

TATIA GLOBAL VENNTURE LIMITED

(formerly known as Tatia Intimate Exports Limited)

Notice is hereby given that pursuant to Board approval in the Board Meeting held on 14th October 2009 an Extra Ordinary General Meeting of the Shareholders of the Company will be held on Friday, 18th December 2009 at 9.00 a.m. at Samughanala Kudam, Vallanur, Ambattur Taluk, Chennai 600062 to consider and pass with or without modifications the following businesses:

SPECIAL BUSINESS

1.CHANGE OF NAME OF THE COMPANY

1.To consider and if thought fit to pass with or without modification the following resolution as Special resolution:

“RESOLVED THAT pursuant to the provisions of section 21 and all other applicable provisions, if any ,of the Companies Act, 1956 (including any statutory modification and re-enactment thereof for the time being in force) of the Companies Act,1956, Memorandum of Association, Articles of Association of the Company and subject to the approval of the Central Government, the name of the company be changed from TATIA GLOBAL VENNTURE LIMITED to **FELIX GLOBAL VENTURE LIMITED”**

2. Increase in the Authorised Share Capital

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

“RESOLVED THAT pursuant to the provision of section 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 in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the company with Stock Exchange where shares of the company are listed, the Authorised share Capital of the Company of Rs. 15, 00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000 (One crore fifty lakh) Equity Shares of Rs.10 (Rupees Ten only) each be and is hereby increased to Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 2,0000,000 (Two crores) Equity Shares of Rs.10 (Rupees Ten only) each, ranking pari passu with the existing equity shares and consequently the respective Capital Clause of in the Memorandum and Articles of Association of the Company do stand altered accordingly.”

3. Alteration of the Capital Clause of the Memorandum of Association of the Company:

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

“ **RESOLVED THAT** pursuant to Section 16 and other applicable provisions, if any, of the Companies Act 1956 the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V:

V. The Authorised share capital of the company is Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two crore) Equity Shares of Rs.10 (Rupees Ten only) each carrying an appropriate rate of dividend as may be determined by the Articles of Association of the Company (Free of Company's Tax but subject to deduction of tax as required under the provision of the Income Tax Act 1961 for the time being in force) , subject to be increased or decreased in accordance with the Company's regulation and legislative provisions for the time being in force in this behalf, and with power to divide the share in the Capital for the time being into Equity Shares Capital and/ or Preference Share Capital, with or voting rights as may be permissible at law, and to attach thereto respectively, any preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, 1956 and the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

4. Alteration of the Articles of Association of the Company:

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

“ **RESOLVED THAT** pursuant to the provision of Section 31 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), the existing Articles of Association of the Company be and is hereby altered by substituting the existing Articles 3 with the following Article:

3. The Authorised share capital of the company is Rs. 20,00,00,000 (Rupees Two Crores only) divided into 2,00,00,000 (Two crore) Equity Shares of Rs.10 (Rupees Ten only) each carrying an appropriate rate of dividend as may be determined by the Articles of Association of the Company (Free of Company's Tax but subject to deduction of tax as required under the provision of the Income Tax Act 1961 for the time being in force) , subject to be increased or decreased in accordance with the Company's regulation and legislative provisions for the time being in force in this behalf, and with power to divide the share in the Capital for the time being into Equity Shares Capital and/ or Preference Share Capital, with or voting rights as may be permissible at law, and to attach thereto respectively, any preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, 1956 and the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

5. ALLOTMENT OF PREFERENTIAL WARRANTS OF THE COMPANY

To Consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies act, 1956, relevant guidelines of the Securities Exchange Board of India, listing agreement entered into with the stock exchanges and any other applicable laws/rules/regulations and subject to the consent/approval of any other authorities/institutions, consent of the company be and is hereby accorded to the Board of Directors to create, offer and allot up to 5000000 Equity warrants on a preferential basis to the Persons other than promoters (hereinafter referred to as "Warrants") with each warrant convertible into equity share of the company of nominal value of Rs.10/- each at a price of Rs. 60/- which includes a premium of Rs.50/- per share calculated in accordance with Chapter VII 76(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter known as SEBI ICDR 2009) for preferential allotment of equity shares/warrants and on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include any duly authorized committee thereof) at the time of issue allotment”

“RESOLVED FURTHER THAT the total number of convertible warrants to be subscribed may be inter changeable within the proposed allottees however the total number of convertible warrants to be allotted shall remain same”

“RESOLVED FURTHER THAT the 'relevant date' in relation to the issue of warrants in accordance with the SEBI ICDR 2009, would be, 18th November 2009, being the date 30 days prior to the date of passing of this resolution”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of Convertible Warrants as above, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the issue, as it may deem expedient.”

“RESOLVED FURTHER THAT the Board, be and is here by authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as Reserve Bank of India (RBI) / Securities Exchange Board of India (SEBI) / Stock Exchange and /or such other appropriate authority may impose at the time of their approval as may be agreed by the Board”

“RESOLVED FURTHER THAT that for the purpose of creation, issue and allotment of the convertible warrants/equity shares and listing thereof with the Stock Exchange, the Board of Directors, be and is hereby authorized to do and perform all such acts, deeds and things as it may, in its absolute discretion, deem necessary , expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the above stated Convertible Warrants of the Company”

“RESOLVED FURTHER THAT the Board be and is here by authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee(s) of directors or any other officer or officers of the company or to any other person or persons as it may deem fit, for the purpose of giving effect to the aforesaid resolution”

“RESOLVED FURTHER THAT the issue of warrants, if any, as above, shall be subject to the following terms and conditions:

1. The Warrants shall be convertible (at the option of the warrant holders) at any time within a period of 18 months from the date of allotment of warrants.
2. Each warrant shall be convertible into one equity share of nominal value of Rs. 10/- each at a price of Rs.60/-, which includes a premium of Rs. 50/- per share, calculated in accordance with Chapter VII 76 (1) of SEBI ICDR 2009 for preferential allotment of shares.
3. The Warrant holder(s) shall, on the date of allotment of warrants, pay an amount equivalent to 25% of the total consideration per warrant. The balance 75% needs to be paid before exercising the option of acquiring/conversion of warrants in to equity shares of the company.
4. The conversion of warrants into equity shares shall be made in one or more tranches within a period of 18 months from the date of allotment of warrants.
5. The amount referred in (3) above shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of warrants.
6. The number of warrants and the price per warrant shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI guidelines, for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
7. The lock in of shares acquired by exercise of warrants shall be for a period of as determined by the concerned statutory authorities and as per statutory regulations in force.
8. M/s Subramanyam & Co , Chartered Accountants, the Statutory Auditors of the Company has certified that the preferential issue is being made in accordance with the requirements contained in SEBI ICDR 2009. A copy of the certificate will be laid before the meeting of the share holders. A copy of the said certificate shall be placed before shareholders.

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

“ RESOLVED THAT pursuant to the section 81 and all other applicable provisions of the Companies Act 1956 , (including any statutory modification(s) or re-enactments thereof , for the time being in force and pursuant to SEBI ICDR 2009) as in force and subject to all other applicable rules, regulations and guidelines of the SEBI , the applicable provisions of Foreign Exchange Management Act, 1999 (FEMA) and enabling provisions of Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the company are listed, and subject to the requisite approvals, consents, permissions and/or sanctions of Securities and Exchange Board of India (SEBI) , Stock Exchanges (SE) , 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) 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 to as the requisite approvals), which may be agreed to by the Board of Directors of the company (hereinafter referred to as Board which shall deemed to included 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 in to equity share through Global Depository Receipts (GDR) and /or American Depository Receipts (ADR) and /or Foreign Currency Convertible Bonds (FCCB) and /or equity share 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 any later date (hereinafter collectively referred to as “Securities”) for an amount not exceeding Rs 75 Crores (Rupees Seventy Five Crores) inclusive of such premium as may from time to time be decided.

“RESOLVED FURTHER THAT in case of any equity linked issue/offering ,including with out limitation any GDR/ADR/FCCB/QIP offering consent of the shareholder be and is hereby given to the Board of 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 the issue/offering and in the offer documents and / or offer letter and/or offering circular and or listing particulars”

“RESOLVED FURTHER THAT the Board be and is here by authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee(s) of directors or any other officer or officers of the company or to any other person or persons as it may deem fit, for the purpose of giving effect to the aforesaid resolution”

**By order of the Board
Ekambaram Subbarayan
Managing Director
Tatia Global Vennture Limited**

**Registered Office
81 B Second Main Road.
Ambattur Industrial Estate,
Chennai – 600 058**

November 20 , 2009

NOTES

- 1. A member entitled to attend and vote at this meeting is entitled to appoint a Proxy to attend and vote instead of himself. A Proxy need not be a member of the Company. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the date of meeting.**
2. Members / Proxy holder must bring the Attendance Slip to the Meeting and hand it over at the entrance duly signed.
3. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956, setting out material Facts is annexed hereto.
4. All the documents referred to in the accompanying Notice is open for inspection at company's registered office on all working day during office hours between 10.00 a.m. to 12 p.m. up to the date of Meeting.
5. Members are requested to notify the company for any changes, if any in their address in full with the postal area and pin code numbers.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 and forming part of the Notice convening the Extra-Ordinary General meeting of the Company.

ITEM NO. 1 OF SPECIAL BUSINESS

The Company is basically an export industries cum infrastructure company and now is poised to grow into other verticals , building a reputation of quality, craftsmanship and expertise through its special purpose vehicles. Now it is intended to expand the business dimensions as well as the geographical presence. The Company shall carry on the business, which are permitted by the existing memorandum of Association. But due to expansion of business base and anticipating global presence it is required .

The name "FELIX GLOBAL VENTURE LIMITED" is selected taking consideration all the associated factors in line of future business activities of the company at large.

The company has applied the application for availability of the above name for approval of the Registrar of Companies, Chennai. The change in the name of the company requires the approval of the shareholders in Extra Ordinary General Meeting by way of Special Resolution and the approval of the Central Government through Registrar of Companies. Accordingly the above resolution is placed before the shareholders for approval. None of the Directors is concerned or interested in the resolution. Your Directors recommend the Resolution for your approval.

The Directors recommend the Resolution for approval of the Members.

Item 2,3, & 4 - Increase in the Authorized Share Capital

The Company, in order to meet its growth objective and to strengthen its financial position, may be required to generate long term resources by issuing shares. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from Rs. 15 Crores to Rs. 20 Crores and for that purpose, the memorandum of Association and the Article of Association of the Company are proposed to be suitably altered as set out at item No. 2,3 and 4 of the accompanying Notice.

The provisions of the Companies Act ,1956 require the Company to seek the approval of the member for increase in the authorized share capital and for the alteration of capital clause of the memorandum of association and Article of Association of the Company.

The Board of Directors accordingly recommends the resolutions set out at item 2, 3, and 4 of the accompanying notice for the approval of the members.

None of the Directors of the Company is , in any way concerned or interested in the said resolution

Item No. 5 & 6

As per Section 81 (1A) of the Companies Act, 1956, approval of shareholders in the General Meeting is required for allotment of warrants on preferential basis and hence the resolution is placed before the shareholders.

The company plans to reap the benefits of economies of scale and to explore new business opportunities plans to implement new expansion plans.

The company therefore plans to augment its long-term financial resources by the issuance of equity/equity linked securities/ or any other financial instruments.

The company is therefore considering tapping diverse sources to raise required resources and is planning to raise up to Rs 75 Crores (Rupees Seventy Five Crores) through the issuance of equity / equity linked securities or through a combination of both in one or more tranches.

The Special resolution , if passed will have effect or allowing the Board to issue and allot securities other than to the existing share holders.

The Board is of the opinion that the proposed resolution are in the best interest of the company and hence recommend the resolution for approval of share holders of the company.

None of the Directors of the Company is , in any way concerned or interested in the said resolution

The required disclosure as per SEBI ICDR 2009 Guidelines are furnished as under:

1) Objects of the Issue through Preferential Offer

The Objects of the issue of equity shares on preferential basis is to augment the capital base of the Company and also to meet the financial requirements for the projects being undertaken by the Company directly and through the subsidiaries of the company at SPV level.

2) Intention of promoters/directors/key management persons to subscribe to the offer:

None of the Promoters/Directors/Key management persons intends to subscribe to this offering.

3) Shareholding pattern before and after the offer:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

		<i>Pre offer in terms of shares</i>		<i>Post offer in terms of shares</i>	<i>Assuming the entire warrants are converted into Equity Shares</i>	
		<i>No.</i>	<i>%</i>	<i>No.</i>	<i>No.</i>	<i>%</i>
A	Promoters, Holdings					
1	(a) Individual/ Hindu Undivided	4630318	31.43	0	4630318	23.47
	(b) Central Government /State Governments	0	0	0	0	0
	(c) Bodies Corporate	1829676	12.42	0	1829676	9.27
	(d) Financial Institution/Banks	00	0	0	0	0
	(e) Any Others (Specify)	00	0	0	0	0
	Sub Total	6459994	43.86	0	6459994	32.74
B	Non Promoters' Holdings					
3	Institutional Investors					
	(a) Mutual Funds	12144	0.08	0	12144	0.06
	(b) Banks	440	0	0	440	0
	(c) FII's	0	0	3800000	3800000	19.26
4	Others					

	(a) Corporate Bodies	4451909	30.22	1200000	5651909	28.65
	(b) NRI's and Overseas Corporate Bodies	121396	0.82	0	121396	0.62
	(c) Indian Public	3661991	24.86	0	3661991	18.56
	(d) Clearing Members	22126	0.15	0	22126	0.11
	(e) Shares Represented by GDR's	0	0	0	0	0
	Sub Total	8270006	56.14	5000000	13270006	67.26
	Total Number of Shares of the Company.	14730000	100	5000000	19730000	100.00

Note: -

1) The above shareholding pattern has been prepared on the basis of shareholdings as on October 14th, 2009.

2) The post-issue shareholding pattern has been arrived on the assumption that the entire 5000000 warrants proposed to be issued to Persons/Investors would be converted into equity shares.

4) Proposed time within which the allotment shall be completed

The allotment of shares on preferential basis shall be completed within a period of 15 days from the date of shareholders approval provided that where the allotment on preferential basis is pending on account of pendency of any approval by any statutory authority as per SEBI Guidelines, the allotment shall be completed within 15 days from the date of such approval.

5) The identity of the proposed allottee and the percentage of post preferential issue capital that may be held by him:

The percentage of the post-preferential issue capital held by the proposed allottee assuming full conversion of warrants into fully paid equity shares is as under:

S.No.	Name of the Proposed Allottees	Category	Pre-Issue No.of Equity Shares/warrants	Post-Issue capital on conversion of Proposed equity Warrants	% of Holding
1	Elara IndiaOpportunities Fund	FII	Nil	1900000	9.63%
2	Silver Stallion Limited	FII	Nil	1900000	9.63%
3	Leela Biotech and Industries Limited	Body Corporate	Nil	1200000	6.08%

The proposed allottee(s) has not sold any shares during the 6 months period prior to the relevant date.

6) The aforementioned allotment shall be subject to lock-in provisions contained in SEBI (ICDR 2009) Guidelines, for the time being in force.

7) Change in the Control or Composition of the Board

There will neither be any change in the composition of the Board nor any change in the Control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

8) No. of warrants and Issue price

It is proposed to issue, offer and allot up to 5000000 Equity warrants on preferential basis to the persons other than Promoters with each warrant convertible into one equity share of the Company of nominal value Rs. 10/- at a price of Rs.60/- which includes a premium of Rs.50/- per share, which is in accordance with the SEBI (ICDR 2009) Guidelines, and for the purpose of the above guidelines the relevant date is 18th November 2009. The subscriber(s) to warrant shall, on the date of allotment, pay an amount equivalent to 25% of the total consideration per warrant and pay the balance 75% of the consideration towards the subscription to each equity share on the date of conversion. The conversion of warrants into equity shares shall be made in three tranches within a period of 18 months from the date of allotment of warrants.

9) The party to the proposed allotment are persons other than Promoter(s) of the Company.

10) Auditors Certificate

M/s. K Subramanyam & Co., Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI ICDR 2009 guidelines for preferential issues. A copy of the certificate is being placed before the shareholders.

**By order of the Board
Ekambaram Subbarayan
Managing Director
Tatia Global Vennture Limited
Registered Office
81 B Second Main Road.
Ambattur Industrial Estate,
Chennai – 600 058**

November 20, 2009

TATIA GLOBAL VENNTURE LIMITED
(Formerly know as Tatia Intimate Exports Limited)
Regd. Office. No. 81 B Second Main Road
Ambattur Industrial Estate , Chennai – 600 058
Email : tatia@vsnl.com ,Website : tatia.co.in
EXTRA ORDINARY GENERAL MEETING OF THE COMPANY
On Friday, 18th December 2009 at 9.00 a.m

PROXY FORM

I / Weofbeing a Member (s) of Tatia Global Vennture Limited, hereby appointofor failing him / her at Extra Ordinary General Meeting of the Company to be held on Friday, 18th December 2009 at Somughanala Kudam, Vallanur, Amabattur Taluk Chennai – 600062 , 9.00 A.M or at any adjourned date thereof.

Signed thisday of2009

Address

Signature
No. of Shares held:

Members Folio No./ Client ID

1. The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
2. Proxy need not be a member.

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TATIA GLOBAL VENNTURE LIMITED
(Formerly know as Tatia Intimate Exports Limited)
Regd. Office. No. 81 B Second Main Road
Ambattur Industrial Estate , Chennai – 600 058
Email : tatia@vsnl.com
Website : tatia.co.in

ATTENDANCE SLIP

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company being held on Friday 18th December 2009 at Somughanala Kudam, Vallanur, Amabatur Taluk , Chennai – 600062 , 9.00 A.M

Full Name of the Member attending:

**Client ID No./
Folio No.**

Signature

Note : Member attending the meeting in person are requested to complete the attendance slip and hand it over at the entrance of the meeting hall. No attendance slip will be issued at the time of Meeting.

TO

If undelivered please return to :
TATIA GLOBAL VENNTURE LIMITED
81 B 2nd Main Road,
Ambattur Industrial Estate, Chennai - 600 058
Pincode – 600 058
Phone 044 42138702/704
Email : tatia@vsnl.com