



DECOLIGHT CERAMICS LIMITED

(Manufacturers of Vitrified Tiles & Aluminium Composite Panels)



Regd. Office : B/h. Romer Ceramics, Old Ghuntu Road, Morbi - 363 342. **Ph. :** +91-2822-241156, +91-2822-241988 • **Fax :** +91-2822-241225 • **E-mail :** decolight2004@yahoo.com • **Webiste :** www.decocovering.com

Notice

TO THE MEMBERS

NOTICE is hereby given that an **EXTRA ORDINARY GENERAL MEETING** of the Members of **DECOLIGHT CERAMICS LIMITED** will be held at the **Registered Office of the Company at Old Ghuntu Road, Behind Romer Ceramics, Morbi - 363 342, Dist: Rajkot, Gujarat, India, on Wednesday, the 17th March, 2010 at 11.00 a.m.** to transact the following business:

Special Business:

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

"RESOLVED THAT in supercession of the Resolution passed by the Members on 7th of September, 2009 at the Annual General Meeting of the Company and pursuant to the provisions of Section 81, 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 pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009 as in force and subject to all other applicable rules, regulations and guidelines of SEBI, the applicable provisions of Foreign Exchange Management Act, 1999 (FEMA) , Foreign Exchange Management (Transfer of 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 of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchange where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of Securities and Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI), Foreign Investment Promotion Board (FIPB), Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP) and all other authorities as may be required (hereinafter collectively referred to as the "Appropriate Authorities"); whether in India or outside India, 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 as "the requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred 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 is hereby authorized to create, offer, issue and allot, from time to time in one or more tranches any securities convertible into equity shares through Global Depository Receipts ("GDR") and/or American Depository receipts ("ADR") and/or Foreign Currency Convertible Bonds ("FCCB") and/or equity shares under the Qualified Institutional placement Guidelines ("QIP") and/or any security 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 debentures/partly convertible debentures or any securities, which are convertible or exchangeable with equity shares at a later date (hereinafter collectively referred to as "Securities"), for an amount not exceeding Rs.50 Crores only (Rupees Fifty Crores Only), inclusive of such premium as may from time to time be decided."

"RESOLVED FURTHER THAT in case of any equity linked issue/offering, including without limitation any GDR/ADR/FCCB/QIP offering consent of the shareholders be and is hereby given to the Board 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 and 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 respect except provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and or listing particulars"



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"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the consent of the Members of the Company be and is hereby accorded to the Board, in consultation with the Lead Manager, Underwriters, Advisors and / or other persons as appointed for the purpose, 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 deems fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and / abroad".

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board is 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 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 equity shares, utilization 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 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 Chairman or any other Director(s) of the company to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to Section 16, Section 94 and Section 97 of the Companies Act, 1956, and other applicable provisions of the Companies Act, 1956, if any, the Authorised Share Capital of the Company be and is hereby increased from Rs. 80,00,00,000 (Rupees Eighty Crores only) divided into 8,00,00,000 equity shares of Rs. 10 (Rupees Ten) each to Rs. 100,00,00,000 (Rupees One hundred Crores only) divided into 10,00,00,000 equity shares of Rs. 10 (Rupees Ten) each 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 in its place and stead, the following as new Clause V:

"The Authorised Share Capital of the Company is Rs. 100,00,00,000 (Rupees One hundred Crores only) divided into 10,00,00,000 equity shares of Rs. 10 (Rupees Ten) each."

By order of the Board of Directors

Sd/-

Place : Morbi

Date : 16th February, 2010

Registered Office :

B/h. Romer Ceramic,
Old Ghuntu Road,
Morbi - 363 642.

Note: 1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote (on poll) instead of himself and a proxy need not be a member of the Company. The proxy forms duly completed should reach the Registered office of the company not less than 48 hours before the meeting. A blank proxy form is attached herewith.

2. Members / Proxies should bring duly filled Attendance Slip sent herewith to attend the meeting.



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ANNEXURE TO NOTICE

Explanatory Statement:

As required by Section 173 of the Companies Act, 1956; the following Explanatory Statement sets out all material facts relating to the business mentioned under items 1 to 2 of the accompanying Notice dated February 16th, 2010:

Item No. 1

Members may recall that in their Annual General Meeting held on the 7th of September, 2009, Members had authorized the Board of Directors of the Company to raise capital by issuance of Securities of the Company by way of Qualified Institutional Placement (QIP) and/or Global Depository Receipts (GDRs) and / or American Depository Receipts (ADRs) and/or Foreign Currency Convertible Bonds (FCCBs) for an amount not exceeding Rs 30 crore (Rupees Thirty Crore only) pursuant to the provisions of Chapter XIII-A of the Securities and Exchange Board of India (Disclosure and Investor protection) Guidelines 2000 (SEBI (DIP) Guidelines) and other applicable guidelines for raising / borrowing of capital in foreign currencies. With a view to augment the financial resources of the company for meeting the working capital gap, repayment of bank term loans and modernization of manufacturing facilities, it has now been proposed to revise upwards of the already Members approved limit of Rs 30 Crore to not exceeding Rs.50 Crores only (Rupees Fifty Crores Only) through the Resolutions at Item No. 1 of the accompanying notice dated 16th February, 2010 which is an enabling resolution for raising capital so that the same can be raised at an appropriate time.

Section 81(1A) of the Companies Act, 1956 provides, inter alia, that any further equity shares may be offered to any persons other than the existing shareholders, if a Special Resolution to that effect is passed by the Company in a general meeting. The Special Resolution gives flexibility and discretion to the Board of Directors so that it can finalise the terms of issue at the relevant time in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such authorities as required to be consulted including in relation to pricing of the issue. Consent of the Members is therefore sought to authorize the Board of Directors to issue the Securities in the manner mentioned in the resolutions.

The salient features of the issue are mentioned in the resolution and Securities will be issued on such terms and conditions as may be appropriate at the time of issue. The pricing of the issue will be subject to applicable Indian Laws and guidelines. As the pricing of the issue cannot be decided except at a later stage, it is not possible to state the exact price or securities to be issued. The 'Relevant Date' for the applicable Securities shall be as per SEBI Guidelines and other applicable Guidelines as may be amended from time to time.

Consent of the shareholders is, therefore, sought to authorize the Board of Directors as set out in the Resolution to issue in one or more tranches Securities referred to therein in Indian or International Markets to investors.

The Board is of the opinion that the proposed resolutions are in the best interest of the Company and hence recommend the above resolutions for the approval of the Members. None of the directors is concerned or interested in the above resolutions. However, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the Company.

Item No. 2

To give effect to the proposal at Item No. 1 and to meet any future requirements, the Authorised Share Capital of the Company needs to be increased from the existing Rs. 80,00,00,000 (Rupees Eighty Crores only) divided into 8,00,00,000 equity shares of Rs. 10 (Rupees Ten) each to Rs. 100,00,00,000 (Rupees One hundred Crores only) divided into 10,00,00,000 equity shares of Rs. 10 (Rupees Ten) each.

Articles 3 and Articles 4 of the Articles of Association of the Company and Section 94 of the Companies Act, 1956, permit your Company to increase its Share Capital by Ordinary Resolution.

As the proposal is to increase the Authorised Share Capital base, the existing Clause V of the Memorandum of Association of the Company be deleted and in its place and stead, the new Clause V:, as per item No.2, of the accompanying notice dated 16th February, 2010 be incorporated in order to reflect the increase in Authorised Share Capital of your Company.

None of the Directors of your Company is interested or concerned in this Resolution.

The Board of Directors commends the resolution for approval of the Members.

By order of the Board of Directors
Sd/-

Girishbhai M. Pethapara
Chairman and Managing Director

Place : Morbi

Date : 16th February, 2010

Registered Office :

B/h. Romer Ceramic,

Old Ghuntu Road,

Morbi - 363642.



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EXTRA ORDINARY GENERAL MEETING PROXY FORM

I/We _____ of _____
in the district _____ of being a member(s) of the above named Company hereby appoint
_____ of _____ in the district of _____
or failing him _____ of _____ in the district of _____ as my/our
proxy to vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the members of the Company to
be held on Wednesday, the 17th day of March, 2010 at 11.00 a.m. at Regd. Office of the Company at B/h. Romer
Ceramics, Old Ghuntu Road, Morbi 363 642, Dist: Rajkot, Gujarat, India and at any adjournment thereof.

Ledger Folio No. : _____

DP ID* : _____

Client ID* : _____

Nos. of Shares held _____

Signed this _____ day of _____, 2010

Affix
1 Rupee
Revenue
Stamp

Signature of Member (s)

Note: 1. A Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself/herself
and a Proxy need not be a member of the Company.
2. The Proxy form duly completed and signed must be deposited at the Registered Office of the Company not
less than 48 hours before the time of holding the Extra Ordinary General Meeting.



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EXTRA ORDINARY GENERAL MEETING ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Full Name of the
Member attending : _____

Full Name of Proxy : _____
(To be filled in if Proxy attends instead of the Member)

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company held on Wednesday,
the 17th day of March, 2010 at 11.00 a.m. at Regd. Office of the Company at B/h. Romer Ceramics, Old Ghuntu Road,
Morbi 363 642, Dist: Rajkot, Gujarat, India.

Ledger Folio No. : _____

DP ID* : _____

Client ID* : _____

Nos. of Shares held _____

Proxy's Signature

(Member's Signature)

* Applicable for investors holding shares in electronic form.