



HIND INDUSTRIES LIMITED

Regd. Office: A-1, Phase-I, Okhla Industrial Area, New Delhi-110 020
Tel. No.: 011-26372786, Fax No.: 011-26817941-42 and E-mail : investors@hind.in

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001, that the enclosed resolution for the purpose of alteration in the Objects, Clause III part (A) of the Memorandum of Association of the Company is proposed to be passed as a Special Resolution by way of Postal Ballot.

The Company is desirous of seeking your consent as required under the provisions of Section 17 of the Companies Act, 1956, to alter the Object Clause of the Memorandum of Association of the Company by addition of new Clauses 5-6 in the Clause III Part (A) of Memorandum of Association as per the Special Resolution given below. An Explanatory Statement setting out material facts and reasons for such Resolution is annexed. The said Special Resolution and the Explanatory Statement are being sent to you along with the Postal Ballot Form for your consideration and approval.

The company wishes to diversify its business into the field of animal husbandry, dairy farming, poultry farm, fisheries, slaughter house, abattoirs, livestock breeding and rearing of animals and also in the new upcoming sector of Information Technology and Electronics.

The company has appointed Mr. Nitin S. Kochhar, a Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot form and return the same duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of normal working hours i.e. 5.30 P.M. on July 19, 2007.

The scrutinizer will scrutinize and submit his report to the Chairman and the results of the Postal Ballot will be announced by Mr. Sirajuddin Qureshi, Chairman and Managing Director of the Company and in his absence by Mrs. Kiran Qureshi or Dr. Naseem Qureshi, Directors of the Company on Monday, July 23, 2007 at 11.00 A.M. at the Registered Office at A-1, Phase - I, Okhla Industrial Area, New Delhi - 110020.

ALTERATION IN THE OBJECTS 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 the provisions of Section 17 and other allied provisions of Companies Act, 1956, consent of the members of the Company be and is hereby accorded to alter the objects i.e. Clause III Part (A) of Memorandum of Association, by addition of Clauses no 5-6 i.e.

"5. To carry on the business of animal husbandry, dairy farming, poultry farms, fisheries, slaughter house, abattoirs, livestock breeding and rearing of animals for the purpose of sale, purchase, import, export of meat, poultry products, eggs, chicken, milk, milk products and other agri-products whether raw, processed, chilled, frozen, etc and to import, export, refine, manufacture, prepare, process any packing material, commodity, machinery, other inputs, buy-products etc relating to animal husbandry, dairy farming, poultry farms, fisheries, slaughter house, abattoirs, livestock breeding and rearing of animals and also to act as consultants, contractors, advisors for the establishment of all types of business, industries including dairy, poultry farms, fisheries, slaughter house, abattoirs, livestock breeding and rearing of animals projects."

"6. To provide information technology solutions to persons, firms, companies, institutions, Govt. Authorities etc. based on use of computers, networking equipments, peripherals, internet, intranet, web designing, research, development, ERP etc and to provide KPO/BPO services whether in India or abroad and to develop, manufacture, produce, trade, deal, import, export of software, computers, hardware, other IT equipments etc. and other electronic goods of every description used for industrial, residential or other purposes."

By Order of the Board
For Hind Industries Limited

Sd/-

Vikas Sabharwal
Company Secretary

Place:- New Delhi
Dated:-09.06.2007

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173 (2) AND 192A OF THE COMPANIES ACT, 1956,

As the members are aware, that the Company is primarily engaged into the business of meat processing & exports and other business. Now, the Company intends to move towards backward integration for rearing & breeding of livestock and to establish abattoirs & slaughter houses for the purpose of consumption of the animals in the export of Meat & Meat products and other agri products and also new upcoming fields of Information Technology & Electronics. The said project will enable the company to economically source quality raw material in terms of animals, for the purpose of meat and other agri products.

Since the above amendment comes within the ambit of Section 17 of the Companies Act, 1956, your approval is sought under the provisions of Section 192A of the said Act read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001 by voting through Postal Ballot.

The Board of Directors of the Company has appointed Mr. Nitin S Kochhar, Practicing Company Secretary, New Delhi as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

A copy of Memorandum of Association of the Company showing proposed alteration is available for inspection at the Registered Office of the Company during office hours on all working days (except Saturdays, Sundays and Holidays) between 11.00 a.m. and 1.00 p.m. up to 19th July, 2007.

The Board recommends the Resolution for the approval of members. None of the Directors of the company is directly or indirectly concerned or interested in the resolution.

Place:- New Delhi
Dated:-09.06.2007

By Order of the Board
For Hind Industries Limited
Sd/-
Vikas Sabharwal
Company Secretary



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POSTAL BALLOT FORM

SR.No.

1. Name & registered address of the sole/ first named Shareholder/beneficial owner

2. Name(s) of the joint holder(s), if any.

3. Registered Folio No./DP and Client ID No.*
(*Applicable to Members holding shares in dematerialized form).

4. Number of Shares held.

5. I/We hereby exercise my/our vote in respect of the resolution stated in the Notice dated 09/06/2007 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said resolution by placing (✓) mark at the appropriate box below (tick in the both boxes will render the ballot invalid):

| Description | No of Shares held | I/we assent to the resolution (FOR) | I/we dissent to the resolution (AGAINST) |
|---|-------------------|-------------------------------------|--|
| Special Resolution u/s 17 of the Companies Act, 1956 to alter the Objects Clause III Part (A) of the Memorandum of Association of the Company by addition of Clauses (5-6.) relating to animal husbandry, dairy farming, poultry farms, fisheries, slaughter house, abattoirs, livestock breeding and rearing of animals and Information Technology & Electronics | | | |

Place:

Date:

Signature of Member / Beneficial Owner

NOTE: PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF.

INSTRUCTIONS

1. A member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respect and return it after signature to the Scrutinizer in the enclosed self-addressed, postage pre-paid envelope, which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed prepaid envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot Form will be rejected.
4. Members holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning name and address of the Bank/DP and name, stamp and signature of the Manager.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.30 p.m.) on, July 19, 2007 being 30 days from the last date of dispatch of ballot papers. Postal Ballot Form received after the date will be strictly treated as if reply form such member has not been received.
6. The voting shall be reckoned in proportion to a member's share of the paid up equity share capital of the Company as on 08.06.2007.
7. In case of shares held by Companies, trusts, societies etc., duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority together with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
8. Members are requested not to send any paper other than the resolution/authority as mentioned under item no.7 above along with the Postal Ballot Form in the enclosed self-addressed, postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
9. The exercise of vote by Postal Ballot through proxy is not permitted.
10. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
11. Incomplete, improperly or incorrectly tick-marked Postal Ballot Forms will be rejected.
12. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
13. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
14. The result of the voting on the resolution will be declared at the Registered Office of the Company on Monday, July 23, 2007 at 11.00 a.m. The result will thereafter be put up on the website of the company and published in newspapers, for the information of the Members.
15. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. Vikas Sabharwal, Secretary of the Company, at the Registered Office of the Company.