



MACRO (INTERNATIONAL) EXPORTS LIMITED

'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur – 208 001

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, for passing of the resolution annexed hereto for the purpose of alteration of objects clause & Name Clause of Memorandum of Association of the company, which is proposed to be passed as **special resolution** by way of postal ballot. Accordingly the said draft of the Special resolution and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed herewith along with a Postal Ballot Form and a self addressed postage prepaid Business reply envelope for your use.

The Board of Directors at its meeting held on 09th November, 2013 has appointed Mr. Anil Agarwal, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read the instruction carefully printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of Working Hours i.e. 17.30 hours on December 20, 2013. Please note that any Postal Ballot Form received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms. The results of the Postal Ballot will be announced at the Registered Office of the Company on 23.12.2013.

The resolution appended herein below, being a Special Resolution, shall be declared as passed if the votes cast in its favour are not less than three times the number of votes, if any cast against the Resolution by the members.

SPECIAL BUSINESS:

ITEM NO. 1

ALTERATION OF THE MAIN OBJECT CLAUSE & OTHER OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass through postal ballot the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 17, 192A and other applicable provisions, if any, of the Companies Act, 1956 including any amendment thereto or re-enactment thereof for the time being in force and subject to such approvals, permissions and/or sanctions, the "Main Object Clause" of Memorandum of Association of the Company be and is hereby altered by deleting existing sub-clauses 1 to 4 and replacing same by inserting following new clauses 1 to 3.

1. To carry on the business, whether in India or anywhere in the world, as to purchase, hold, acquire mines, mining lease, mining license, mining rights, mining claims and metal-ferrous lands and to explore, search, work, exercise, develop, treat, fine and turn to account ores, all sorts of major and minor minerals excluding titanium but including quartz and feldspar, coal, working deposit of all kinds of minerals and sub soil minerals and to crush, quarry, smelt, calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate, market, sell, distribute, export, import and otherwise deal in ore, metal and mineral substances of all kinds and to carry on metallurgical operations.

For Macro (International) Exports Ltd.


Director

2. To establish and carry on in India or abroad, the business of acquiring, undertaking, promoting, running, managing, owning, leasing, converting, handling, operating, renovating, constructing, maintaining, improving, furnishing, reconditioning, hiring, developing, hotels, restaurants, cafes, taverns, rest houses, beer houses, bars, keepers, refreshment rooms, lodges, apartments, cottages, licensed victuals, banquet halls, place of amusement and recreation, art galleries, sports arenas, and health clubs and to promote establish, acquire, participate in and invest, in India and abroad, the companies, association, joint ventures, partnerships for developing, execution, restructuring, modernization, improvement, alteration, management of any undertaking, work, project or enterprise in the field of hotels and resorts, hospitality management and providing consultancy or vocation of acting as advisors and service providers to the public at large, corporates, governments, and public sector undertakings in the areas of tourism development, hotel management, quality control, organizational operations, cost control, man power development, catering service management.
3. To carry out business in the field of Information Technology services and solutions including but not limited to sale of computer software and hardware applications, software development, software maintenance, software customization, software quality control, all forms of data processing, storage, retrieval services in India or abroad and to own, manage and run computer data processing centers and to act as consultants, advisors, and developers in computer programming, system development, software designing, computer aided designs and to carry on the business of traders, developers, assemblers, repairs, importers, exporters of software packages, computer systems, computer peripherals, computer parts, computer consumables and electronic communication systems, data publishing and processing systems and other industrial automation systems and gadgets.

“FURTHER RESOLVED THAT pursuant to provisions of Section 17 & 192A and other applicable provisions, if any, of the Companies Act, 1956 including any amendment thereto or re-enactment thereof for the time being in force and subject to such approvals, permissions and/or sanctions and other applicable provisions Other Objects Clause III (C) of the Memorandum of Association of Company be and is hereby altered by deleting sub – clauses 1 to 31 and inserting following new sub-clauses 1 to 5:

1. To carry on the business of builders, developers, construction contractors, sub-contractors, civil engineers, designers, town planners, estimators, interior-exterior decorators, repairers, general and government civil contractors of immovable properties including building highways, roads, earth ways, embankments, bridges, tunnels, water ways, dams, seaports, sewers, sanitary systems industrial complexes, townships, commercial complexes in general and under built-own-transfer systems and all types of structural and engineering work.
2. To carry on the business of manufacturers, importers, exporters, dealers, processors, stockiest, agents, contractors, distributors, buyers, sellers and dealers in pulp and papers of all kinds, Board, corrugated Paper, Corrugating medium, pulp and all kinds of articles in the manufacture of which any form of paper, board or pulp is used and deal in all classes of glasses, cups, tumblers, paper bags, boxes, wrappers, cans, drums, containers, packaging materials made of paper and other paper products.
3. To carry on the business of manufacturers, fabricators, processors, re-processors, recyclers, importers, exporters, exporters, distributors, stockiest, dealers, buyers, sellers, traders, brokers, contractors in all kinds and descriptions for industrial, commercial and domestic purposes of composition of plastics, polyvinyl chloride, polyethylene, polypropylene, and their products including agglomerates, granules, plastic compounds, recyclates, master batches, garbage bags, films, sheets, polyvinyl fabrics, polypropylene fabrics and films, plastic blends, composites, woven fabrics, carbon black, styrene, plasticizers, polymers, resins, rubber, rubber products and molding whether extruded, injected or pressed, plastic compound, rubber compound, colours and dyes, organic and in-organic chemicals, electro chemicals, synthetic materials, buy-products and their products

For Macro (India) (P) Imports Ltd.


Director

4. To carry on processing, refining, melting, re-rolling, manufacturing all type of metal and metallic products and to carry on and execute the work of steel engineers including manufacturing and dealing in steel billets, steel rods, steel ingots, steel sheets, steel wires and in all kinds of steel products whether forged, rolled or drawn and consequently to manufacture, sell and deal in all or any of the by-products which will be obtained in the process of manufacturing these steel products and to manufacture strips, pipes from steel scrap, billets and slabs.
5. To export, import, buy, sell, act as agent, trade or otherwise deal in all kinds of merchandise, edible oils, de-oiled and oiled cakes, soya bean, ground nut oil seeds, other oil bearing sub-stances, steel, cotton yarn, synthetic yarn, blended yarn, chemicals, metals, textiles, capital goods, automobiles, precious metals, electronic goods, machines, paper, cement, building and construction material, fibers, leather articles, garments, foot wear, watches, furniture, electrical goods and accessories, foods, hydrocarbons, oil derivatives and other articles, goods capable of being imported, exported and traded.

"FURTHER RESOLVED THAT general power be and is hereby given to the Board of Directors to execute necessary changes in the proposed object clauses as may be directed by the Registrar of Companies, Uttar Pradesh."

"FURTHER RESOLVED THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution."

ITEM NO. 2

CHANGE IN NAME OF THE COMPANY:

To consider and if thought fit, to pass through postal ballot the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956 and subject to approval of the Central Government consent of the Members of the Company be and is hereby accorded to change the name of the Company from **MACRO (INTERNATIONAL) EXPORTS LIMITED** to **MACRO INTERNATIONAL LIMITED** and accordingly the name Macro (International) Exports Limited wherever it occurs in the Memorandum and Articles of Association of the Company and other places be substituted by the name Macro International Limited.

"FURTHER RESOLVED THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution."

Date: 09.11.2013

Place: Kanpur

BY ORDER OF THE BOARD
For **MACRO (INTERNATIONAL) EXPORTS LIMITED**

For Macro (International) Exports Ltd.



Director
MANAGING DIRECTOR

NOTES:

1. Only a shareholder who is entitled to vote is entitled to exercise his/her vote through postal ballot Voting rights of every shareholder shall be reckoned on the paid up value of shares whose name shall appear in the Register of Members on 16.11.2013 and any recipient of this Notice who has no voting right as on the aforesaid date shall treat the same as intimation only.
2. Relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
3. Postal Ballot Form and pre-paid envelope are enclosed.
4. Copy of relevant documents referred to in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 a.m. and 2.00 p.m. up to the date of declaration of the results of Postal Ballot.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 1

The Management has decided to venture into diversified business activities in varied field of mining of minerals and metals including coal, Hospitality services and IT & IT enabled services and various other fields.

Accordingly, it has been found desirable that the Main Objects Clause & Other Objects Clause of the Memorandum of Association of the Company be amended suitably so as to include the said objects therein, further as per the provisions of Section 17 & 192A of the Companies Act 1956 alteration of objects clause of Memorandum of Association requires approval of shareholders by passing the special resolution through Postal Ballot. Therefore the item No.1 of this notice is circulated to the shareholders commending for approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

ITEM NO. 2

The Company has decided to venture into diversified business operations as mentioned in the item No.1 to this Notice. The existing name of the Company does not suggest the varied businesses of the Company. Therefore it proposed to change name of the Company to Macro International Limited. On Application by the company Registrar of Companies, Kanpur has confirmed the availability of name vide SRN No. B88573779

As per the provisions of Section 21 of the Companies Act 1956, change in the name of the company requires approval of shareholders by passing Special Resolution. Therefore the item No.2 of this notice is circulated to the shareholders commending for approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

BY ORDER OF THE BOARD
For **MACRO (INTERNATIONAL) EXPORTS LIMITED**

Date: 09.11.2013

Place: Kanpur

Macro (International) Exports Ltd.


Director
MANAGING DIRECTOR



MACRO (INTERNATIONAL) EXPORTS LIMITED

'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur – 208 001

POSTAL BALLOT FORM

1.	Name(s) of Shareholder(s) Including Joint-holder(s) if any	:	
2.	Registered Address of Sole/ First Named Shareholder	:	
3.	Registered Folio No. / DPID No. & Client ID No.	:	
4.	No. of Shares held	:	
5.	I/We hereby exercise my/our votes in respect of the resolution to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing tick(Ö) mark at the appropriate box below:		

DESCRIPTION	Type of Resolution	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
Special Resolution under Section 17 of the Companies Act, 1956 for alteration in main objects and Other Objects Clauses of Memorandum of the Company	SPECIAL			
Special Resolution under Section 21 of the Companies Act, 1956 for change in the name of the Company	SPECIAL			

Place:

Date:

Signature of the Shareholder

Note: Please send your Postal Ballot Form in the envelope enclosed herewith and last date for receipt of Postal Ballot forms by the Scrutinizer 20.12.2013

Please Read the Instructions Printed Overleaf

For Macro (International) Exports Ltd.


Director

Instructions:

1. A Member desiring to exercise vote by Postal Ballot Form may complete this Postal Ballot Form and send it to the following address in the attached self-addressed envelope to which necessary postage has already been affixed and borne by the Company. However envelopes containing Postal Ballot Forms, if sent by other means at the expense of the Registered Shareholder will also be accepted.

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2. This form should be completed and signed by the shareholder. In case of Joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by NSDL/CDSL to the Company) by the first mentioned shareholder and in his absence, by the next named shareholder.
3. Incomplete and Unsigned postal ballot and ballot containing signature, which vary from the records of the Company, shall be rejected.
4. Duly completed postal ballot form should reach the aforesaid address not later than the closing business hours of 20.12.2013. Postal ballot forms received after 20.12.2013 shall be treated as not received.
5. In the case of shares held by companies, trusts, societies etc., a certified true copy of Board Resolution/ Authority should accompany the duly completed Postal Ballot Form.
6. Voting rights shall be reckoned according to the paid up value of shares registered in the name of the shareholders on the 16.11.2013
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The date of declaration of result of Postal Ballot by the Chairman, as indicated in the Notice, will be taken to be the date of passing of the resolution.

For Chairman

Director

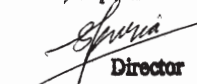
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CALENDER OF EVENTS

S. No.	PARTICULARS	DATE	DAY
1.	Date on which consent given by the Scrutinizer to act as Scrutinizer.	08.11.2013	Friday
2.	Date of Board meeting and Resolutions authorising one of the functional director and the secretary to be responsible for the entire postal ballot process.	09.11.2013	Saturday
3.	Intimation of Appointment to Scrutinizer	09.11.2013	Saturday
4.	Date for reckoning the voting rights	16.11.2013	Saturday
5.	Last date of intimation of calendar of events to Registrar of Companies, Kanpur	16.11.2013	Saturday
6.	Completion of Print Notice, Postal Ballot Forms etc	18.11.2013	Monday
7.	Completion of dispatch of Notice	20.11.2013	Wednesday
8.	Publication of Notice in New papers about having dispatched the Notice and Ballot Paper	21.11.2013	Thursday
9.	Last date for receiving postal ballot forms by the scrutinizer	20.12.2013	Friday
10.	Last date for submission of report by the Scrutinizer	23.12.2013	Monday
11.	Declaration of result by the Chairman to Stock Exchanges	23.12.2013	Monday
12.	Result to be displayed on the Notice Board and released to the press for publication	24.12.2013	Tuesday
13.	Last date of signing of the minutes by the Chairman	24.12.2013	Tuesday
14.	Handing over the postal ballot forms and register required to be maintained by the Scrutinizer to the designated person	24.12.2013	Tuesday
15.	Last date of filing of the resolution with the Registrar of Companies	22.01.2014	Wednesday

For Macro (International) Exports Ltd.


Director