

# SHARP TRADING & FINANCE LIMITED

Registered Office: 3A-301, Runwal Omkar Esquare, Chunnabhatti Signal,  
Eastern Express Highway, Sion (East), Mumbai – 400022.

## NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 to transact the Special Businesses by the Members of Sharp Trading & Finance Limited by passing Resolutions through Postal Ballot.

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** subject to the provisions of section 17, 18 & other applicable provisions, if any, of the Companies Act, 1956, the existing clauses 1 and 2 of clause III (A) of the Memorandum of Association of the Company be and is hereby deleted and substitute with the following new Clauses:

1. To carry on in India or elsewhere either alone or jointly in financial or technical collaboration, the business to explore, extract, excavate, manufacture, acquire, procure, produce, pump, refine, purify, store, research, prepare, promote, prospect, process, grade, split, remove, amalgamate, barter, convert, clean, commercialize, compound, distribute, discover, handle, import, export, buy, sell, market, organize, manage, protect, provide, vaporize, condense, concentrate, dilute, mix and to deal in all sorts of energy products, crude and refined petroleum oils/products, natural gases, oleaginous, saponaceous substances, their products, by-products, residues, ingredients, derivatives, formulations, blends, mixtures, goods, and materials; and to act as agent, broker, stockiest, job worker, contractor, operator, export house or otherwise and to do all incidental or ancillary acts and things which deems necessary for the attainment of these objects.
2. To explore and develop crude oil, natural gas and coal bed methane resources in India and abroad and to provide oil field services for the exploration, appraisal and production of crude oil and natural gas industry and coal bed methane industry including 2-dimensional seismic acquisition, 3- dimensional seismic acquisition; drilling rig services; cementation services; wire-line logging services, mud logging services; mud engineering services; well engineering services; slick-line services and others service required to support oilfield operations and to offer services with owned, leased, hired equipment or on the basis of representation and support to a partner under collaboration.
- 2(A). To participate in production sharing contract, service contract and any other commercial, legal and contractual framework, to receive license and rights to undertake exploration and development of crude oil, natural gas and coal bed methane resources and to provide all such services under lease, hire arrangement, hire purchase, service contract, turnkey contract or through any other commercial, contractual and legal framework.

**FURTHER RESOLVED THAT** the Board of directors of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies and to other authorities as may be required and to accept such modification, alteration as may be suggested by the office of the Registrar of Companies Maharashtra, Mumbai to give effect to the above resolution."

**2. 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 provisions of Section 21 and all other applicable provisions, if any of the Companies Act, 1956, and Subject to the approval of the Central Government / Ministry of Corporate Affairs / Registrar of Companies and/or any other appropriate authority (ies), consent of the Members be and is hereby granted for changing the name of the Company from 'SHARP TRADING & FINANCE LIMITED' to **"OMNITECH PETROLEUM LIMITED"**.

**RESOLVED FURTHER THAT** the name of the Company 'SHARP TRADING & FINANCE LIMITED' wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name "OMNITECH PETROLEUM LIMITED".

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such act(s), deed(s), matter(s) and thing(s) as in its absolute discretion, it may consider necessary or desirable to give effect to the foregoing resolutions."

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

**"RESOLVED THAT** pursuant to provisions of section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/-

(Rupees Ten) each by creation of additional 1,47,50,000 (One Crore Forty Seven Lakh Fifty Thousand) Equity shares of Rs. 10/- (Rupees Ten) each, ranking pari- passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby authorised to sign and submit e-form 5 & 23 and all other relevant documents with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of section 16 and other applicable provisions, if any, of the Companies Act, 1956 and as a consequence of increase in authorised share capital, the existing clause No. V of the Memorandum of association of the Company be and is hereby altered by deleting the said clause No. V and substituting in place and instead thereof, the following:-

(v) The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several other classes and to attach thereto respectively such preferential, deferred, qualified guaranteed or other special rights, privileges, or conditions or restrictions as may be determined by or in accordance with Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may be permitted by the Act or the Articles of the company for the time being in force be permitted by the law."

**5. 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 31 and other applicable provisions, if any, of the Companies Act, 1956, and as a consequence of increase in authorised share capital, the existing Articles of Association of the Company be and is hereby altered by substitution of the existing Article No. 3 with the following new Article :

3. The Authorised Share Capital of the Company shall be such amount as stated in the Clause V of the Memorandum of Association from time to time and Share Capital shall be capable of being classify, reclassify, increased or reduced in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf, with power to divide the Shares in the Capital for the time being and to attached thereto any preferential qualified, deferred or special rights, privileges or conditions and to vary, modify or abrogate any such rights, privileges, or conditions or restrictions as may be resolved upon from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do such other acts and deeds as may be necessary to give effect to this Resolution."

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

**"RESOLVED THAT** pursuant to Section 293 (1)(d) and all other applicable provisions, if any, of the Companies Act, 1956, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include a duly constituted committee / sub-committee thereof) to borrow such sums of money (including by the way of debentures secured or unsecured loans or otherwise) from time to time as may be required for the purpose of business of the company, in excess of the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, subject to the condition that such borrowings together with the money which is already borrowed (apart from temporary loans obtained by the company from its bankers/ other entities in the ordinary course of business) shall not at any time exceed Rs. 1000,00,00,000 (Rupees One Thousand Crores Only) over and above the aggregate paid up capital of the company and its free reserves, apart from temporary loan obtained by the company from its bankers/other entities in the ordinary course of its business.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writing/papers/agreements as may be required and do all such acts deeds matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowings as aforesaid."

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

**"RESOLVED THAT** pursuant to the provisions of Section 293 (1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, the consent of the Members be and is hereby granted to the Board of Directors for securing the loans / borrowings taken from time to time by way of mortgage and/or charge, in addition to the mortgages / charges created or to be created by the company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and / or immovable assets of the Company, both present and future and / or the whole or any part of the undertaking(s), of the company up to an amount of Rs. 1000,00,00,000 (Rupees One Thousand Crores Only)."

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to negotiate, finalize and settle and execute with the Lenders such documents, deeds, and writings/agreements as may be required for creating the aforesaid mortgage(s), and/or charge(s) and for reserving the aforesaid rights in their favor as the Board, as the case may be, in its absolute discretion deem fit and to do all such acts, deeds and things, in the manner as may be necessary or proper for giving effect to creating mortgages and charges as aforesaid”.

**By Order of the Board  
For Sharp Trading & Finance Limited**

**Director**

**Place: Mumbai  
Date: 1<sup>st</sup> March, 2011**

**Notes:**

1. The relative Explanatory Statement pursuant to Sections 173(2) and 192A (2) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The Board of Directors has appointed Mr. Nilesh Shah, Company Secretary, as Scrutinizer for conducting the voting through postal ballot, in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. The Postal Ballot Form and the self-addressed postage pre-paid business reply envelope are enclosed for use of Members.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of working hours (18.30 hours) on or before 8<sup>th</sup> April, 2011, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman after completion of scrutiny and the results of the postal ballot will be announced on or after 9<sup>th</sup> April, 2011, at the Registered office of the Company at 3A-301, Runwal Omkar Esquare, Chunnabhatti Signal, Eastern Express Highway, Sion (East), Mumbai – 400022.
4. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to 9<sup>th</sup> April, 2011.

Encl: 1. Postal Ballot Form  
2. Self-addressed envelope

**Explanatory Statement pursuant to Section 173(2) and 192A (2) of the Companies Act, 1956**

**Item No. 1**

Considering opportunity available to the company, the Board of Directors intends to venture in to oil, gas and petroleum related activities. The Board of Directors is of the opinion that it would be in the interest of the Company to commence new activity, which shall add to the profitability of the Company. The Board of directors of your company expects that proposed new activities will expand the area of operations of the company. Pursuant to Section 17 of Companies Act, 1956, a Company can alter its object clause by passing a Special Resolution to that effect in the General Meeting of the Company.

The Memorandum of Association duly incorporating the new clause referred to in the Special Resolution (together with the proposed alteration) is available for inspection of the Members at the Company's registered office during business hours on any working day.

None of the Directors of the Company is, in any way, concerned or interested in the above Resolutions except as any other Member(s) of the Company.

Further, in view of the requirements of Section 192A of the Act, the proposed resolutions are being placed for your approval through postal ballot.

Your Directors consider the said resolutions as set out in Item No. 1 of notice in the interest of the Company and therefore recommends the same for your approval.

**Item No. 2**

The Company has recently been taken over by new management who intend to venture in to business of oil, gas and petroleum related products. The word “OMNITECH” is a unique word coined by Promoters for which they intend to create goodwill in the market. Hence, the new promoters intend to change the name as proposed.

Pursuant to Section 21 read with Section 23 of Companies Act, 1956, the Company can Change its name by passing a Special Resolution to that effect in the General Meeting of the Company.

The Memorandum of Association and Articles of Association is available for inspection of the Members at the Company's Registered Office during business hours on any working day.

None of the Directors of the Company is, in any way, concerned or interested in the above Resolutions except as any other Member(s) of the Company.

Your Directors consider the said resolutions as set out in Item No. 2 of notice in the interest of the Company and therefore recommends the same for your approval.

#### **Item No. 3, 4 and 5**

The present Authorized Share Capital of the Company is Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each. The Board of Directors has plans to venture in to oil, gas and petroleum related activities. The Company wants to meet its increased fund requirements and has taken up inorganic expansion and growth. The Board of Directors have proposed to raise funds through share capital and therefore, present authorized share capital is required to be increased to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each in order to facilitate further issue of capital.

Consequent upon the increase in Authorised Share Capital of the Company, the capital clause of the Memorandum of Association and the Articles of Association of the Company will have to be altered so as to reflect the increased Authorised Share Capital as set out in Item No. 3 and 4 of the accompanying notice. As per requirement of the Companies Act, 1956 your approval by way of ordinary resolution is required for increase in authorised share capital and alteration of Clause V of the Memorandum of Association and by way of special resolution is required for alteration of Clause 3 of Articles of Association.

The Company's Memorandum & Articles of Association with the proposed amendment is available at the registered office and open for inspection during business hours on all working days.

None of the Directors of the Company is, in any way, concerned or interested in the above Resolutions except as any other Member(s) of the Company.

Your Directors consider the said resolutions as set out in Item No. 3, 4 and 5 of notice in the interest of the Company and therefore recommends the same for your approval.

#### **Item No. 6**

Under section 293(1)(d) of the Companies Act, 1956, the Board of Directors of Public Company cannot, except with the consent of the Members in General Meeting, borrow monies apart from temporary loan obtained from the company's banker in the ordinary course of business in excess of the aggregate of the paid up capital and free reserves, that is to say, reserves not set apart for any specific purpose. Considering the increase in the level of operations and its expansion plans, the Board is of the opinion that this limit needs to be increased to Rupees One Thousand Crores It is desirable, as a matter of abundant caution also, to provide a sufficient margin for such loans/borrowing by one or another means as detailed in the resolution, to be covered under borrowing powers of the Board.

The consent of the Members is being sought in terms of section 293(1)(d) of the Companies Act, 1956 to authorize the Board of Directors to borrow monies in excess of paid up capital and free reserve.

None of the Directors of the Company is, in any way, concerned or interested in the above Resolutions except as any other Member(s) of the Company.

Your Directors consider the said resolutions as set out in Item No. 6 of notice in the interest of the Company and therefore recommends the same for your approval.

#### **Item No. 7**

Pursuant to the provisions of Section 293 (1) (a) of the Companies Act, 1956 the Board of Directors of Public Company, shall not except with the consent of the Members in general meeting sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking.

In order to meet the funds requirement of the company, and in order to avail additional financial facilities for the company it need to approach Banks/ financial institutions or others for financial assistance in the form of long term or medium term loans from time to time which would necessitate to give first/subsequent charge on all or any of the movable or immovable properties of the company, present and future.

None of the Directors of the Company is, in any way, concerned or interested in the above Resolutions except as any other Member(s) of the Company.

Your Directors consider the said resolutions as set out in Item No. 7 of notice in the interest of the Company and therefore recommends the same for your approval.

**By Order of the Board  
For Sharp Trading & Finance Limited**

**Director**

**Place: Mumbai  
Date: 1<sup>st</sup> March, 2011**

# SHARP TRADING & FINANCE LIMITED

Registered Office: 3A-301, Runwal Omkar Esquare, Chunnabhatti Signal,  
Eastern Express Highway, Sion (East), Mumbai – 400022.

## POSTAL BALLOT FORM

1. Name and Registered address :  
of the sole /first name shareholder
2. Name(s) of Joint Members, if any :  
(In Block Letters)
3. Registered Folio No./ DPID No./ :  
Client ID No.\*  
(\*Applicable to investors holding  
shares in dematerialized form)
4. No. of Shares held :
5. I/We hereby exercise my/our vote in respect of the resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution(s) by placing the tick mark (✓) at the appropriate box below:

Resolution No.	Description	No. of Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special resolution under Section 17 and 18 of the Companies Act, 1956 for Change of Main Object clause of the Memorandum of Association			
2	Special resolution under Section 21 of the Companies Act, 1956 for Change of Name of the company			
3	Ordinary resolution under Section 94 of the Companies Act, 1956 for Increase in the Authorised Share Capital			
4	Ordinary resolution under Section 16 of the Companies Act, 1956 for Alteration of Clause V of the Memorandum of Association			
5	Special resolution under Section 31 of the Companies Act, 1956 for Alteration of clause 3 of the Articles of Association			
6	Ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 for Authorization to borrow funds / money for the business purpose of the Company			
7	Ordinary resolution under Section 293(1)(a) of the Companies Act, 1956 for Authorization to deal with and create charge / encumbrance on the properties of the Company			

Place:  
Date :

\_\_\_\_\_  
(Signature of the shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. A Member desirous of exercising his/ her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. You need not to affix postal stamps as postage will be borne and paid by the Company. However, any envelope containing Postal Ballot Form, if deposited in person or if sent by courier or any other mode at the expense of the registered Member will also be accepted.
2. Please convey your assent or dissent in this postal ballot form by placing the tick mark (✓) along with the number of share(s) at the appropriate box. **The assent or dissent received in any other form or on a photo copy of the postal ballot form shall be considered as invalid.**
3. The self-addressed postage pre-paid business reply envelope bears the name of the Scrutinizer appointed by the board of directors of the Company.
4. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders.
5. This Form must be completed and signed by the Member as per the specimen signatures registered with the Company. In case of joint holding, this form must be completed and signed by the first named Member and in his absence, by the next named Member.
6. In case of share(s) held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authorization / Power of Attorney together with the specimen signature(s) of the duly authorized signatory (ies).
7. The Postal Ballot shall not be exercised by a Proxy.
8. Unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member on the date of dispatch of Notice.
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (18.30 hours) on 8<sup>th</sup> April, 2011. All Postal Ballot Forms received after this time and date will strictly be treated as if the reply from the Member has not been received.
12. A Member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the time and date specified at Sr. No. 11 above.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope in as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.