

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED will be held at the registered office of the company situated at Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (w), Mumbai - 400053, Maharashtra, on Tuesday, 26th August, 2014 at 11.00 A.M. to transact the following business:

SPECIAL BUSINESS:

Item No. 1

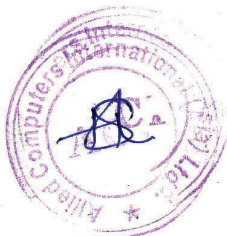
To consider and pass with or without modification(s), the following resolution, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(is), and subject to such conditions as may be agreed by the Board of Directors of the company (which expression also includes a committee thereof), each Equity Share of the company having a face value of Rs. 10 each fully paid-up be sub-divided into 10 (Ten) Equity Shares of the face value of Rs. 1 each fully paid-up.”

“RESOLVED FURTHER THAT the 10 (Ten) Equity Shares of the face value of Rs. 1 each on sub-division to be allotted in lieu of existing one equity share of Rs. 10 each shall be subject to the terms of the Memorandum and Articles of Association of the company and shall rank pari passu in all respects with the existing fully paid shares of Rs. 10 each of the company and shall be entitled to participate in full in any dividends to be declared after the sub-divided equity shares are allotted.”

“RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Book Closure Date and the company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the company in lieu of such existing share certificate(s) subject to the provisions of the companies (Share Capital and Debentures) Rules, 2014 and in the case of Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the depository participants, in lieu of the existing credits representing the Equity Shares of the company before sub-division.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”



Item No. 2

To consider and pass with or without modification(s), the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority (is), the first paragraph of the existing clause V of the Memorandum of Association of the company relating to Capital be replaced by the following paragraph:

“The capital of the Company is Rs. 119,00,49,520/- (Rupees One Hundred & Nineteen Crores Forty Nine Thousand Five Hundred Twenty only) divided into 119,00,49,520/- (One Hundred and Nineteen Crores Forty Nine Thousand Five Hundred and Twenty only) Equity Shares of Rs. 1/- (Rupees One only) each.”

“RESOLVED FURTHER THAT the Board of Directors of the company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Place: Mumbai
Date: 28th July, 2014

By Order of the Board

For Allied Computers International (Asia) Ltd.



Authorized Signatory / Director

Hirji Kanji Patel
Compliance Officer

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The relevant explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item Nos. 1 to 2, is annexed hereto.
3. Shareholders holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agents, Big Share Services Pvt. Ltd. At E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (east), Mumbai - 400 072 or to the Registered Office of the company, quoting their Folio number(s).
4. Shareholders holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their Depository Participant (DP) only and not to the company or its Registrar and Share Transfer Agents. Any such changes effected by the DPs will be automatically reflected in the records of the company subsequently.
5. Shareholders may avail of the Nomination Facility under Section 72 of the Companies Act, 2013. The relevant Nomination Form is annexed.
6. Shareholders seeking any information with regard to accounts are requested to write to the company at an early date to enable the Management to keep the information ready.
7. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the company.
8. We, therefore request and encourage you to register your email ID in the records of your Depository Participant (in case of electronic holding)/the company's Registrar and Share Transfer Agents (in case of physical shareholding) mentioning your folio no./demat account details.

However, in case you wish to receive the above shareholder communication in paper form, you may write to the Company's Registrar and Share Transfer Agents, Big Share Services Pvt. Limited at address given below, or send an email at sales@aci.asia.com mentioning your folio no. /demat account details.



The Shareholders are requested to write to the Company Secretary or to the Registrar and Share Transfer Agents regarding transfer of shares and for resolving grievances at the below address:

**The Company Secretary,
Allied Computers International (Asia) Limited**

Registered Office:

Unit No. 319, Kuber Complex,
New Andheri Link Road,
Opp. SAB TV, Andheri (w),
Mumbai - 400053,
Maharashtra.

Email: sales@aci-asia.com

Website: www.aci-asia.com

CIN: L72900MH2002PLC135829

Phone: 022-65281804 / 40607000

Fax: 022-26733119

Bigshare Services Pvt. Limited

Unit: Allied Computers International (Asia) Limited
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai - 400072,
Maharashtra.

Phone No. 022 - 40430200

Fax No. 022 - 28475207

Email: investor@bigshareonline.com

Website: www.bigshareonline.com

Place: Mumbai

Date: 28th July, 2014

By Order of the Board

For Allied Computers International (Asia) Limited



Authorized Signatory / Director

Hirji Kanji Patel
Compliance Officer

ANNEXURE TO NOTICE - EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 and 2:

The Equity shares of your company are listed and actively traded on the BSE Limited. In order to make equity shares of the company affordable for small retail investors, the Board of Directors has considered and approved the sub-division of one equity share of the company having a face value of Rs. 10 each into ten equity shares of face value of Rs. 1 each. The sub-division of shares is subject to approval of the shareholders and any other statutory and regulatory approvals, as applicable.

Presently, the Authorised Share Capital of your company is Rs. 125,00,00,000 crores divided into 12,50,00,000 Equity shares of Rs. 10 each. The issued and paid-up capital of the company as on 31st March, 2014 was Rs. 119,00,49,520/- divided into 11,90,04,952/- equity shares of Rs. 10 each.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the company as set out in Item Nos. 2 of the Notice respectively.

Accordingly, the Resolutions at Item Nos. 1 to 2 seek approval of the Shareholders for the proposed sub-division of face value of the Equity Shares and the consequent amendments to the existing Clause V of the Memorandum of Association of the company.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of Equity Shares is in the best interest of the company and the investors and hence recommends passing of the Resolutions at Item Nos. 1 and 2 as Ordinary Resolutions.

A copy of the existing Memorandum of the company along with the proposed draft amendments is available for inspection by any shareholder at the Registered Office of the company between 11.00 A.M. to 1.00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to 26th August, 2014.

None of the Directors, Key Managerial Personnel and their relatives are financially or otherwise concerned with or interested in the resolution at Item Nos. 1 and 2 of the notice except to the extent of their shareholding in the company.

Place: Mumbai

Date: 28th July, 2014

By Order of the Board,

For Allied Computers International (Asia) Ltd.



Authorized Signatory / Director

Hirji Kanji Patel
Compliance Officer

Registered Office:
Unit No. 319, Kuber Complex,
New Andheri Link Road,
Opp. SAB TV, Andheri (w),
Mumbai - 400053,
Maharashtra.

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my/our presence at the Extraordinary General Meeting of Allied Computers International (Asia) Limited held at Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (w), Mumbai - 400053, Maharashtra, on Tuesday, the 26th August, 2014 at 11.00 A.M.

Name of the Shareholder :

Registered Address of the Shareholder :

Ledger Folio No./CL ID/DP ID No. :

Number of shares held :

Name of the Proxy/Representative, if any :

Signature of the Member/s/Proxy :

Signature of the Representative :

Form No. MGT-11



Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L72900MH2002PLC135829		
Name of the Company :	Allied Computers International (Asia) Limited		
Registered Office :	Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (w), Mumbai - 400053, Maharashtra. Phone No.: 022-65281804 / 40607000; Fax No.: 022-26733119 Email address: sales@aci-asia.com; Website: www.aci-asia.com		
Name of the member (s) :			
Registered address :			
E-mail Id :			
Folio No. / Client Id :		DP ID :	

I/We, being the member (s) of Shares of the above named company, hereby appoint

1.	Name		
	Address		
	E-mail Id		
	Signature	or failing him	
2.	Name		
	Address		
	E-mail Id		
	Signature	or failing him	
3.	Name		
	Address		
	E-mail Id		
		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the 26th day of August, 2014 at 11.00 A.M. at Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (w), Mumbai - 400053, Maharashtra, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Resolution No.	Resolution
1.	Sub-division of Equity Shares.	2.	Alteration in Memorandum of Association.

Signed this day of 2014.

Signature of shareholder : _____

Signature of proxy holder (s) : _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

FORM NO. SH-13

NOMINATION FORM

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To

Name of the Company : _____

Address of the Company : _____

I/We _____, the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S

- (a) Name :
- (b) Date of Birth :
- (c) Father's/Mother's/Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail ID :
- (h) Relationship with the security holder :

(3) IN CASE NOMINEE IS A MINOR

- (a) Date of Birth :
- (b) Date of attaining majority :
- (c) Name of guardian :
- (d) Address of guardian :

Name:

Address:

Name of the Security Holder(s):

Signature :

Witness with Name
and Address