

## **AEONION INVESTMENTS COMPANY LIMITED**

**N.K.M. International House, 178, Backbay Reclamation, Babubhai Chinai Marg, Mumbai: 400 020**

Notice is hereby given that an Extra Ordinary General Meeting of the shareholders of Aeonion Investments Company Limited will be held at M.C.Ghia Hall, Bhogilal Hargovindas Building, 2<sup>nd</sup> Floor, 18/20 K.Dubash Marg, Kala Ghoda, Mumbai: 400 023 on Monday, 29<sup>th</sup>, April, 2013 at 12.30 p.m. to transact following business:

### **SPECIAL BUSINESS:**

1) To consider and if thought fit to pass, with or without modification, the following resolution which will be passed as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 484[1] [b] of the Companies Act, 1956, the company be wound -up voluntarily as members' voluntary winding up."

"FURTHER RESOLVED THAT pursuant to the provisions of Section 484 to Section 498 of the Companies Act, 1956, and all other applicable statutes, the company hereby resolves to carry out the complete voluntary liquidation."

2) To consider and if thought fit to pass, with or without modification, the following resolution which will be passed as Special Resolution.

"FURTHER RESOLVED THAT pursuant to the provisions of Section 484 to Section 498 of the Companies Act, 1956, and all other applicable statutes, the company hereby resolves to carry out the liquidation partly in-specie, and partly by way of distribution of surplus assets in cash."

"FURTHER RESOLVED THAT the Liquidator may divide among the contributories in specie any part of the assets of the Company and may vest any part of the assets of the Company in trustee(s) with such trustee(s) for the benefit of the contributories as the liquidator, shall think fit."

3) To consider and if thought fit to pass, with or without modification, the following resolution which will be passed as Special Resolution.

"FURTHER RESOLVED THAT pursuant to the provisions of Section 490 of the Companies Act, 1956, Mr.Falee Bilimoria partner of M/S Kalyaniwalla & Mistry Chartered Accountants, of Mumbai, be and is hereby appointed as Liquidator for the purpose of this winding- up and for all attendant purposes thereto".

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"FURTHER RESOLVED THAT pursuant to the provisions of Section 491, and, upon the passing of this Special Resolution, the powers of the Board of Directors of the company shall cease, which powers the Liquidator shall then assume, for the purpose of carrying out his duties and functions as a Liquidator, in order to effect the liquidation of the company, and for all matters incidental and consequential thereto.

"FURTHER RESOLVED THAT pursuant to the provisions of Section 490 [1][b] the remuneration of the Liquidator shall be Rs. 2,00,000/-only [Rupees Two Lac only].

"RESOLVED FURTHER THAT the Liquidator be and is hereby authorized to exercise all or any of the powers given to him, expressly or implied, under the Companies Act, 1956."

By Order of the Board  
Aeonoin Investments Company Limited

Sd/-

Dhiren Mehta

Director

Mumbai: 26th March 2013

Registered Office:

NKM International House,

Babubhai Chinai Marg,

Mumbai: 400 020

NOTES:

1. **A Member of the Company entitled to attend and vote at the General Meeting may appoint a proxy to attend and, on a poll, vote instead of himself/herself. A Proxy need not be a Member of the Company. Proxies to be effective should be deposited at the Registered Office of the Company not later than Forty-Eight hours before the commencement of the Meeting.**
2. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the General Meeting.
3. Members are requested to bring their attendance slip to the Meeting.
4. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, relating to Special Business to be transacted at this Extra Ordinary General Body meeting is annexed.

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### **EXPLANATORY STATEMENT:**

Annexed to the Notice convening an Extra Ordinary General Meeting to be held on 29th April 2013.

Item 1,2,3.

The Company is an investment Company. Presently Company is investing in the equity shares of the listed companies through reputed portfolio manager. Performance of the Company is largely dependent on the performance of the Capital Market. Your directors reviewed in detail the conditions prevailing within the country and abroad and noted that economic situation in large number of countries abroad, particularly in U.S. and Europe has been deteriorating and is not expected to improve in the near future. They also noted that within the country, the economic situation is not what it should be on account of inflation and fiscal deficit. Lot of efforts will be required on the part of the government to improve the rising trend in this regard.

Some time back Security Exchange Board of India mandated a minimum public shareholding of 25% in all listed companies. Your Company is also one of these companies with public shareholding of only 13%. Company's shares are thinly traded. Your Directors discussed with reputed Merchant Bankers ways and means of increasing the public shareholding to 25% in your Company. The Merchant Bankers were of the view that the measures like "Offer of Sale", "Delisting", "Right Issue" etc have not been successful in many companies. Your Directors felt that voluntarily winding up would be the only alternative. In pursuance of the said winding up, Company's shareholder would get a reasonable price for the Company's equity shares.

Under the circumstances, the Board of Directors are of the opinion that it is prudent to wind up the Company voluntarily, with due consent of the Members; as provided for, under the Companies Act, 1956, and all other applicable laws and regulations for the time being in force.

Following Directors of the Company are interested in the resolution to the extent of their shareholding in the Company.

Shri Amit Champaklal Choksey  
Shri Bipin Vthaldas Jahaveri  
Smt. Priti Amit Choksey

None of the other Directors are interested in the resolutions.  
The Board recommends these Resolutions for approval.