8	10/25/2007	Postal ballot	Item no. 1. Preferential allotment of warrants	Mgmt.	YES	FOR	FO
	IN	IN			Item no. 2. Intercompany loans	Mgmt.	YES	FOR	FO
					Item no. 3. Intercompany Guarantees and Securities	Mgmt.	YES	FOR	FO
					Item no. 4. Intercompany Investments	Mgmt.	YES	FOR	FO
					Item no. 5. Intercompany loans	Mgmt.	YES	FOR	FO
					Item no. 6. Intercompany Guarantees and Securities	Mgmt.	YES	FOR	FO
					Item no. 7. Intercompany Investments	Mgmt.	YES	FOR	FO

<p>KPIT Admins systems .td</p>	<p>NKPIT</p>	<p>B1LQJY0 IN</p>	<p>11/16/2007</p>	<p>Hinjawadi, Pune</p>	<p>To consider and if thought fit, to pass with or without modification(s), as a SPECIAL RESOLUTION, the following: RESOLVED THAT pursuant to the provision of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modifications or re-enactments thereof, consent and approval of the Company be and is hereby accorded to Mrs. Jayada Chinmay Pandit, a relative of Mr. S. B. (Ravi) Pandit, Chairman and Group CEO of the Company, to hold and continue to hold an office or place of profit as Senior Executive, or such other post as she may be promoted hereafter, in KPIT Infosystems Inc., USA(KPIT US), a wholly owned subsidiary of the Company, on a salary of USD 60,000 per annum plus _ USD 10,000 as Variable (KRA and Company based Performance) Incentive per annum (both of which shall be subject to upward adjustments as per the increment and promotion policies of KPIT US, as amended from time to time) and other allowances, perquisites, benefits and amenities as applicable to others in the same grade in KPIT US, as per its policy, with effect from July 7,2007. To consider and if thought fit, to pass with or without modification(s), as a SPECIAL RESOLUTION, the following: RESOLVED THAT pursuant to the provisions of Sub-Section (1) of Section 314 and other applicable provisions, if any,</p>	<p>Mgmt.</p>	<p>NO</p>	<p>DNA</p>	<p>DN</p>
						<p>Mgmt.</p>	<p>NO</p>	<p>DNA</p>	<p>DN</p>

of the Companies Act, 1956 including statutory modifications are re-enactments thereof, consent and approval of the Company be and is hereby accorded to Mr. Chinmay Shashishekhar Pandit, a relative of Mr. S. B (Ravi) Pandit, Chairman and Group CEO of the Company, to hold and continue to hold an office or place of profit as Account Manager, or such other post as he may promoted hereafter, in KPIT Infosystems Inc., USA (KPIT US), a wholly owned subsidiary of the Company, on a salary of USD 75,000 per annum plus USD 40,000 as Variable (KRA and Company based Performance) Incentive per annum (both of which shall be subject to upward adjustments as per the increment and promotion policies of KPIT US, as amended from time to time) and other allowances, perquisites, benefits and amenities as applicable to others in the same grade in KPIT US, as per its policy, with effect from July 16, 2007.

To consider and if thought fit, to pass with or without modification(s), as a SPECIAL RESOLUTION, the following:- RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956, as also the provisions of any other applicable law or laws (including any statutory modifications or re-enactment thereof, for the time being in force) and

Mgmt.

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pursuant to Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (SEBI Guidelines) and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to the approval of all regulatory authorities and all other concerned authorities and departments, if and to the extent necessary and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, as may be agreed to by the Board of Directors of the Company (the Board which term shall be deemed to include any duly authorized committee of the Board for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in accordance with applicable guidelines/regulations, as may be permissible in law, now or at any time hereafter, on a preferential basis, upto 1,631,747 equity shares, at the price of Rs. 130.09 each (calculated as per SEBI Guidelines on the basis of relevant date being October 17, 2007), as the Board at its sole discretion

may at any time or times thereafter decide, which when issued or allotted would ultimately result in an increase in the paid up equity share capital of the Company by an amount not exceeding Rs. 3,264,494 excluding premium, to the Cummins Inc., USA (hereinafter referred to as the Investor) at such time and in one or more tranches, and on such terms and conditions, as may be deemed appropriate by the Board. RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty, or doubt that may arise in regard to the issue and allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.

akash Associates Ltd.	JPA IN	B01GVY7 IN	11/22/2007	Postal ballot	Sub Division of Shares RESOLVED THAT pursuant to the, provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (the Acr) including any statutory modification or re-enactment thereof for the time being in force and the provisions of Article 72 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as .may be necessary from the	Mgmt.	YES	FOR	FO
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appropriate authorities or bodies, the consent of the Company be and is hereby accorded that each Equity Share of the face value of Rs.

10/- of the Company be sub-divided into 5 Equity Shares of the face value of RS.21-each and consequently the existing Authorized Share Capital of the Company be sub-divided and re-classified as Rs. 10,600,000,000

(Rupees one thousand sixty crores only) divided into 515,00,00,000 Equity Shares of the nominal value of Rs.21 - each and 3,000,000

Preference Shares of Rs. 100/-each and that Clause V (being Capital Clause) of the Memorandum of Association of the Company be altered by substituting the following

Clause V in lieu of the existing Clause :- V. The Authorized Share Capital of the Company is Rs.

10,600,000,000 (Rupees One Thousand Sixty Crores only) divided into 5,150,000,000 Equity Shares of Rs. 2/- each and 3,000,000 Preference Shares of Rs. 100/- each.

RESOLVED FURTHER
THAT the existing Share Certificate(s) in relation to the issued Equity Share capital held in physical form be cancelled and new share certificate(s) be issued in respect of the holdings of Equity Shares of the members of the Company consequent upon the sub-division of the Equity Shares as aforesaid subject to the provisions of the Companies (Issue of Share Certificates) Rules, 1960 and in the case of shares held in the dematerialized form, the

number of sub-divided Equity Shares be credited .to the respective beneficiary accounts of the shareholders in lieu of the existing credits representing the Equity Shares before sub-division with the respective Depository Participants. RESOLVED FURTHER THAT the Board of Directors (iricluding any Committee of the Board constituted or hereinafter constituted) be and is hereby authorised to issue the new Share Certificates representing the subdivided Equity Shares consequent to the sub-division of shares as aforesaid, if so decided, without seeking surrender of old share certificates, and/ or credit the beneficiaries accounts maintained with the Depositories, subject to the rules as laid down in the Companies {Issue of Share Certificates) Rules, 1960 and the Articles of Association of the Company and to take all such decisions, actions and steps as may be necessary, consequential, usual and incidental to give effect to the aforesaid resolution.

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<i>er of folio arity</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vo or Man</i>
					<p>Investment In the Special Purpose Vehicle for development of a Greenfield State-of-Art Sports Complex and related Integrated support Infrastructure including Townships and auxiliary facilities, in Joint Venture RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approvals of Financial Institutions and such other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to make an investment of up to Rs.500 Crores (Rupees Five Hundred Crores only) by way of investment in the Equity Capital of I making loan(s) to I providing security or guarantee(s) for the loan(s) granted to an existing or a new company to be incorporated as a Joint Venture Company with JV Partner(s) with such name as may be made available by the Registrar of Companies, Kanpur for development of a Greenfield State-of-Art Sports Complex and related integrated support infrastructure including. Townships and auxiliary facilities in or around National Capital Region (NCR), notwithstanding the fact that the aggregate of the investments so far made,</p>	Mgmt.	YES	FOR	

securities so far provided,
loans/guarantees so far given
by the Company along with
the proposed investment may
exceed 60% of the paid-up
capital and free reserves of the
Company or 100% of its free
reserves, whichever is more.

RESOLVED FURTHER
THAT the Board of Directors
of the Company be and is
hereby authorized to do all
such acts, deeds, matters and
things, settle any question,
difficulty or doubt that may
arise in this regard and give
such directions, as it may, in
its absolute discretion, deem
expedient, desirable and
necessary including
delegating all or any of the
powers herein conferred to
any Committee of Directors or
Executive Chairman or any
Whole-time Director or any
Director(s) or any other
Officer(s) of the Company, to
give effect to this Resolution.

Appointment and
remuneration of Shri R K
Singh as a Whole-time
Director RESOLVED THAT
in accordance with the
provisions of Sections 269,
198 & 309 read with
Schedule XIII and other
applicable provisions, if any,
of the Companies Act, 1956,
or any Statutory amendment
or re-enactment thereof, and
subject to such other
approvals, as may be
necessary, approval of the
Company be and is hereby
accorded to the appointment
of Shri R.K. Singh as a
Whole-time Director of the
Company for a period of five
years commencing from 15th
October, 2007 on such
remuneration, asset out in the

Mgmt.

YES

FOR

annexed Explanatory Statement. RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of appointment of Shri R K Singh, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule Xlii to the Companies Act 1956; or any Statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to all applicable provisions of the Companies Act, 1956, the remuneration, as set out in the annexed Explanatory Statement, be paid as minimum remuneration to Shri R.K. Singh, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.

Bank ited	HDFCB IN	6100131 IN	12/1/2007	Postal ballot	Appointment of Mr. Harish Engineer as Executive Director of the Bank	Mgmt.	YES	FOR
					Appointment of Mr. Paresh Sukthankar as Executive Director of the Bank	Mgmt.	YES	FOR
software ications ited	UTV IN	B06CRH5 IN	11/29/2007	Postal ballot	The Company proposes to transfer the undertaking comprising the business of library management and operations of a post-production studio to Prime Focus Limited. In terms of Section 293(1)(a) of the Act, which provides that the sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of a company or where the Company owns	Mgmt.	YES	FOR

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					<p>more than one undertaking, of the whole, or substantially the whole, of any such undertaking, requires approval of the shareholders by way of an ordinary resolution, the Company is desirous of seeking your consent for such proposals as contained in the ordinary resolution appended below.</p> <p>The Company also proposes to issue corporate guarantee as provided in the special resolution appended below and the same require approval of the members under Section 372A of the Companies Act, 1956.</p>			
Arjuna Construction Company Limited	NJCC IN	B0FXGP0 IN	12/18/2007	Postal ballot	Alteration of the Main Objects Clause of the Memorandum of Association of the Company	Mgmt.	YES	FOR
					Inter- Corporate Investments exceeding the limits prescribed under 372A of the Companies Act, 1956:	Mgmt.	YES	FOR
					Amendment to Articles of Association of the Company	Mgmt.	YES	FOR
					Inter se arrangement between the promoters	Mgmt.	YES	FOR
Industries Media Limited	STLT IN	B13TC37 IN	12/15/2007	Postal ballot	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 Objects clause of the Memorandum of Association be and is hereby altered as under: After existing sub-clause (5) of Clause III(A), at the Memorandum of Association, the following new sub-clause be inserted and numbered as sub-clause (6) :- 6 : To invest in, acquire, hold, sell or otherwise deal in, directly or indirectly, or	Mgmt.	YES	FOR

through its subsidiaries, associate companies, consortium, partnership, joint ventures, special purpose vehicle or otherwise, any shares, stocks, debentures, debenture stock, warrants, any other financial instruments, bonds obligations and Securities issued or guaranteed by any company constituted or carrying on the business in India or elsewhere or Government, State Government, Semi-Government, Semi-Government Authorities, local Authorities, Public Sector Undertakings, Financial Institutions, Public Body, any other persons or otherwise, and/or to carry on and undertake the business of finance, making loans or advances, investment, merchant bankers, underwriters. RESOLVED FURTHER THAT the Board of Directors of the Company or such person(s) as may be authorized by the Board be and are hereby authorised 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 deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.

To receive and consider the accounts for the year ended March 31, 2007 and the reports of the Auditors and Directors thereon;

To declare dividend on Preference Shares;

Spirits ited	UNSP IN	6576992 IN	11/28/2007	Bangalore	Mgmt.	NO	DNA
					Mgmt.	NO	DNA
					Mgmt.	NO	DNA

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IDEA IN B1MP4H4
IN

12/12/2007 Gandhinagar

To declare dividend on Equity Shares;				
To elect.a Director in the place of Dr. Vija Mallya, who retires by rotation and being eligible, offers himself for reappointment;	Mgmt.	NO	DNA	
To elect.a Director in the place of Mr. S. R. Gupta, who retires by rotation and being eligible, offers himself for reappointment;	Mgmt.	NO	DNA	
To appoint Auditors and fix their remuneration.	Mgmt.	NO	DNA	
Appointment of Mr. Sudhindar Krishan Khanna	Mgmt.	NO	DNA	
Voluntary delisting of equity shares on Stock Exchanges at Ahmedabad, Chennai, Kolkata and New Delhi.	Mgmt.	NO	DNA	
To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2007 and the Profit and Loss Account for the year ended on that date and the Report of the Directors thereon.	Mgmt.	NO	DNA	
To appoint a director in place of Mr. Saurabh Misra, who retires by rotation, and being eligible offers himself for re-appointment.	Mgmt.	NO	DNA	
To appoint a director in place of Mr. Tarjani Vakil, who retires by rotation, and being eligible offers himself for re-appointment.	Mgmt.	NO	DNA	
To appoint a director in place of Mr. Mohan Gyani, who retires by rotation, and being eligible offers himself for re-appointment.	Mgmt.	NO	DNA	
To appoint Auditors of the Company and to fix their remuneration.	Mgmt.	NO	DNA	
Appointment of Mr. Biswajit A. Subramanian as Director.	Mgmt.	NO	DNA	
Appointment of Mr. G. P. Gupta as Director.	Mgmt.	NO	DNA	

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					Increase in Borrowings Limits.	Mgmt.	NO	DNA
					Creation of Charge.	Mgmt.	NO	DNA
					Increase in Remuneration of Managing Director.	Mgmt.	NO	DNA
					Alteration of Capital Clause of the Memorandum of Association.	Mgmt.	NO	DNA
					12. Alteration of the Articles of Association.	Mgmt.	NO	DNA
					13. Alteration of the Articles of Association.	Mgmt.	NO	DNA
ted horus ited	UNTP IN B0L0W35 IN	12/21/2007	Gujarat		To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution: RESOLVED THAT in partial modification of the Resolution No. 3 passed at the Extra-ordinary General Meeting held on September 29,2004 and pursuant to the provisions of Sections 198, 309, . 310 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the following remuneration payable to Mr. Rajju D. Shroff, Chairman and Managing Director. a) Salary: Rs.17,00,0001- per month with effect from October 1, 2007 [in supersession of the scale of RS:4,00,0001- 40,0001- 5,20,0001- per month fixed earlier by the shareholders] with powers to the Board of Directors (which includes any Committee thereof) to grant such increments as they may in their absolute discretion think fit; RESOLVED FURTHER THAT except the above, Commission, Perquisites and allowances, Minimum Remuneration and other terms of the Agreement dated September 30,2004 executed	Mgmt.	NO	DNA

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					by the Company with Mr. Rajju D. Shroff .shall remain unchanged unless agreed otherwise by the Board of Directors (which includes any Committee thereof) within the approval of the shareholders.	Mgmt.	NO	DNA
t NRE limited	GNC IN	6344014 IN	12/19/2007	Postal ballot	Issue of Convertible Warrants to Promoters / Promoters Group Companies on a Private Placement / Preferential Basis	Mgmt.	YES	FOR
					Increase in holdings of the Foreign Institutional Investors (FII) in the shares of the Company beyond 24% of the paid up capital	Mgmt.	YES	FOR
Telecom ited	SHY IN	B19HM35 IN	12/12/2007	Rajasthan	To receive, consider and adopt the Audited Balance Sheet as at 3 Ist March 2007 and Profit and loss Account for the period ended on that date together with the Directors and Auditors Report thereon.	Mgmt.	NO	DNA
					To appoint a Director in place of Mr. Ravikant jaipuria who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	NO	DNA
					To appoint a Director in place of Mr. Rajiv Mehrotra, who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	NO	DNA
					To appoint a Director in place of Mr. Alok Tandon, who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	NO	DNA
					To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and authorize the Audit & Finance Committee of the Board / Board of Directors to fix their remuneration. M/S. Mehra Goel & Co., Chartered	Mgmt.	NO	DNA

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Company Name	State	CIN	Date	City	Description	Category	Response	Action
Lacocoated Limited	SRPS IN	6818393 IN	12/28/2007	Mumbai	Accountants, the retiring auditors of the Company, being eligible, offer themselves for re-appointment	Mgmt.	YES	FOR
Lacocoated Limited	SRPS IN	6818393 IN	12/28/2007	Mumbai	To receive, consider and adopt the Audited Balance Sheet as at 31 st March 2007 and the Profit and Loss Account for the year ended on that date and the Report of Auditors and Directors thereon.	Mgmt.	YES	FOR
Lacocoated Limited	SRPS IN	6818393 IN	12/28/2007	Mumbai	To declare dividend. To appoint a Director in place of Shri Jagdish J. Doshi, who retires by rotation and being eligible, offers himself for reappointment.	Mgmt.	YES	FOR

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote or Against Management</i>
					To appoint Auditors and fix their remuneration.	Mgmt.	YES	FOR	FOR
					To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution RESOLVED THAT pursuant to the provisions of Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, department or bodies as may be necessary, the present Authorized Share Capital of the Company of Rs. 150,00,00,000/- (Rs. One Hundred Fifty Crores only) divided into 13,50,00,000 (Thirteen Crores Fifty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 1,50,00,000 (One Crores Fifty Lacs only) Cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten Only) each be and is hereby re-classified to Rs. 150,00,00,000/- (Rs. One Hundred Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores only) Equity Shares of Rs. 10/- (Rupees Ten only) each. RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is	Mgmt.	YES	FOR	FOR

hereby altered by substituting the existing Clause V thereof by the following New Clause V: V. The Authorized Share Capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) consisting of 15,00,00,000 (Fifteen Crores only) Equity Shares of Rs. 10/- (Rupees Ten only) each with rights, privileges and conditions attached thereto as provided by the Articles of Association of the Company for the time being with power to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes, and attach thereto respectively and preferential, qualified or special rights. Such rights shall not except where the terms of issue otherwise provide be alterable otherwise than pursuant to the provisions contained in the Articles of Association of the Company. RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Director of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT the consent of the company be and is hereby accorded pursuant to Section 293 (1) (a) and other applicable provisions, if any,

Mgmt.

YES

FOR

FOR

of the Companies Act, 1956(including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, to the Board of Directors of the Company(hereinafter referred to as the Board which term shall be deemed to include any committee thereof constituted by the Board to exercise its powers including the powers conferred by this resolution) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, on all or any of the moveable and/or immoveable properties of the company, wherever situated, both present and future in favour of one or more banks and/or financial institutions and/or others to secure term loans borrowed /to be borrowed and/or any banking or financial or other facilities or arrangements made/to be made in terms of any Agreement/Heads of Agreement/letter of sanction/Memorandum of the terms and conditions entered into or to be entered into by the company in respect of such term loans and/or any banking or financial or other facilities or arrangements upto an aggregate amount not exceeding Rs 2000 Crores (Rupees Two Thousand Crores) over and above the aggregate for the time being of the Paid-up Capital of the Company and its Free Reserves from time to time,

together with interest at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium or pre-payment or on expenses and other monies covered by the aforesaid financial assistance under the respective documents to be entered into by the Company; To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution RESOLVED THAT pursuant to Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee thereof constituted by the Board to exercise its powers including the powers conferred by this resolution) for borrowing from time to time any such sums of money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the Paid-up Capital of the Company and its Free Reserves, that is to say, Reserves not set apart for any specific purpose, provided that the maximum amount of moneys so borrowed by the Board shall not at any time

Mgmt.

YES

FOR

FOR

exceed the limit of Rs. 2000 Crores (Rupees Two Thousand Crores Only).

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution RESOLVED THAT subject to the approval of the Reserve Bank of India (RBI) and such other approvals as may be required, consent of the company be and is hereby given to the enhancement of investment Limits of Foreign Institutional Investors (FIIs)/Non Resident Indians (NRIs) in the securities of the Company from 24% to 49% of the Equity Share Capital of the Company. RESOLVED

Mgmt.

YES

FOR

FOR

FURTHER THAT Shri R. S. Ajmera, Managing Director of the Company, Shri O. P. Gandhi C F O of the Company and Shri Nilesh Jain, Company Secretary of the Company be and are hereby authorise severally authorised to make necessary application to the Reserve Bank of India and make representation, submission and do all such acts, deeds, matters, and things as the case may be necessary for the aforesaid purpose for and on behalf of the company.

Mgmt.

YES

FOR

FOR

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution: RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any of the Companies Act, 1956 [including any statutory modification(s) or

re-enactment thereof for the time being in force] and relevant provisions of the Memorandum and Articles of Association of the Company, the Foreign Exchange Management Act, 1999 and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, Guidelines prescribed by the Securities and Exchange Board of India (SEBI) and subject to such approval(s), consent(s), permission(s) and/or sanction of the Government of India, Reserve Bank of India and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such terms, conditions, modifications and alterations as may be prescribed and specified by any of them in granting such approval, consent, permission or sanction, the consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee thereof) to offer, issue and allot, in the course of offerings, in one or more foreign markets, any Securities including Equity Shares, Global Depository Receipts and/or American Depository Receipts, Foreign Currency Convertible Bonds, Convertible Bonds, .Euro-convertible Bonds/Shares/Debentures, Preference Shares whether Cumulative/ Redeemable/Partly

convertible/ convertible at the option of the company and / or at the option of the holders of the Security(s), Securities partly or fully convertible into Equity shares and/or securities linked to Equity Shares and/or any instruments or securities with or without de~ble warrants, secured or unsecured or such other types of securities representing either Equity Shares or Convertibles Securities (hereinafter referred to as Securities) to Foreign/Domestic Investors, Non-residents, Foreign Institutional Investors/ Foreign Companies/ NRI(s) / Foreign National(s)/Banks/Mutual Funds/Financial Institutions or such other entities or persons as may be decided by the Board, whether or not such persons/entities/investors are Members of the Company, through Prospectus, Offering Letter, Circular to the general public and/or through any other mode or on private placement basis as the case may be from time to time in one or more tranches as may be deemed appropriate by the Board on such terms and conditions as the Board may in its absolute discretion deem fit for an amount not exceeding US\$250 Million (US Dollar Two hundred and fifty million only) or equivalent thereof, including green shoe option on such terms and conditions including pricing as the Board may in its sole discretion decide including the form and the persons to whom such securities may be issued and

<p>l Steel & Power imited</p>	<p>JSP IN</p>	<p>6726816 IN</p>	<p>12/27/2007</p>	<p>Haryana</p>	<p>all other terms and conditions and matters connected therewith. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:- RESOLVED that pursuant to Section 13, 16 and 94(1)(d) and other applicable provisions of the Companies Act, 1956 and Article 9 of the Articles of Association of the Company, each equity share of the face value of Rs. 5/- (Rupees five only) in the capital of the company fully paid up, be divided into 5 (Five) equity shares of Re. 1/- (Rupee one only) each fully paid up and the Memorandum of Association of the Company be altered by substituting the present Clause V with the following new Clause, viz., V. The Authorised Share Capital of the Company is RS.120,00,00,000/(Rupees one hundred twenty crores only) divided into 20,00,00,000 (Twenty crores) equity shares of Re.1/- (Rupee one only) each and 1,00,00,000 (One Crore) Preference Shares of Rs.100/- (Rupees one hundred only) each To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:- RESOLVED, BY WAY OF SPECIAL RESOLUTION that pursuant to Section 31 and other applicable provisions of the Companies Act, 1956, the Articles of Association of the Company be altered by substituting the present</p>	<p>Mgmt.</p>	<p>NO</p>	<p>DNA</p>	<p>DN</p>
						<p>Mgmt.</p>	<p>NO</p>	<p>DNA</p>	<p>DN</p>

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Southern Iron and Steel
Company Limited with JSW
Steel Limited.

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<i>Number of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote or Ag Manag</i>
V Steel Limited	JSTL IN	6101640 IN	12/28/2007	Mumbai	To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mr. Y. Siva Sagar Rao, who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 24.07.2007, and who holds office upto the date of next Annual General Meeting of the Company under Section 260 of the Companies Act, 1956, and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Y Siva Sagar Rao as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation	Mgmt.	YES	FOR	FO
					To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the appointment of Mr.Y. Siva Sagar Rao as a Whole time Director of the Company,	Mgmt.	YES	FOR	FO

designated as Joint Managing Director & CEO, for a period of three years, with effect from 24.07.2007 upon such terms and conditions as are set out in the Agreement executed with Mr.Y.Siva Sagar Rao (a copy of which is initialled by the Chairman for the purpose of identification and placed before this meeting), with specific authority to the Board of Directors to alter or vary the terms and conditions of the said appointment and / or agreement including the remuneration which shall not exceed a maximum limit of RS.11,25,000/-p.m. or the limits set out in Sections 198, 309 read with Schedule XIII of the Companies Act, 1956 or any amendments thereto, whichever is lower, as may be agreed to between the Board of Directors and Mr. Y Siva Sagar Rao.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT in supersession of the Resolution passed at the eleventh Annual General Meeting of the Company held on 13th June 2005 and pursuant to the provisions of Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the Board) for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the

Mgmt.

YES

FOR

FO

Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed Rs.

1,50,00,00,00,000/- (Rupees fifteen thousand crores only).

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

Resolution: RESOLVED THAT in supersession of the Resolution passed at the Extra Ordinary General Meeting of the Company held on 28th March, 2000 and pursuant to the provisions of section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (the Board) to hypothecate/ mortgage and/or charge in addition to the

Mgmt.

YES

FOR

FO

hypothecations/mortgages and/or charges created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking or undertakings of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Company's Bankers/Financial Institutions/ other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/Foreign currency Loans, Guarantee assistance, and/or any issue of Non Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non Convertible and/or other Partly/Fully Convertible instruments/securities, within the overall ceiling prescribed by the members of the Company, in terms of section 293(1)(d) of the Companies Act, 1956. RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents, instruments and writings, as may be necessary for creating the aforesaid hypothecations/mortgages

					and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of section 149 (2A) and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the commencement of all Or any of the business specified in sub-clause 56 of Clause III C of the Memorandum of Association of the Company; that is: . To carry on the business of carriers of passengers and.goodsand merchandise by air; sea, or surface transport and to maintain airways,. shipping lines; roadways and other transport service Bndto act as the clearing agents, forwarding agents,. travel.agents, charterers, tour agents and freight contractors .	Mgmt.	YES	FOR	FO
RCL structures & projects limited	IVRC IN	B10SSR3 IN	12/31/2007	Postal ballot	To approve the new lines of activity and seek amendments to objects clause of the Memorandum of Association of the Company: To consider and if thought fit, to pass the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 17 of the Companies Act, 1956 and in supercession of the resolution passed at the Annual General Meeting held on 7th September 2007, the objects clause of the Memorandum of Association be and is hereby amended by	Mgmt.	YES	FOR	FO

inserting the following new object after the existing object No.4 of Clause III (A) of the Memorandum of Association of the Company. 5. To undertake mining operations viz., reconnaissance, prospecting, exploration, development and exploitation and all other related activities like trans-shipment of minerals by roads, pipelines etc., of various minerals and fossil fuels including iron ore, coal, petroleum and gas and to deploy all the necessary equipment and technologies for effective exploitation of all kinds of minerals and fossil fuels.

Bampur ni Mills imited	BRCM IN	B06KS32 IN	12/24/2007	Kolkata	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(IA) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment(s) or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchange where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (SEBI) and subject to the approvals, consents, permissions and/or sanctions, as may be necessary. of the appropriate authorities, institution or body and subject to such terms, conditions, alterations,	Mgmt.	NO	DNA	DN
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corrections, changes, variations and/or, modifications, if any as may be prescribed by anyone or more or all of them in granting such approvals, consents permissions and/or sanction and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the Board which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded and Board is hereby authorised to issue, offer and allot upto 73,00,000 (Seventy three lacs) equity shares of Re.1 each, at a price of Rs.92 per share (including Premium of Rs.91) and upto 1,00,00,000 (one crore) Convertible Warrants (Warrants), to be convertible at the option of Warrant holder in one or more tranches within 18 (eighteen) months from its allotment date into 1 fully paid up Equity Share of the Company of face value of Rs.1 each for cash at an exercise price of Rs.97 (including premium of Rs.91) for each warrant and to issue fresh Equity Shares on the conversion of the warrants, on such further terms and conditions as may be finalised by the Board to following persons belonging to

Promoter Group:

A Power Company	TPWR IN	6124335 IN	1/16/2008	Postal ballot	Raising additional long term funds	Mgmt.	YES	FOR	FO
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Company Name	Form	File No	Date	State	Description	Category	Response	Outcome	Other
limited					Commencement of new business	Mgmt.	YES	FOR	FO
					Alteration of the Articles of Association of the Company	Mgmt.	YES	FOR	FO
liance Energy limited	RELE IN	6099853 IN	1/7/2008	Postal ballot	Increase in the Authorised Share Capital and amendment to the Memorandum of Association	Mgmt.	YES	FOR	FO
					Alteration in Articles of Association	Mgmt.	YES	FOR	FO
					Raising of additional long term funds	Mgmt.	YES	FOR	FO
					Raising of funds through issue of securities in the international markets	Mgmt.	YES	FOR	FO
TV India limited	DITV IN	B1RMW32 IN	1/4/2008	Mumbai	To offer, issue and allot the following securities, in one or more tranches through a Preferential Allotment, to M/s Indivision India Partners, a Mauritius based Private Equity Fund.	Mgmt.	NO	DNA	DN
Prakash Associates limited	JPA IN	B01GVY7 IN	1/17/2008	Postal ballot	Issue of Warrants to Promoters/ Promoter Group Company on Preferential Basis	Mgmt.	YES	FOR	FO
					Appointment and remuneration of Shri Ranvijay Singh as a Whole-time Director	Mgmt.	YES	FOR	FO
					Creation of mortgage/ charge in favor of IDBI to Secure Term Loan of Rs. 200 Crores	Mgmt.	YES	FOR	FO
					Creation of mortgage/ charge in favor of Axis Bank Ltd. To secure privately placed Redeemable NCDs aggregating to Rs. 50 Crores.	Mgmt.	YES	FOR	FO
ek Auto limited	AMTK IN	B02ZJ27 IN	12/31/2007	Haryana	To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th June 2007 together with Profit and Loss Account for the year ended on that date, and the reports of the Directors and the Auditors thereon.	Mgmt.	NO	DNA	DN
					To appoint a Director In ploc of Mr. B. Lugani, who retires by rotation and Is eligible for	Mgmt.	NO	DNA	DN

re-appointment.				
To appoint a Director In place of Mr. Sanjay Chhabra, who retires by rotation and Is eligible for re-appointment.	Mgmt.	NO	DNA	DN
To declare dividend.	Mgmt.	NO	DNA	DN
To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting.	Mgmt.	NO	DNA	DN
To consider and, If thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution ·RESOLVED THAT Mr. John Ernest Rinlham, who was appointed as an additional director of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting in term of Section 260 of the Companies Ad, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 in writing proposing his candidature for the office of director, be and is hereby appointed as Director of the Company liable to retire by rotation:	Mgmt.	NO	DNA	DN
To consider and, if thought fit, to pass with or without inodification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT in supersession of the resolution passed earlier and pursuant to Section 198, 269, 309, 310 read with schedule XIII and other applicable provisions, if any, of the CompGnies Ad, 1956, Mr. D. S. Malik be and is hereby appointed as Managing Director of the Company with effect from 30th April 2007 for a period of five years, on	Mgmt.	NO	DNA	DN

the following terms and
conditions

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>To consider and, if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:- RESOLVED THAT pursuant to the provisions of Section 94(1)(0)of the Companies Act, 1956 and other applicable provisions, if any, the Authorised share capital of the Company be and is hereby increased from Rs. 80,00,00,000 (Eighty Crores divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs)Equity Shares of Rs. 2/- each and 35,00,000 (Thirty Ave Lacs/ Preference Shares of Rs. 100/- each to Rs. 85,00,00,000 (Rupees Eighty Ave Crores Only) divided into 25,00,00,000 (Twenty FIVECroresl Equity Shores of Rs. 2/- each and 35,00,000 (Thirty Five lacsl Preference Shares of Rs. 100/- each. RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to above resolution.</p>	Mgmt.	NO	DNA	DNA
					<p>To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:- RESOLVED THAT pursuant to the provisions of the section 16 of the Companies Act, 1956 the existing clause (Clause V) of the Memorandum of</p>	Mgmt.	NO	DNA	DNA

Association of the company be and is hereby substituted and read as under :- The Authorised Share Capital of the Company is Rs. 85,00,00,000 (Rupees Eighty Five Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shares of Rs. 100/- each:

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to above resolution.

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

Resolution:- RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 of the Articles of Association of the Company be and is hereby substituted and read as under

:- The Authorised Share Capital of the Company is Rs. 85.00,00,000 (Rupees Eighty FIVECrores Only) diVIDed into 25,00.00.000 (Twenty Five Crores) Equity Shores of Rs. 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shores of Rs. 100/- each .with the power to increase or reduce the same in accordance with the provisions of the Act:

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary,

Mgmt.

NO

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desirable or expedient for giving effect to the aforesaid resolution.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special ResoLution:- Resolved that pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Assodation of the Company, the rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Boord of Indio and/or any other regulatory authority. the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s),, consent(s), permission(s) and/or sanction(s), if any, of appropriate authorities, institutions or bodies. as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s). permission(s), and/ or sanction(s), the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee of the Board constituted/to be constituted to exercise its powers conferred by this Resolution) be and is hereby

Mgmt.

NO

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authorised on behalf of the Company to Issue and allot upto 70,00,000 Equity Shares of Rs.2/- per share at a premium of Rs. 458/- aggregating to Rs 322 crores, to promoters group companies by way of preferential issue.

Resolved Further That the relevant date for pricing of the shares is 30 days (i.e. 1st December 2007) prior to the date of Annual General Meeting as per clause 13.1.1.1 of SEBI (Disclosure & Investor Protection)

Guidelines, 2000. Resolved Further That the equity shares so issued shall rank pari passu with the then existing equity shares of the Company in all respects. Resolved Further That for the purpose of giving effect to the issue or allotment of equity shares, the Board be and is hereby authorised on behalf of the Company to take actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose and with power on behalf of the

Company to settle all questions, difficulties or doubts that may arise in the proposed issue, offer and allotment of the equity shares, including utilization of the issue proceeds, without being required to seek any further consent or approval of shareholders or otherwise to the end and intent that Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved Further That the Board be and is hereby authorised to delegate all or

any of the powers herein conferred to any Committee of Directors or any Directorts) or the Company Secretary of the Company to give effect to this resolution.

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

Mgmt.

NO

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Resolution:- Resolved that pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any of the Companies Act, 1956 including any statutory modification(s) or re-enadment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India and/or any other regulatory authority, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of appropriate authorities, institutions or bodies, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as the Board , which term shall include any Committee of the Board constituted/to be

constituted to exercise its powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to create, offer, issue and allot upto 1,50,00,000 warrants, entitling the warrant holder(s) from time to time to apply for equity shares of the Company in two or more tranches, to promoters group Companies by way of preferential Issue, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, provided that the aggregate number of resultant equity shares of the Company against such warrants shall not exceed 1,50,00,000 (One Crores Fifty lacs) fully paid equity shares of the face value of Rs.21- each at a premium of Rs. 458/- aggregating to Rs 690 crores

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To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th June 2007 together with Profit and Loss Account for the year ended on that date and the reports of the Directors and the Auditors thereon.

Mgmt.

NO

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To appoint a Director in place of Mr. D.S:Malik. who retires by rotation and being eligible offer himself for re-appointment.

Mgmt.

NO

DNA

DNA

To appoint a Director in place of Mr. S. E. Krishnan, who retires by rotation and being eligible offer himself for re-appointment.

Mgmt.

NO

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DNA

To declare dividend.

Mgmt.

NO

DNA

DNA

To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual

Mgmt.

NO

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DNA

General Meeting.

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

Resolution:- RESOLVED THAT pursuant to the provisions of Section 94(1)(a) of the Companies Act, 1956 and other applicable provisions, if any, the Authorised share capital of the Company be and is hereby increased from Rs.

35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of Rs. 101- each to Rs.

40,00,00,000/- (Rupees Forty Crore only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- each. RESOLVED

FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to above resolution.

Mgmt.

NO

DNA

DNA

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

Resolution:- RESOLVED THAT pursuant to the provisions of Section 16 and all other applicable provision, if any. of the Companies Act, 1956 the existing (Clause-V) of the Memorandum of Association of the Company be and is hereby substituted and read as under:- The Authorised Share Capital of the Company is Rs.

40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs.10/-

Mgmt.

NO

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DNA

(Rupee Ten) each. with the power of the Company to increase or reduce or modify the said Share Capital and to divide the shares for the time being of the Company into several classes and to attach thereto preferential, qualified, special rights privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association.

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

Mgmt.

NO

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Resolution:- RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the existing Articles 3 of the Articles of Association of the Company be and is hereby substituted and read as under:-

The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crore) Equity Shares of RS.10/- (Rupee Ten) each with the power of the Company to increase or reduce or modify the said Share Capital and to divide the shares for the time being of the Company into several classes and to attach thereto preferential, qualified, special rights privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company

and to vary, modify or
abrogate any such rights,
privileges or conditions in
such manner as may for the
time being be provided by the
Articles of Association.

RESOLVED FURTHER
THAT the Board of Directors
of the company be and is
hereby authorised to do all
such acts, deeds and things as
may be necessary for giving
effect to this above resolution.

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

Mgmt.

NO

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DNA

Resolution:- RESOLVED
THAT pursuant to the
provisions of Section 81(IA)
and all other applicable
provisions, if any, of the
Companies Act, 1956
including any statutory
modification(s) or
re-enactment thereof for the
time being in force and in
accordance with the relevant
provisions of the
Memorandum and Articles of
Association of the Company,
the rules! regulations!
guidelines, if any, prescribed
by the Securities and
Exchange Board of India
and/or any other regulatory
authority, the listing
agreement entered into by the
Company with the Stock
Exchanges where the equity
shares of the Company are
listed and subject to the
approval(s), consent{s},
permission{s} and/or
sanction{s}, if any, of
appropriate authorities,
institutions or bodies, as may
be required, and subject to
such conditions as may be
prescribed by any of them
while granting any such

approval{s}, consent(s),
permission{s}, and/or
sanction(s), the Board of
Directors of the Company
(hereinafter referred to as the
Board , which term shall
include any Committee of the
Board constituted to be
constituted to exercise its
powers conferred by this
Resolution) be and is hereby
authorized on behalf of the
Company to issue and allot
upto 17,00,000 Equity Shares
of RS.10/- per share at a
premium of Rs. 230/-
aggregating to Rs. 40.80
crores to promotor of the
company by way of
Preferential issue.

To consider and, if thought
fft, to pass with or without
modificatlon(s), the following

resolution as a Special
Resolution:- RESOLVED
THAT pursuant to the
provisions of Section 81 (1A)
and allqther applicable
provisions, if any of the
Companies Act, 1956
including any statutory
modification{s} or
re-enactment thereof for the
time being in force and in
accordance with the relevant
provisions of the

Memorandum and Articles of
Association of the Company,
the rules! regulations!
guidelines. if any, prescribed
by the Securities and
Exchange Board of India
andlor any other regulatory
authority, the listing
agreement entered into by the
Company with the Stock
Exchanges where the equity
shares of the Company are
listed and subject to the
approval{s}, consent(s),
permission{s} and/or

Mgmt.

NO

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DNA

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<i>Number of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote or Ag Manag</i>
					<p>sanction{s}, if any, of appropriate authorities, institutions or bodies, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission{s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as the Board , which term shall include any Committee of the Board constituted/to be constituted to exercise its powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to create, offer, issue and allot upto 38,00,000 warrants, entitling the warrant holder(s) from time to time to apply for equity shares of the Company in two or more tranches, to promoter of the company by way of preferential issue, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, provided that the aggregate number of resultant equity shares of the Company against such warrants shall not exceed 38,00,000 (Thirty Eight lacs) fully paid equity shares of the face value of Rs. 101- each at a premium of Rs. 2301- aggregating to Rs. 91.20 crores. To consider and if thought fit to pass with or without modification(s) the</p>	Mgmt.	NO	DNA	DI

following resolution as
 Special Resolution:-
 RESOLVED THAT pursuant
 to the provisions of
 Section 293(1) (d) and any
 other applicable provisions (if
 any) of the Companies Act,
 1956 (including any statutory
 modification or re-enactment
 thereof for the time being in
 force), the consent of the
 Company be and is hereby
 accorded to the Board of
 Directors of the Company to
 borrow any sum or sums of
 money for and on behalf of
 the Company from time to
 time for the purpose of the
 Company notwithstanding
 that the money to be borrowed
 together with the moneys
 already borrowed by the
 Company (apart from
 temporary loans obtained
 from the Company's bankers
 in the ordinary course of
 business) will or may exceed
 the aggregate of the paid up
 capital of the Company and its
 free reserves, which have not
 been set apart for any specific
 purpose, but so that the total
 amount upto which the money
 may be borrowed shall not
 exceed Rs.2000 Crores
 (Rupee Two Thousand Crores
 Only) on account of the
 principal.

Power s Limited	HBPS IN	B03D005 IN	1/4/2008	Hyderabad	Alteration of Articles of Association	Mgmt.	NO	DNA	DI
					Issue of equity shares and warrants on preferential basis	Mgmt.	NO	DNA	DI
					1. Resolution to be passed under Section 293(1) (a) of the Companies Act. 1956 for sell of the Company's Reid & Taylor Division Comprising of the fabrics and Ready -to- wear Garment Business.	Mgmt.	YES	FOR	FO
umars wide Ltd	SKUM IN	6708085 IN	1/14/2008	Postal ballot	2. Resolution to be passed under Section 372Aofthe	Mgmt.	YES	FOR	FO

sen & o Limited	LT IN	B0166K8 IN	2/1/2008	Postal ballot	Companies Act, 1956 for making any loan, investment, guarantee or provide any security beyond the prescribed ceiling in company Brandhouse Retails Limited and subsidiary company Reid & Taylor (India) Limited It is proposed to separate the Ready Mix Concrete (RMC) Business Unit of the Company into a separate subsidiary company, or to dispose off to any other entity.	Mgmt.	YES	FOR	FO
nmark ceuticals imited	GNP IN	6698755 IN	1/30/2008	Postal ballot	The Company proposes to transfer by way of sale, lease or otherwise its Domestic Active Pharmaceutical Ingredients and Generics Formulation Business together with land, building, plant and machinery, brands, trademarks and other assets at its plants in Goa, Ankleshwar, Kurkumbh and Mohol all located in India as also the employees pertaining to the said business, to Glenmark Generics Limited -a subsidiary of the Company.	Mgmt.	YES	FOR	FO
elevision een India Ltd	TLEI IN	B1L5S51 IN	2/2/2008	Postal ballot	To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to Board of Directors of the Company to make loans to any body corporate, acquire by way of subscription,	Mgmt.	YES	FOR	FO

purchase or otherwise securities of any body corporate or give any guarantee or provide any security in connection with loan made by any person to, or to any other person by, any body corporate in excess of 60 percent of the paid up share capital and free reserves of the Company or 100 percent of the free reserves of the Company, which ever is more as prescribed under section 372A in the shares of other body corporate as detailed in the attached Explanatory Statement, in their absolute discretion deem beneficial and in interest of the Company.

RESOLVED FURTHER THAT Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Whole time Director and Mr. Anil Srivastava, VP-Corporate Affairs & Company Secretary of the Company be and are hereby severally authorized to take such steps as may -be necessary for obtaining approvals, statutory/ contractual or otherwise in relation to the above and to settle all matters arising out of and/or incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution

of India	BOI IN	6099789	1/23/2008	Mumbai	to create, offer, Issue and allot not exceeding 3,77,72,600 Equity Shares (the Equity Shares) of face value of Rs	Mgmt.	YES	FOR	FO
		IN							

10/- each, In one or more tranches by way of Qualified Institutional Placement (OIP) to the Public Sector Enterprises and Mutual Funds who are Qualified Institutional Buyers in terms of the Chapter XIII A of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (SEBI DIP Guidelines) whether or not such investors are existing members of the Bank, at a price not less than the price as determined in accordance with relevant provisions of SEBI DIP Guidelines and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion and wherever necessary In consultation with Lead Managers In accordance with the applicable laws, rules, regulations and guidelines prevailing In this regard.

et Ispat & y Limited	MISP IN	6327372 IN	1/11/2008	Raipur	To consider and if though fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and subject to the applicable rules. regulations, guidelines, notifications or circulars issued by the Securities and Exchange Board of India	Mgmt.	NO	DNA	DI
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[hereinafter referred to as SEBI], the Stock Exchange[s] where the shares of the Company are listed [including provisions of the listing agreement with them], or any other statutory or appropriate authority or body and also subject to such approvals, permissions, sanctions and consents as may be necessary or required from the Government of India and all other appropriate authorities, bodies or institutions, under applicable legislations, rules, regulations, guidelines and contracts for the time being in force, and subject further to such other terms, conditions, stipulations, alterations, amendments, modifications or variations, as may be required, specified or suggested by any of them in granting any such approvals, consents, permissions, or sanctions, and which may be agreed to by the Board of Directors [hereinafter referred to as the Board], which term shall be deemed to include any Committee of Directors for the time being authorised by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution], consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches[s] on private placement and/or preferential basis, not exceeding 50,00,000 warrants, each warrant carrying one option/entitlement to subscribe to one number of fully paid Equity Share of the Company of Rs.1 0/- each,

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					against each such option on a future date [i.e. option/entitlement to subscribe to maximum number of 50,00,000 fully paid Equity Shares of Rs. 10/- each in aggregate], within a period not exceeding 18 [Eighteen] months from the date of issue of such warrants, to the following promoter[s] of the Company. The total number of Equity Shares to which the aforesaid proposed allottees will become entitled to, considering one option available per warrant. shall be 50.00,000 Equity Shares of Rs.10/- each.				
ens Ltd.	SIEM IN	B15T569 IN	1/31/2008	Mumbai	Adoption of audited Annual Accounts, Reports of the Directors and Auditors	Mgmt.	YES	FOR	FO
					Declaration of a Dividend	Mgmt.	YES	FOR	FO
					To appoint a Director in place of Mr. Narendra J. Jhaveri, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	YES	FOR	FO
					To appoint a Director in place of Mr. Keki B. Dadiseth, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	YES	FOR	FO
					To appoint a Director in place of Mr. Pradip V. Nayak, who retires by rotation and being eligible, offers himself for re-appointment.	Mgmt.	YES	FOR	FO
					To re-appoint BSR& Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of the 50th Annual General Meeting up to the conclusion of the next i.e. 51st Annual General Meeting of the Company and to authorise the Audit Committee of Directors to fix their remuneration.	Mgmt.	YES	FOR	FO
						Mgmt.	YES	FOR	FO

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					Amendment of Clause V of the Memorandum of Association				
					Amendment of Article 3 of the Articles of Association	Mgmt.	YES	FOR	FO
					Issue of Bonus Shares	Mgmt.	YES	FOR	FO
					Appointment of Mr. Vijay V. Paranjape as a Director of the Company	Mgmt.	YES	FOR	FO
					Appointment of Mr. Vijay V. Paranjape as a Whole-time Director and payment of remuneration to him	Mgmt.	YES	FOR	FO
					Appointment of Mr. Vilas B. Parulekar as a Director of the Company	Mgmt.	YES	FOR	FO
					Appointment of Mr. Vilas B. Parulekar as a Whole-time Director and payment of remuneration to him	Mgmt.	YES	FOR	FO
					Re-appointment of Mr. Juergen Schubert as the Managing Director and payment of remuneration to him	Mgmt.	YES	FOR	FO
					Appointment of Dr. Armin Bruck as a Director of the Company	Mgmt.	YES	FOR	FO
					Appointment of Dr. Armin Bruck as a Whole-time Director and as the Managing Director and payment of remuneration to him	Mgmt.	YES	FOR	FO
					Increase in remuneration of Mr. Patrick de Royer, Executive Director	Mgmt.	YES	FOR	FO
					Re-Appointment of Mr. K. R. Upili as a Whole-time Director and payment of remuneration to him	Mgmt.	YES	FOR	FO
					Appointment of Ms. Mukta Paranjape, daughter of Mr. Vijay V. Paranjape, Whole-time Director, to an office or place of profit	Mgmt.	YES	FOR	FO
Revision Green India limited	TLEI IN	B1L5S51 IN	2/8/2008	New Delhi	To consider and, If thought fit, to pass with or without modification(s), the following resolution .s Special Resolution. RESOLVED THAT pursuant to Itle	Mgmt.	NO	DNA	DI

provisions of section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and subsisting rules/regulations/guidelines, if any, prescribed by the Government of India Securities and Exchange Board of India (SEBI) and/or any other regulatory authority, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the company are listed and subject to the approval(s), consent(s), permission(s), and/or sanction(s), if any, of appropriate authorities, institutions or bodies as may be required, and Subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as the Board), which term shall include any Committee of the Board constituted / to be constituted to exercise its power, including the powers conferred by this Resolution) be and are hereby authorized on behalf of the Company to create, offer, issue and allot 10,000,000 (One Crore) Convertible Warrants, entitling the warrant holder(s) from time to time to apply for

equity shares of the Company
in one or more tranches, to
Network18 India Holdings
Private Limited, a wholly
owned subsidiary of
Network18 Media &
Investments Limited
(Formerly known as
Network18 Fincap Limited)
on preferential placement
basis through offer letter
and/or circular andlor
information memorandum
and/or private placement
memorandum and/or such
other documents! writings, in
such form, manner and upon
such terms and conditions as
may be determined by the
Board in Its absolute
discretion, provided that the
aggregate number of

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<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund Vote</i>
				<p>resultant equity shares of the Company to be issued against such warrants shall not exceed 10,000,000 (One Crore) fully paid up equity shares of the face value of As. 5/- each at a premium of As. 518/- against the Convertible Warrant of Rs. 523/- each being not less than the price calculated in accordance with the subsisting Securities and Exchange Board of India (Disclosures and Investor Protection) Guidelines, 2000 (hereinafter referred to as -SEBI DIP Guidelines), in this behalf.</p>			
ANS IN	B1LGZV9 IN	2/23/2008	Postal ballot	Alteration/Amendment of Main Objects of Memorandum of Association inter alia widening the scope of present Main Objects:	Mgmt.	YES	FOR
VPL IN	B00YYS7 IN	2/20/2008	Mumbai	<p>To consider and if thought fit to pass with or without modification(s), the following as a Special Resolution: RESOLVED THAT in accordance with the provisions of Section 81 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such consents and such other approvals as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) or as may be prescribed or made, in granting such consents and approvals and which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches, in the course of domestic/international offerings to Domestic/Foreign Institutions, Non-Resident Indians, Indian Public Companies, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, individuals or otherwise, whether shareholders of the Company or not, through a public issue or rights issue and/or on a private placement basis, Ordinary Shares, debentures or bonds whether Partly/Optionally/Fully Convertible and/or securities linked to Ordinary Shares including but</p>	Mgmt.	YES	FOR

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not limited to Global Depositary Receipts (GDRs) and/ or Foreign Currency Convertible Bonds and/or bonds with Share Warrants attached (hereinafter referred to as Securities), secured or unsecured such that the total amount raised through the aforesaid Securities should not exceed Rs.800 crore (Rupees Eight Hundred Crore only) (including greenshoe, if any), or its equivalent, of incremental funds for the Company. RESOLVED FURTHER THAT the consent of the Company be arid is hereby granted in terms of Section 293(1Ha) and other applicable provisions, if any, of the Act and subject to all necessary approvals to the Board to secure, if necessary, all or any of the above mentioned Securities to be issued, by the creation of a mortgage and/ or charge on all or any of the Company s immovable, movable and/ or intangible assets, both present and future in such form and manner and on such terms as may be deemed fit and appropriate by the Board. RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form and terms of the Issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/ conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or abroad, appoint lead managers, and other agencies as the Board in its absolute discretion deem!Nfit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/ or abroad and to settle any questions or difficulties that may arise in regard to the Issue(s). RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred above to any Committee of Directors.

DE IN B01VRK0 2/4/2008 Ahmedabad
IN

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution. RESOLVED THAT in accordance with and subject to the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956, Foreign Exchange Management Act, 1999 (including any statutory modification(s) or

Mgmt.

NO

DNA

re-enactment thereof for the time being in force), Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Foreign Exchange (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and other applicable Rules, Regulations, Notifications, Circulars, Schemes, Guidelines and Directions, if any, of the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), the Stock Exchanges where the securities of the Company are listed (including provisions of the listing agreement with them), and other concerned and relevant authorities and other applicable laws if any, and the relevant provisions of the Memorandum and Articles of Association of the Company; and also subject to such approvals, consents, permissions, or sanctions of the Government of India (GOI), RBI, SEBI and any other Indian/Overseas appropriate authorities, institutions or bodies as may be necessary and subject to such terms, conditions, stipulations, alterations, amendments, modifications, or variations as may be prescribed by any of them in granting any such approvals, consents, permissions, or sanctions; and which may be agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any Committee of Directors for the time being authorised by the Board of Directors to exercise the powers conferred by the Board), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot on behalf of the Company, in one or more tranches (including with provision for reservation on firm and/or competitive basis) of public or private offerings in domestic and/or international markets, through prospectus and/or offer letter, and/or offering memorandum, and/or other permissible/requisite offer document or letter; Foreign Currency Convertible Bonds (FCCBs) and/or Global Depository Receipts (GDRs) and/or any other Depository Receipts (DRs), and/or Securities representing either Equity Shares or convertible Securities through Depository Receipts, and/or Equity Shares and/or Preference Shares, and/or any other Securities convertible into Equity Shares at the option of the Company and/or holders of the Security and/or Securities linked to Equity Shares and/or Securities with or without

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detachable/non-detachable warrants (hereinafter referred to as the Securities), whether secured by way of creating charge on the assets of the Company or unsecured, subscribed to in Indian/Foreign Currency(ies), by Indian or Foreign Banks, Institutions, Foreign Institutional Investors, Mutual Funds, Companies, Other Corporate Bodies, Trusts, Funds, Hedge Funds; Resident/Non-Resident Indians, Foreign Nationals, individuals and other eligible Investors, persons or entities (hereinafter collectively referred to as Investors) as may be decided by the Board; whether or not such investors are members of the Company; up to an aggregate amount not exceeding Rs. 3000 Crores (Rupees Three Thousand Crores Only) or its equivalent in any foreign currency as the case may be (inclusive of such premium as may be determined), and such offer, issue and allotment to be made, at such time or times, in Indian Rupees or any convertible foreign exchange or other currencies as may be permissible and/or required, at such price or prices, in such form and manner and on such other terms and conditions as may be decided and deemed appropriate by the Board at the time of such offer, issue and allotment , subject however, to the applicable guidelines, rules, regulations, notifications, circulars and other applicable statutory provisions.

PA IN	B01GVY7 IN	3/1/2008	Postal ballot	<p>To consider and, if thought fit, to give assent/dissent to the following Resolution: As Special Resolution: Investment In Special Purpose Vehicle for Implementation of the Ganga Expressway Project. RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approvals of Financial Institutions I Banks and such other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to make an investment of up to Rs.3000 Crores (Rupees Three Thousand Croresonly), in one or more tranches, by way of investment in the Equity Capital of I making loans to I providing Security or Guarantee(s) for the loans granted to an existing or a new company</p> <p>mbe.ir:Icorporatedasa.SpecialU?.urpose_Vehicle, for implementation of the Ganga Expressway Project, with the name of Jaypee Ganga</p>	Mgmt.	YES	FOR
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Infrastructure Corporation limited or such other name as may be made available by the Registrar of Companies, Uttar Pradesh & Uttaranchal, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans guarantees so far given by the Company along with the proposed investment may exceed 600% of the paid-up capital and free reserves of the Company or 100% of its free reserves, whichever is more. RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, which are incidental, consequential and necessary for implementing the resolution as aforesaid and settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution.

Further Issue of Capital

YS IN	B18P3B5 IN	2/20/2008	Mumbai		Mgmt.	YES	FOR
				Issue Of Foreign Currency Convertible Bonds	Mgmt.	YES	FOR
				Issue of Convertible Warrants	Mgmt.	YES	FOR
				Appointment of Mr. Prakash K Thakur as Whole-time Director of the Company	Mgmt.	YES	FOR
				Appointment of Mr. Santosh V Nayak as Whole-time Director of the Company	Mgmt.	YES	FOR
BRCM IN	B06KS32 IN	4/18/2008	Kolkata	To receive, consider and adopt. the profit & loss Account of the Company for the year ended 30th September, 2007 and the Balance Sheet as at that date with the Reports of the Directors and Auditors thereon.	Mgmt.	NO	DNA
				To appoint ,a director in place of Shri R.K. Choudhury, who retires by rotation and being eligible offers himself for reappointment.	Mgmt.	NO	DNA
				To appoint a Director in place of Shri S.B. Budhitaja, who retires by rotation and being eligible offers himself for reappointment.	Mgmt.	NO	DNA
				To appoint Auditors and to fix their remuneration.	Mgmt.	NO	DNA
				To consider and if thought fit; to pass with or without modification(s), the following reResolution as an Ordinary Resolution : Resolved that the consent of the Company be and is hereby accorded in terms of Section 293(IXa) and other	Mgmt.	NO	DNA

applicable provisions, if any, of the Companies Act, 1956 and subject to such other approval as maybe required for mortgaging . and/or creating charge by ,the Board of Directors of the Company with such ranking 115 to priority and for such time and on such terms as the Board may determine, all or any of the movable and/or immovable, tangible and/or intangible propeqies, both present and future of the Haidergllrh Unit and Rauzagaon Unit of the Company wheresoever situated, present and future. and the whole of the undertaking of the I;-laidergarh UJ;lit and Rauzagaon Unit together with the pl)Wer to take QVerthe management of the business and <;l)n<:ern.of the Company in certain events of default in favolJr of International Finance Corporation (IFC), Washington, USA to s«uretheir Term loannoc .e)cceding U~ \$.40,000,0()0 (United StateS Dollar Forty Million) availed of/to be ava.iled of by the Company from IFC together with. interest thereon at the respe<:tiverates, compoundinteresc, additional interest, liquidateddarnages, commitment charges, premia on prepayment, costs, charges, expenses, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a resUlt of devaluation/revaluation/fluctuation in the rates of exchao.ge and all other monies payable by the Company in terms Of the facility agreement dated 18th April 2007 and any related documents executed/to be executed by the Company with/in favour of IFC, or any relared document entered into/to be entered into between the Company and IFC, in respect of the said loanlborrowings and cl)ntaining such specific terms and conditions and covenants in. respect of enforcement of securiry as may be stipulated in that ,behalf .and. agreed to between the .Board of Directors or Q>rpll).ittee thereof and

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<i>Issuer of Portfolio Security</i>	<i>Exchange Ticker Symbol</i>	<i>Sedol</i>	<i>Shareholder Meeting Date</i>	<i>Location of Meeting</i>	<i>Summary of Matter Voted On</i>	<i>Who Proposed Matter: Issuer / Shareholder</i>	<i>Whether Fund Cast Vote on Matter</i>	<i>Fund's Vote</i>	<i>Vote For or Against Management</i>
					<p>the.IFC/ its agenc<s)/trustee(s). { Resolved fiuther that for the purpbse of givingeffecr to this resolution,, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/ paperS/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute dis.<:retiondeem necessary, proper or desirable with regard tl) <:reating mortgage/<:harge as aforesaid.</p> <p>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 for mortgaging and/or charging by the Board of Directors of the Company on all the moveable and immoveable properties of the Mankapur Sugar Unit & Co-gen Plants of the Company situated at Mankapur, Dist-Gonda, U.P. both present and future by way of an exclusive second charge in favour of the President of India (Central Government; Ministry of Consumer Affairs & Public Distribution, Sugar</p>	Mgmt.	NO	DNA	DNA

Development Fund (SDF),
Krishi Bhavan, New Delhi) to
secure Rupee Term Loan not
exceeding Rs. 31,94,40,000/(
Rupees Thirty one crores
Ninety four lacs forty
thousand only) lent and
advanced/ to be lent and
advanced by the Government
of India, Ministry of
Consumer Affairs & Public
Distribution, Directorate of
Sugar under Rules prescribed
for Sugar Development Fund
(SDF) and the interest at the
respective agreed rates
compound/additional interest
and all other monies payable
by the Company to SDF in
terms of their respective loan
agreements/letters of sanction
entered into/to be entered into
by the Company in respect of
the said Term Loan. And the
Board of Directors of the
Company be and is hereby
authorised to finalise with
SDF the documents for
creating aforesaid mortgage
and charges and to do all such
acts, deeds and things as may
be necessary for giving effect
to the above resolution.

To consider and if thought fit,
to pass with or without
modification(s), the following
resolution as a Special
Resolution: Resolved that,
pursuant to the Provisions of
Sections 198, 269, 309 and
Schedule XIII and other
applicable provisions, if any,
of the Companies Act, 1956,
the Company hereby approves
the payment of remuneration
to Shri K.N Ranasaria,
Wholtime Director of the
Company for the period from
1st October, 2006 to 11th
May, 2009 as set out in the
explanatory statement

Mgmt.

NO

DNA

DNA

United Phosphorus Limited	UNTP IN	B0L0W35 IN	3/3/2008	Gujarat	<p>annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors (the Board) to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII or any modification thereto and as may be agreed to by and between the Board and Shri K.N Ranasaria. Resolved further that the Board or any committee thereof be and is hereby authorised to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution.</p> <p>To consider and if thought fit, approve with or without modification(s), the Scheme of Arrangement for de-merger of Haldia Division of SWAL Corporation Limited, the Transferor Company / De-merged Company with United Phosphorus Limited, the Applicant Company and Reduction of Capital in the form of utilisation of Securities Premium Account of the Applicant Company.</p>	Mgmt.	NO	DNA	DNA
Tata Consultancy Services Limited	TCS IN	B01NPJ1 IN	3/17/2008	Postal ballot	<p>Increase in the Authorised Share Capital and Alteration of the Memorandum of Association of the Company</p> <p>Alteration of the Articles of Association of the Company</p> <p>Issue of Redeemable Preference Shares</p>	Mgmt.	YES	FOR	FOR
Housing Development and	HDIL IN	B1RPZ09 IN	2/27/2008	Postal ballot	<p>Increase In Number of Directors</p>	Mgmt.	YES	FOR	FOR

structure
limitedBalaji
lefilms
limited
liabulls
nancial
ervices
limited

					Increase in Authorised Capital	Mgmt.	YES	FOR	FOR
					Alteration of Memorandum and Articles of association- As special Resolution	Mgmt.	YES	FOR	FOR
					Appointment of Shri. Rakesh Kumar Wadhawan as Whole time Director designated as Executive Chairman.	Mgmt.	YES	FOR	FOR
					Approval of Revised terms of Remuneration of Shri. Sarang Wadhawan- Managing Director.	Mgmt.	YES	FOR	FOR
					Variation In the Utilisation of IPO proceeds	Mgmt.	YES	FOR	FOR
					Payment of Remuneration to Non executlve Directors	Mgmt.	YES	FOR	FOR
	BLJT IN	6545538 IN	3/14/2008	Postal ballot	Revision in Remuneration of Creative Director of the Company	Mgmt.	YES	FOR	FOR
	IBULL IN	B02L7L0 IN	3/6/2008	Postal ballot	To consider and if thought fit, to pass the following resolution as a Special Resolution: RESOLVED THAT, in accordance with the provisions of Section 81 (1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof) and relevant provisions of the Memorandum and Articles of Association of the Company and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Master Circular on External Commercial Borrowings and Trade Credits dated July 2, 2007 issued by the Reserve Bank of India as amended, and such other statutes, rules and regulations as may be applicable and relevant, and subject to the approval, consent, permission and/or sanction of the	Mgmt.	YES	FOR	FOR

Ministry of Finance of the Government of India, Reserve Bank of India 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 in granting any such approval, consent, permission or sanction, the Board of Directors (hereinafter referred to as the Board), which term shall be deemed to include any Committee thereof referred to below), be and is hereby authorized on behalf of the Company to create, offer, issue, and allot, in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international offering(s) in one or more foreign markets, for a value of up to USD equivalent to INR 4000 crores (US Dollars equivalent to Indian Rupees Four thousand crores), equity shares of the Company (Equity Shares) and/or Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and / or Equity Shares through Depository Receipt Mechanism and / or any Other Financial Instruments (OFIs) including Compulsorily Convertible Preference Shares convertible into or linked to Equity Shares, or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as

Securities) or any combination of Securities to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Foreign Institutional Investors, Venture Capital Funds, Foreign Venture Capital Investors, Indian and/or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, Employees of the Company and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the Investors) through public issue(s) of prospectus, private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the Lead Managers, as the Board in its absolute discretion may deem fit and appropriate.

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

Mgmt.

YES

FOR

FOR

Resolution: RESOLVED
THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof), the provisions of Chapter XIII A of the SEBI (Disclosure and Investor Protection) Guidelines 2000 (SEBI DIP Guidelines) and the provisions of the Foreign Exchange Management Act, 2000 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and such other statutes, rules and regulations as may be applicable and relevant, the Board of Directors may at their absolute discretion, issue, offer and allot Equity Shares / Fully convertible Debentures(FCD) / Partly convertible Debentures (PC D) / Optionally Convertible Debentures (OCD) or any other securities other than warrants, which are convertible into or exchangeable with the equity shares of the Company or other specified securities, (herei nafter collectively referred to as uSecurities) within the meaning of Chapter XIII A of the SEBI (Disclosure and Investor Protection) Guidelines, 2000 for Qualified Institutional Placement (SEBI DIP Guidelines) for a value up to USD equivalent to INR 4000 crores (United States Dollars equivalent to Indian Rupees Four Thousand crores only) inclusive of such premium, as

may be finalized by the Board, to Qualified Institutional Buyers (as defined by the SEBI DIP Guidelines) pursuant to a qualified institutional placement, as provided under the said Guidelines.