

# S. E. POWER LIMITED

Corporate Office  
M-7, 1st Floor, M Block Market  
Greater Kailash-II, New Delhi -110048, India  
Phone: +91 11 43518888. Fax: +91 11 43518816  
CIN : L40109DL2010PLC208937

**PHOENIX**  
RUBBER REBORN

Date: October 1, 2014

To,  
**The Manager**  
Department of Corporate Relationship  
Bombay Stock Exchange Limited  
25 P. J. Towers, Dalal Street  
Mumbai -400 001

**Scrip Code: 534598 Scrip ID: SEPOWER**

**Sub:** Outcome of the 4<sup>th</sup> Annual General Meeting of S. E. Power Limited, held on Tuesday, September 30, 2014 at 11:00 a.m. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065.

Sir/ Ma'am,

With reference to Notice of 4<sup>th</sup> Annual General Meeting (AGM) of S. E. Power Limited, dated August 22, 2014, we inform you that the AGM of the Company has been duly convened and members of the Company have passed the following resolutions in the said meeting:

Item No.	Description	Nature of Resolution	Passed With
1.	Adoption of Balance Sheet, Statement of Profit and Loss Account, Report of Board of Director and Auditors for the financial year ended 31st March, 2014.	Ordinary Resolution	Requisite Majority
2.	Re-appointment of Dr. Arun Gopal Agarwal, who retires by rotation and being eligible, offer himself for re-appointment.	Ordinary Resolution	Requisite Majority
3.	Appointment of M/s P M S & Co. as Statutory Auditors and fixing their remuneration.	Ordinary Resolution	Requisite Majority
4.	Consent to Board of Directors to borrow money up to Rs. 500 crores.	Special Resolution	Requisite Majority
5.	Consent to Board of Directors to create charges, mortgages, hypothecations on the immovable or movable properties of the Company up to Rs. 500 crores.	Special Resolution	Requisite Majority
6.	Appointment of Mr. Naresh Kumar Jain, as an Independent Director for a term upto 5 years.	Ordinary Resolution	Requisite Majority



Registered Office  
S-547, 2nd Floor, School Block,  
Main Road, Shakarpur,  
Delhi-110092 India.  
Phone: +91 11 22485032

Camp Office  
17, Kamal Kunj Society, Behind Bank of Baroda,  
Deluxe Crossroad, Nizampura,  
Vadodara-390002, Gujarat, India.  
Phone : 91 285 2785588

Works  
Survey No. 54/B, Pralapr Nagar,  
Savit Jarod Road, Samlaya,  
Vadodara-391520 Gujarat, India.  
Phone +91 2557 251566

7.	Appointment of Mrs. Anshu Gupta, as an Independent Director for a term upto 5 years.	Ordinary Resolution	Requisite Majority
8.	Appointment of Mr. Rupinder Singh, as an Independent Director for a term upto 5 years.	Ordinary Resolution	Requisite Majority
9.	Alteration in Articles No. 130 (b) (i) and Article No. 133 (a) and (b) of Articles of Association of the Company.	Special Resolution	Requisite Majority
10.	Payment of remuneration, as minimum remuneration in the event of loss or inadequacy of profits, in any financial year, to Mr. Ravindra Agrawal during the initial period of 3 (three) years.	Special Resolution	Requisite Majority

This is for your information and record.

Thanking You,

Yours Faithfully,  
For S. E. Power Limited

*Manendra Singh*  
(Manendra Singh)  
Company Secretary



# SATISH JADON & ASSOCIATES

Company Secretaries

12/21, Dalhai, Tajganj, Agra

Email : satishjadon@gmail.com

## COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & POLL ON RESOLUTIONS CONTAINED IN THE NOTICE OF 4<sup>TH</sup> ANNUAL GENERAL MEETING OF S. E. POWER LIMITED

To,  
The Chairman,  
4<sup>th</sup> Annual General Meeting of Equity Shareholders of S. E. Power Limited  
Held on Tuesday September 30, 2014 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill,  
Sant Nagar, Main Road, East of Kailash, New Delhi – 110065

Dear Sir,

I, Satish Kumar Jadon, Practising Company Secretary, have been appointed as Scrutinizer by

- the Board of Directors of S. E. Power Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 (Rules) and
- the Chairman of the 4<sup>th</sup> Annual General Meeting of the Company, held on September 30, 2014 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065, on poll under the provisions of the Section 109 of the Act and Rule 21 of Rules.

At the 4<sup>th</sup> AGM of the Company, Chairman of the Meeting had suo motto called for a poll on the resolutions contained in the Notice of 4<sup>th</sup> AGM of the Company to facilitate the Members present in the Meeting (who could not participate in the e-voting) to record their vote through poll process.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of 4<sup>th</sup> AGM of the Company. My responsibility as a Scrutinizer for the e-voting and poll at the 4<sup>th</sup> AGM of the Company is restricted to make a Scrutinizer's Report of the votes cast "in favour (For)" or "Against" on the resolutions contained in the Notice of 4<sup>th</sup> AGM of the Company.

I have issued a separate Scrutinizer's Report dated September 29, 2014 on the e-voting and Report dated October 1, 2014 on the poll on the resolutions contained in the Notice to the 4<sup>th</sup> AGM of the Company. On the request of Management of the Company, I submit herewith my Combined Report on the results of the e-voting together with that of the poll is as under:

Item/Resolution no. of Notice	Resolution Type	Vote in favour of the resolution		Vote against the resolution		Invalid votes
		Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.
1	Ordinary	14176113	100.00	0	0	20
2	Ordinary	14176113	100.00	0	0	20
3	Ordinary	14176113	100.00	0	0	20
4	Special	14176113	100.00	0	0	20
5	Special	14176113	100.00	0	0	20
6	Ordinary	14176113	100.00	0	0	20
7	Ordinary	14176113	100.00	0	0	20



8	Ordinary	14176113	100.00	0	0	20
9	Special	14176113	100.00	0	0	20
10	Special	14176001	99.99	112	0.01	20

All Resolutions stand passed under e-voting and poll with the requisite majority.

Thanking you,

Date:01.10.2014

Place: Delhi

Yours faithfully,  
For Satish Jadon & Associates  
Company Secretaries



*S. K. Jadon*

(Satish Kumar Jadon)  
Proprietor  
COP No. 9810

# SATISH JADON & ASSOCIATES

Company Secretaries

12/21, Dalhai, Tajganj, Agra

Email : satishjadon@gmail.com

## FORM NO. MGT-13 REPORT OF SCRUTINIZER

(Pursuant to Section 109 of the Companies Act 2013 and  
Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

**The Chairman**

**4<sup>th</sup> Annual General Meeting of Equity Shareholders of S. E. Power Limited**

Held on Tuesday September 30, 2014 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065

Dear Sir,

I, Satish Kumar Jadon, Practising Company Secretary, have been appointed as Scrutinizer for the purpose of the poll taken on below mentioned resolutions, at 4<sup>th</sup> Annual General Meeting of Equity Shareholders of S. E. Power Limited, held on Tuesday September 30, 2014 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065, submit my report as under:

1. After the time fixed for the closing of the poll by Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and authorisation/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

### Resolution No. 1 as an Ordinary Resolution

Adoption of Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

Votes	Number of Members Present and Voted (in person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	14	2026766	100
ii. cast against the resolution	0	0	0
iii. invalid	1	20	--



**Resolution No. 2 as an Ordinary Resolution**

Re-appointment of Dr. Arun Gopal Agarwal, Director of the Company, who retires by rotation and being eligible, offer himself for reappointment.

Votes	Number of Members Present and Voted (in person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	14	2026766	100
ii. cast against the resolution	0	0	0
iii. invalid	1	20	--

**Resolution No. 3 as an Ordinary Resolution**

Re-appointment of M/s P M S & Co., Chartered Accountants, (Firm Registration No. 013398C) as Statutory Auditors of the Company and fixation of their remuneration.

Votes	Number of Members Present and Voted (in person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	14	2026766	100
ii. cast against the resolution	0	0	0
iii. invalid	1	20	--

**Resolution No. 4 as a Special Resolution**

Consent to Board of Directors of the Company to borrow monies upto an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only).

Votes	Number of Members Present and Voted (in person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	14	2026766	100
ii. cast against the resolution	0	0	0
iii. invalid	1	20	--



**Resolution No. 5 as a Special Resolution**

Consent to Board of Directors of the Company to create/renew mortgage, charges, hypothecation and floating charges on such movable and immovable properties of the Company to secure any borrowing of the Company upto an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only).

Votes	Number of Members Present and Voted (in person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	14	2026766	100
ii. cast against the resolution	0	0	0
iii. invalid	1	20	--

**Resolution No. 6 as an Ordinary Resolution**

Appointment of Mr. Naresh Kumar Jain (DIN 01281538) as Independent Director of the Company, w.e.f. August 14, 2014 for a term of five years.

Votes	Number of Members Present and Voted (in person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	14	2026766	100
ii. cast against the resolution	0	0	0
iii. invalid	1	20	--

**Resolution No. 7 as an Ordinary Resolution**

Appointment of Mrs. Anshu Gupta (DIN 06942076) as Independent Director of the Company w.e.f. August 14, 2014 for a term of five years.

Votes	Number of Members Present and Voted (in person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	14	2026766	100
ii. cast against the resolution	0	0	0
iii. invalid	1	20	--



**Resolution No. 8 as an Ordinary Resolution**

Appointment of Mr. Rupinder Singh (DIN 01836312) as Independent Director of the Company for five consecutive years for a term upto March 31, 2019.

Votes	Number of Members Present and Voted (in person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	14	2026766	100
ii. cast against the resolution	0	0	0
iii. invalid	1	20	--

**Resolution No. 9 as a Special Resolution**

Alteration in Articles No. 130(b) (i), 133(a) and 133(b) of Articles of Association of the Company.

Votes	Number of Members Present and Voted (in person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	14	2026766	100
ii. cast against the resolution	0	0	0
iii. invalid	1	20	--

**Resolution No. 10 as a Special Resolution**

Payment of remuneration, as minimum remuneration in the event of loss or inadequacy of profits, in any financial year, to Mr. Ravindra Agrawal, Managing Director, during the initial period of 3 (three) years.

Votes	Number of Members Present and Voted (in person or by proxy)	Number of Votes Cast by them	% of total no. of valid votes cast
i. cast in favour of the resolution	14	2026766	100
ii. cast against the resolution	0	0	0
iii. invalid	1	20	--

All Resolutions stand passed under poll at the 4<sup>th</sup> AGM of the Company with the requisite majority.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR, "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.





6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by Board for safe keeping.

Thanking you,

Date: 01.10.2014  
Place: Delhi



Yours faithfully,  
For Satish Jadon & Associates  
Company Secretaries

(Satish Kumar Jadon)  
Proprietor  
COP No. 9810

# SATISH JADON & ASSOCIATES

Company Secretaries

12/21, Dalhai, Tajganj, Agra

Email : satishjadon@gmail.com

To,  
The Chairman  
S. E. Power Limited  
S-547, 2<sup>nd</sup> Floor, Main Road, Shakarpur  
Delhi-110092

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.**

I, Satish Kumar Jadon, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of S. E. Power Limited ("The Company"), pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process and to scrutinize the physical ballot forms received from the Shareholders in respect of the below mentioned resolutions to be passed at the 4<sup>th</sup> Annual General Meeting (4<sup>th</sup> AGM) of the Company to be held on September 30, 2014.

The Notice dated August 22, 2014 convening 4<sup>th</sup> AGM of the Company along with Explanatory Statement pursuant to Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the 4<sup>th</sup> AGM of the Company to be held on September 30, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided option of voting by physical ballot form to the Shareholders who do not have access to e-voting facility.

The Shareholders of the Company holding shares as on the "cut-off" date i.e. August 22, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 10 in the Notice of the 4<sup>th</sup> AGM of the Company.

The voting period for e-voting commenced on Thursday, September 25, 2014 at 09.00 a.m. and ended on Friday, September 26, 2014 at 6:00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company. No physical Ballot form received upto September 26, 2014 therefore votes cast through e-voting process were only considered for this report.

I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

## **Resolution No. 1 as an Ordinary Resolution**

Adoption of Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

Votes	Number of Members voted through e-voting	Number of votes cast through e-voting	% of total no. of valid votes cast
i. cast in favour of the resolution	47	12149347	100
ii. cast against the resolution	0	0	0
iii. invalid		0	



**Resolution No. 2 as an Ordinary Resolution**

Re-appointment of Dr. Arun Gopal Agarwal, Director of the Company, who retires by rotation and being eligible, offer himself for reappointment.

Votes	Number of Members voted through e-voting	Number of votes cast through e-voting	% of total no. of valid votes cast
i. cast in favour of the resolution	47	12149347	100
ii. cast against the resolution	0	0	0
iii. invalid		0	

**Resolution No. 3 as an Ordinary Resolution**

Re-appointment of M/s P M S & Co., Chartered Accountants, (Firm Registration No. 013398C) as Statutory Auditors of the Company and fixation of their remuneration.

Votes	Number of Members voted through e-voting	Number of votes cast through e-voting	% of total no. of valid votes cast
i. cast in favour of the resolution	47	12149347	100
ii. cast against the resolution	0	0	0
iii. invalid		0	

**Resolution No. 4 as a Special Resolution**

Consent to Board of Directors of the Company to borrow monies upto an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only).

Votes	Number of Members voted through e-voting	Number of votes cast through e-voting	% of total no. of valid votes cast
i. cast in favour of the resolution	47	12149347	100
ii. cast against the resolution	0	0	0
iii. invalid		0	



**Resolution No. 5 as a Special Resolution**

Consent to Board of Directors of the Company to create/renew mortgage, charges, hypothecation and floating charges on such movable and immovable properties of the Company to secure any borrowing of the Company upto an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only).

Votes	Number of Members voted through e-voting	Number of votes cast through e-voting	% of total no. of valid votes cast
i. cast in favour of the resolution	47	12149347	100
ii. cast against the resolution	0	0	0
iii. invalid		0	

**Resolution No. 6 as an Ordinary Resolution**

Appointment of Mr. Naresh Kumar Jain (DIN 01281538) as Independent Director of the Company, w.e.f. August 14, 2014 for a term of five years.

Votes	Number of Members voted through e-voting	Number of votes cast through e-voting	% of total no. of valid votes cast
i. cast in favour of the resolution	47	12149347	100
ii. cast against the resolution	0	0	0
iii. invalid		0	

**Resolution No. 7 as an Ordinary Resolution**

Appointment of Mrs. Anshu Gupta (DIN 06942076) as Independent Director of the Company w.e.f. August 14, 2014 for a term of five years.

Votes	Number of Members voted through e-voting	Number of votes cast through e-voting	% of total no. of valid votes cast
i. cast in favour of the resolution	47	12149347	100
ii. cast against the resolution	0	0	0
iii. invalid		0	



**Resolution No. 8 as an Ordinary Resolution**

Appointment of Mr. Rupinder Singh (DIN 01836312) as Independent Director of the Company for five consecutive years for a term upto March 31, 2019.

Votes	Number of Members voted through e-voting	Number of votes cast through e-voting	% of total no. of valid votes cast
i. cast in favour of the resolution	47	12149347	100
ii. cast against the resolution	0	0	0
iii. invalid		0	

**Resolution No. 9 as a Special Resolution**

Alteration in Articles No. 130(b) (i), 133(a) and 133(b) of Articles of Association of the Company.

Votes	Number of Members voted through e-voting	Number of votes cast through e-voting	% of total no. of valid votes cast
i. cast in favour of the resolution	47	12149347	100
ii. cast against the resolution	0	0	0
iii. invalid		0	

**Resolution No. 10 as a Special Resolution**

Payment of remuneration, as minimum remuneration in the event of loss or inadequacy of profits, in any financial year, to Mr. Ravindra Agrawal, Managing Director, during the initial period of 3 (three) years.

Votes	Number of Members voted through e-voting	Number of votes cast through e-voting	% of total no. of valid votes cast
i. cast in favour of the resolution	46	12149235	99.99
ii. cast against the resolution	1	112	0.01
iii. invalid		0	

The Register, all other papers and relevant records relating to e-voting and ballot mode shall remain in my safe custody until the Chairman signs the Minutes of the 4<sup>th</sup> AGM of the Company and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Date: 29.09.2014

Place: Delhi

Yours faithfully,  
For Satish Jadon & Associates  
Company Secretaries



*(Signature)*  
(Satish Kumar Jadon)

Proprietor  
COP No. 9810