

SHAKTI MET-DOR LTD.,

Regd. Office: Plot No. 20, Sripuri Colony, Karkhana, Secunderabad - 500 015 AP India
Phone: 091-40-27840394/5, Fax: 091-40-27892327, email: info@shaktimetdor.com

To
The Members
Shakti Met-Dor Limited

Notice pursuant to Section 192A(2) of the Companies Act, 1956

NOTICE is hereby given pursuant to Section 192A (2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, ("**Postal Ballot Rules**") to all the members of Shakti Met-Dor Limited having its Registered Office at Plot No.20, Sripuri Colony, Karkhana, Secunderabad-500 015 (the "**Company**") and as per SEBI (Delisting of Equity Shares) Regulations, 2009 that the Company scheduled to post Postal Ballot papers on **28-06-2010** and all the members are requested to indicate their assent or otherwise and return the ballot forms in self addressed stamped envelopes after duly considering the following item of business so as to reach the Scrutinizer on or before **28-07-2010 at 6.P.M.**, relating to delisting of equity shares of the Company from the Bombay Stock Exchange Limited as a Special Resolution by way of voting by postal ballot ("**Postal Ballot**").

The proposed resolution and the explanatory statement along with a postal ballot form ("**Postal Ballot Form/ Form**") are being sent to you for your consideration. The Company has appointed Mr. S.CHIDAMBARAM, practicing Company Secretary, as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot process in a fair and transparent manner and in accordance with the Postal Ballot Rules.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed stamped envelope so as to reach the Scrutinizer on or before **28-07-2010 6.P.M.**,. The Scrutinizer will submit his report to the Independent Director after completion of the scrutiny of the Postal Ballot Forms in accordance with the Postal Ballot Rules and the result of the Postal Ballot will be announced at the registered office of the Company situated at Plot No.20, Sripuri Colony, Karkhana, Secunderabad-500 015 on **Friday 30-07-2010**. The Result of the Postal Ballot will be posted on the Company's website www.shaktimetdor.com, besides being communicated to The Bombay Stock Exchange Limited where the Equity Shares of the Company are listed and will be published in English and Telugu newspapers. The result of the Postal Ballot will also be noted at the next General Meeting of the Company.

Special Business:

Item No.1:

1. Delisting of equity shares from The Bombay Stock Exchange Limited.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (hereinafter referred to as the "Delisting Regulations") and subject to the provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 and the rules framed there-under, Listing Agreements and all other applicable rules, regulations and guidelines and subject to the approval, consent, permission or sanction of the Securities and Exchange Board of India, The Bombay Stock Exchange where the shares of the Company are listed and any other appropriate authorities, Institutions or regulators as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to de-list the equity shares of the Company from The Bombay Stock Exchange Limited and an exit opportunity be provided to the members at an exit price as may be determined by way of Reverse Book Building Process".

'Resolved further that Mr. P.Suyodh Rao, P.V. Siva Kumar Independent Directors, Mrs. K. Girija Bala, Company Secretary be authorized to take all necessary steps in this regard in order to comply with all the legal and procedural formalities and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and expedient to give effect to the above said Resolution".

By order of the Board of Directors

Notes:

1. The relative explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 for the proposed special business mentioned above is annexed hereto.
2. As per the SEBI (Delisting of Equity Shares) Regulations, 2009 and pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Postal Ballot Rules, and all other applicable provisions, if any, of the applicable laws, the assent or dissent of the members in respect of the resolutions contained in the Postal Ballot notice dated **18-06-2010** is to be conducted by means of Postal Ballot.
3. The Company has appointed Mr. S. Chidambaram, Practicing Company Secretary as Scrutinizer for the purpose of Postal Ballot exercise. He will continue to act as such, till the submission of the final report i.e. **29-07-2010**.
4. The members of the Company are requested to give their consent/dissent in writing and the self-addressed stamped envelope being enclosed herewith so as to reach within business closing hours of **28-07-2010 at 6 P.M.**

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

The shares of the Company are listed at the Bombay Stock Exchange Limited. The Company had received a letter dated 09.06.2010 from Mr. M V S S Subba Raju and Mr C Shashidar Reddy together with their associates (forming part of "Promoter and Promoter Group" as disclosed in the shareholding pattern submitted to the stock exchange as per Clause 35 of the listing agreement, herein after referred to as "Promoters"), expressing their intention to buy the equity shares from the public which will facilitate the de-listing of the equity shares of the Company from The Bombay Stock Exchange Limited where the equity shares of the Company are presently listed, in accordance with the SEBI (Delisting of Equity Shares) Regulations, 2009.

- (1) The Board of Directors at their meeting held on 18-06-2010 has accepted the offer as the scale of compliance of formalities, procedures and costs are being very high for a company with Paid-up Share Capital of less than Rs.3 Cr. involved in keeping the Company listed on stock exchange.
- (2) The promoters and associates have no plans for raising any equity from the Capital Markets in the near future and.
- (3) The promoters and associates proposing to further consolidate their holding by passing a resolution at the Board Meeting held on 18-06-2010 for getting the Company's equity shares de-listed voluntarily from The Bombay Stock Exchange Limited subject to the approval of the members.

The proposed delisting process will take effect after all approvals, permissions and sanctions are received. Any proposal for Voluntary Delisting requires the prior approval of the members by way of Special Resolution passed through Postal Ballot. Hence, the same is commended for your approval.

Board of Directors recommends the resolution for acceptance by the members. None of the Directors of the Company, except Messers MVSS Subba Raju, C Shashidar Reddy and Sri U Pradeep Kumar are in any way interested or concerned in passing the resolution.

By order of the Board of Directors

Sd/-

K Girijabala
Company Secretary

Place : Hyderabad
Date : 18-6-2010

INSTRUCTIONS

1. Shareholders may complete this postal ballot form and send it to the address : Mr.S.Chidambaram, Scrutiniser, C/o Shakti Met-Dor Limited, Regd. office : Plot No.20, Sripuri Colony, Karkhana, Secunderabad -500015 A.P, India, in the attached self-addressed stamped envelope to which necessary postage has already been affixed.
2. The self addressed stamped envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signatures registered with the Company / Depository Participant) by the first named shareholder and in his/her absence, by the next named shareholder.
4. Unsigned Postal Ballot and ballot containing signature, which vary from the records of the Company, shall be rejected.
5. Duly completed postal ballot form should reach the Scrutinizer at the aforesaid address not later than the close of working hours on 28th day, July, 2010 at 6.P.M.. All Postal Ballot Forms received after 28-7-2010 6.P.M. shall be strictly treated as not received.
6. The voting rights shall be reckoned according to the paid up value of the shares registered in the name of the shareholders as per list available on 28th June 2010 (i.e. on the date of dispatch of the notice).

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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.

1. Name and Registered address of the sole/first named shareholder :

2. Name(s) of the joint shareholder if any :

3. DP ID & Client ID. No. / Registered Folio Number :

4. No. of Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business as stated in the notice dated 18-6-2010 by conveying/sending my / our assent or dissent to the said resolution by placing tick (✓) mark in the appropriate box below:

Description	Number of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
Delisting of equity shares from The Bombay Stock Exchange Limited where it is listed.			

Place :
Date :

Signature of the Shareholder