



CREW B.O.S. PRODUCTS LIMITED

Registered Office : 624, Jaina Tower-I, District Centre, Janak Puri, New Delhi-110 058

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (EGM) of the Members of Crew B.O.S. Products Limited will be held on Monday, the 25th day of October, 2010 at Air Force Auditorium, Dhaula Kuan, New Delhi-110010 at 10.00 a.m. to transact the following Special Business:

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

"RESOLVED THAT pursuant to 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 statutory authorities, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to increase the Authorised Share Capital of the Company from the present limit of Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 1,90,00,000 (One Core Ninety Lacs) Equity Shares of Rs. 10/- each and 10,00,000 (Ten Lacs) Preference share capital of Rs. 10/- each to Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 2,90,00,000 (Two Crores Ninety Lacs) equity shares of Rs. 10/- each and 10,00,000 (Ten Lacs) Preference share of Rs. 10/- each by creation of 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each.

"RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted with the following clause:

V. "The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 2,90,00,000 (Two Crores Ninety Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each and 10,00,000 (Ten Lac) Preference Shares of Rs. 10/- (Ten Share) each, entitled to dividend at such rate as the Board may determine at the time of Issue."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized 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."

2. 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(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "Act"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations"), 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, as amended from time to time, Foreign Exchange Management (Transfer or Issue of any Foreign Security) (Amendment) Regulations, 2004, as amended from time to time and all other applicable rules, regulations

guidelines, notifications, clarifications, circulars issued by the Government of India (the "GOI"), the Reserve Bank of India (the "RBI"), Foreign Investment Promotion Board (the "FIPB"), the Securities and Exchange Board of India (the "SEBI"), the Stock Exchanges and/or any other competent authorities, institutions or bodies, as may be applicable (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and subject to requisite approvals, permissions, consents and sanctions, if any, of the GOI, RBI, FIPB, SEBI, the Stock Exchanges, Registrar of Companies (ROC) and all other concerned authorities, institutions or bodies, whether in India and/or abroad, (hereinafter referred to as "Appropriate Authorities") as may be necessary, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions (hereinafter referred to as "Requisite Approvals") which may be agreed to or accepted 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), consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot from time to time, in one or more tranches, in the course of domestic and /or international offerings to one or more persons whether or not they are members of the Company, including but not limited to Qualified Institutional Buyers as defined under the SEBI ICDR Regulations, whether Domestic Investors / Foreign Investors whether members of the Company or not, through Qualified Institutional Placement ("QIP"), through a public issue, rights issue, private placement and/or any other nature of offering as may be permitted under applicable law from time to time, with or without an over-allotment option/ green shoe option, if any, Equity Shares, Preference Shares, Cumulative Convertible Preference Shares (CCPS) Secured or Unsecured Debentures, Bonds, Warrants or any other securities whether convertible into equity shares or not including, but not limited to, Foreign Currency Convertible Bonds ("FCCB"), Optionally Convertible Debentures ("OCDs"), Bonds with Share warrants attached, Global Depository Receipts ("GDR"), American Depository Receipts ("ADR"), or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares and/ or any other securities whether convertible into equity shares or not at the option of the Company and / or holders of the securities (all of which are hereinafter collectively referred to as "Specified Securities"), for an amount not exceeding Rs. 125 Crores (One Hundred Twenty-Five Crore Only), including green shoe option, if any, inclusive of such premium that may be finalized by the Board, whether to be listed on any stock exchange in India or any international stock exchange outside India, through an offer document and/or prospectus and/or offer letter, and/or offering circular, and/or on public and/or private basis, whether rupee

denominated or denominated in one or more foreign currency, at such time or times, at such price or prices in such manner and on such terms and conditions as may be decided by and deemed appropriate by the Board as per applicable laws, including the discretion to determine the categories and combination of Investors to whom the offer, issue and allotment shall be made considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers, financial advisors and legal advisors, as the Board in its absolute discretion may deem fit and appropriate.”

“**RESOLVED FURTHER 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) and the provisions of Chapter VIII of the SEBI ICDR Regulations and the provisions of Foreign Exchange Management Act, 2000, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Foreign Exchange Management (Transfer or Issue of any Foreign Security) (Amendment) Regulations, 2004, the consent granted to the Board of Directors in terms of the preceding resolution to create, issue, offer and allot Specified Securities of amount not exceeding Rs. 125 Crores (One Hundred Twenty-Five Crore Only) (inclusive premium), includes the consent granted to the Board of Directors to issue Specified Securities, in its sole discretion, to Qualified Institutional Buyers (as defined under the SEBI ICDR Regulations) pursuant to a Qualified Institutional Placement, as provided under Chapter VIII of the SEBI ICDR Regulations.”

“**RESOLVED FURTHER THAT** the relevant date for determining the pricing of the Specified Securities to be allotted pursuant to the Qualified Institutional Placement, if any, would be the date as provided under Chapter VIII of the SEBI ICDR Regulations, as may be amended from time to time.”

“**RESOLVED FURTHER THAT** in case of an issuance of FCCBs, the relevant date for the determination of the issue price of the Specified Securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as may be amended from time to time.”

“**RESOLVED FURTHER THAT** in addition to all applicable Indian laws, the Specified Securities issued in pursuance of this Resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or proposed to be listed or that may in any other manner apply to such Specified Securities or provided in the terms of their issue.”

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

“**RESOLVED FURTHER THAT** without prejudice to the generality of the foregoing, issue of the Specified Securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of Specified Securities of this nature.”

“**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 Act, and subject to all necessary approvals, to the Board to secure, if necessary all or any of the above Specified 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** without prejudice to the generality of the above, the aforesaid issue of Specified Securities may have all or any terms and combination of terms in accordance with prevalent domestic and/or international market and for the purpose of giving effect to any issue or allotment of Specified Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing and depository arrangement with institution/trustees/agents and similar agreements and to remunerate the managers, underwriters and all other agencies/intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Specified Securities with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Specified Securities and 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 Company may enter into any arrangement with any agency or body authorized by the Company for issue of Specified Securities in registered 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 domestic and/or international practice and regulations and under the norms and practices prevalent in securities markets and also to seek the listing of such Specified Securities representing the same in one or more stock exchanges whether in India or outside India as may be required by applicable laws and/ or as the Board may deem fit.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint such consultants, lead managers, legal advisors, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors, merchant bankers and all such agencies as may be required for such offering of Specified Securities and to remunerate them by way of commission, brokerage, fees or in such manner and to enter into and execute all such contracts, arrangement, agreements, memoranda, documents etc. with such agencies and intermediaries and to seek listing of such Specified Securities on one or more national and/or international stock exchange(s).”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorized, in its absolute discretion, to dispose off such of these Specified Securities as are not subscribed, 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, the Board be and is hereby authorized to determine the form and terms of the issue(s), in accordance with applicable regulations, prevalent market practices, including but not limited to 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 may deem 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 and to do all such acts, deeds,

matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle any questions or difficulties that may arise in regard to the issue(s), as it may, in its absolute discretion, deem fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and matters concerning thereto, connected therewith and incidental thereto, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient and to resolve and settle all questions and difficulties that may arise in the proposed issue / offer, allotment and conversion of any of the aforesaid Specified Securities, utilization of the issue proceeds and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, 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 FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors, any one or more director, company secretary, such officer(s) of the Company any intermediary of such other person and to generally do all such acts, deeds and things as may be necessary or incidental for the abovementioned purposes.

By order of the Board
For **Crew B.O.S. Products Limited**

Date: September 30, 2010
Place: Gurgaon

(Sanjay Kumar Babu)
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956 is annexed hereto.
3. Proxy form should be lodged with the Company not less than 48 hours before the commencement of the meeting.
4. Members may please bring the Admission Slip with them duly filled in and hand over the same at the entrance to the Meeting Hall.
5. Members, who hold shares in dematerialized form, are requested to bring their DP ID and Client ID for easier identification and recording of attendance at the meeting.
6. Members are informed that in case of joint holders attending the meeting, only such joint holders who is higher in order of the names will be entitled to vote.
7. All documents referred to in the Notice and Explanatory Statement are available for inspection at the registered office of the Company during the business hours on all working days of the Company up to the date of EGM.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 1 – Increase of Authorised Capital

The present Authorized Share Capital of the Company stands at Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 1,90,00,000 (One Core Ninety Lacs) Equity Shares of Rs. 10/- each and 10,00,000 (Ten Lacs) Preference share capital of Rs. 10/- each, it is proposed to increase the Authorised Share Capital to Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 2,90,00,000 (Two Crores Ninety Lacs) equity shares of Rs. 10/- each and 10,00,000 (Ten Lacs) Preference share of Rs. 10/- each by creation of 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each. The Company embarks upon various projects for which paid-up capital of the Company is bound to be increased therefore consequent upon increase in Authorised Share Capital, Memorandum of Association of the Company will require alteration so as to reflect the increase of Authorised Share Capital. The proposed increase of the Authorised Share Capital requires the approval of the members in general meeting.

Therefore, the Board recommends the resolution, at item No. 1, for the approval of the members as an Ordinary Resolution.

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

Item No. 2 - Raising of long-term funds

The Company has growth plans for expansion of its product capacities. As a part of its future growth strategy for the domestic and international markets, the Company plans to make large investments in the next 2-3 years towards product development, capital expenditure for capacity enhancement, plant renewal, modernization and other meaningful growth opportunities like acquisitions in India and/or abroad.

While it is envisaged that the internal generation of funds would partially fund the above capital expenditure programme, it is thought prudent at this stage for the Company to meet a part of this fund requirement for the said capital expenditure, product development, long term working capital as well as for such corporate purposes including acquisitions in India and/or abroad, investments including subsidiary companies in India or overseas for their business growth and other requirement, as may be permitted under applicable laws through issue of Securities as defined in the resolution at Item No.2 of the Notice.

It is, therefore, proposed to issue the said Securities for an amount not exceeding Rs. 125 Crores (One Hundred Twenty-Five Crores Only), in one or more tranches, in such form, in such manner, at such price or prices and at such time as may be considered appropriate by the Board, to the various categories of Investors in the domestic and/or international market as set out in the Resolution at Item No. 2 of the Notice.

While the fund raising programme may be through a mix of equity/ debt/equity related instruments, to the extent that any part of the above mentioned capital raising plan includes issue of securities linked to or convertible into Equity shares of the Company, Members' approval is being sought. Section 81 of the Act, provides, inter alia that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the company in proportion to the capital paid-up on that date unless shareholders in General Meeting decide otherwise.

The detailed terms and conditions of the Issue as and when made will be determined by the Board of Directors in consultation with the Merchant Bankers, Lead Managers, Advisors, Underwriters and other experts in accordance with the applicable provisions of the law.

Since the pricing and other terms of the offering cannot be decided except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms. However, the same would be in accordance with the SEBI (ICDR) Regulations, 2009 and /or issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Mechanism) Scheme, 1993 as amended from time to time or any other guidelines/ regulations as may be applicable and in case of an issue of Securities to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations, the issue price of Securities shall be at a price, being not less than the price calculated in accordance with Chapter VIII of SEBI ICDR Regulations, as amended from time to time, and the relevant date in this regard shall be the date on which the Board decides to open the issue of Securities or such other time as may be allowed under the SEBI Guidelines from time to time.

The Board recommends the resolution for approval of the shareholders.

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

By order of the Board
For **Crew B.O.S. Products Limited**

Date: September 30, 2010
Place: Gurgaon

(Sanjay Kumar Babu)
Company Secretary

Registered Office
624, Jaina Tower-1,
District Centre, Janakpuri,
New Delhi-110058



CREW B.O.S. PRODUCTS LIMITED

Registered Office : 624, Jaina Tower-I, District Centre, Janak Puri, New Delhi-110 058

Extra Ordinary General Meeting

25th October, 2010

PROXY FORM

I/We _____

of _____ being a member / members of **CREW B.O.S. PRODUCTS LIMITED** hereby appoint _____ of _____

or failing him _____ of _____

as my / our proxy to attend and vote for me / us, on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, the 25th day of October, 2010 at 10.00 A.M. at Air Force Auditorium, Dhaula Kuan, New Delhi-110010 and at any adjournment thereof.

Signed this _____ day of _____ 2010

**DP id. _____ Client id. _____

Folio No. _____

No. of Shares _____

Affix
Re. 1 Rev-
enue Stamp

Signature(s)

Note :

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. The proxy need not be a member of the Company.
3. Rupee one revenue stamp should be affixed to this Proxy Form.
4. The proxy form duly signed across must reach the Company's Registered Office not later than 48 hours before the time for holding the meeting.
5. ** Applicable for shareholders holding shares in electronic form.

CREW B.O.S. PRODUCTS LIMITED

Registered Office : 624, Jaina Tower-I, District Centre, Janak Puri, New Delhi-110 058

Extra Ordinary General Meeting

25th October, 2010

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Name of the attending Member/Proxy _____ S/o, D/o, H/o _____

(Strike out whichever is not applicable.)

**DP id. _____ Client id. _____

Member's Folio No. _____ No. of Shares held _____

Name of Proxy _____

I, hereby record my presence at the Extra Ordinary General Meeting of **CREW B.O.S. PRODUCTS LIMITED** at Air Force Auditorium, Dhaula Kuan, New Delhi-110010 on Monday, the 25th day of October, 2010 at 10.00 A.M.

Member's / Proxy Signature(s)

Note:

1. Members are requested to bring their copies of the Notice of the Extra Ordinary General Meeting.
2. Please note that no gifts or coupons will be given to the shareholders for attending the Extra Ordinary General Meeting.
3. Members are requested to advise the change in their address, if any, to Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
4. ** Applicable for shareholders holding shares in electronic form.