



## SAT INDUSTRIES LIMITED

CIN: L25199MH1984PLC034632

41, B - Wing, Mittal Tower, Nariman Point, Mumbai - 400 021

Phone: 022 - 6610 7025 Fax: No: 022 - 6610 7027 Email: [sil@mtnl.net.in](mailto:sil@mtnl.net.in), Website: [www.satgroup.in](http://www.satgroup.in)

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### POSTAL BALLOT NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

#### TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolution by way of Postal Ballot/e-Voting. The Explanatory Statement pertaining to the said Resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto alongwith a Postal Ballot form (the "Form") for your consideration.

The Board of Directors has appointed Mr. Dinesh M Jain, Chartered Accountant, Mumbai as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Saturday, 2nd January, 2016.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director.

The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on Tuesday, 5<sup>th</sup> January, 2016 at 4.00 p.m. at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchange where the Company's shares are listed, published in the newspapers and displayed alongwith the Scrutinizer's report on the Company's website viz. [www.satgroup.in](http://www.satgroup.in).

#### Item No. 1: Insertion of Object in the Object Clause of the Memorandum of Association

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force ) and as may be enacted from time to time and subject to such permissions, consents, confirmations, approvals as may be required, the Memorandum of Association the Company be and is hereby altered by inserting the following clause as clause 2F(d) immediately after existing clause 2F (c) of the Clause III (A) of the Memorandum of Association of the Company :

"To carry on the business of purchasing and letting on lease or hire in any part of India or abroad all kinds of machinery, moulds, plants, tools, jigs and fixtures, agricultural machinery, barges, automobile and vehicles of every kind and description, computers, office equipment of every kind, construction machinery of all types and description, air conditioning plants and electronic equipments of all kind and description."

**Registered Office :**  
41, B- Wing , Mittal Tower,  
Nariman Point ,  
Mumbai – 400 021.

**By Order of the Board of Directors**

**Dated: 28.11.2015**

**H.K. Turgalia**  
Whole time Director  
DIN: 00049544

**Note:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 of, in respect of items no.1 the Notice as set out above, is annexed hereto.
2. The Company has appointed Mr. Dinesh M Jain, Proprietor of M/S. D M Jain & Company, Chartered Accountants to act as the Scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 27.11.2015.
4. In compliance with provisions of Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. **E voting is optional.**

**The instructions for members for voting electronically are as under:-**

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	9.00 A.M. on Monday, 7 <sup>th</sup> December, 2015
End of remote e-voting	5.00 P.M. on Saturday, 2nd January, 2016

The cut-off date/record date for the purpose of remote e-voting is Friday, 27th November, 2015. The Postal Ballot Notice is also available on the website of the Company at [www.satgroup.in](http://www.satgroup.in)

**[A] In case of members receiving e-mail :**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next, enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares, in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li><li>● In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li></ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting

through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, they have to create a user who would be able to link the account(s), which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**[B] In case of members receiving the physical copy:**

- a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b) The voting period begins on Monday, 7<sup>th</sup> December, 2015 (09.00 a.m.) and ends on Saturday, 2nd January, 2016 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27.11.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **Annexure to Notice**

Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013

### **Item no.1**

In order to diversify into certain new business ventures which can be carried out with the existing activities, your Directors have always been considering various proposals. In this process, it has been found that the business of leasing of machines etc. can be had.

Amendments proposed by way of insertion of a new clause as clause 2F(d) immediately after existing clause 2F (c) of the Clause III (A) - Object Clause in the Memorandum of Association of the Company as set out in the resolution under this item are to facilitate diversification etc. and enable the Company to enlarge its area of operation.

Your directors are of the view that it will be beneficial for the Company and the members and also in harmony with greater public interest that the company should diversify its activities. Your Directors are also of the view that the proposed additional objects may conveniently and advantageously be combined with the existing business of the Company. Accordingly, the Directors propose to amend Clause III(A) of the Memorandum of Association of the Company as set out at item no.1 of the accompanying Notice. To enable the Company to take this new line of activities in due course as and when considered proper by the Board of Directors, alterations in the Object Clause of the Memorandum of Association are necessary.

As per the provisions of Section 13 of the Companies Act, 2013, the Object Clause of the Company can be amended only by a special resolution passed by the members and accordingly the Directors of the Company recommend the resolution set out at item no.1 for consideration and acceptance of the members.

A copy of the Memorandum of Association together with the proposed amendments are available for inspection at the registered office of the Company between 10.30 a.m and 1.30 p.m on all working days except Saturdays and holidays upto the date of the voting period. None of the Directors, key managerial personnel and their relatives of the Company is in any way concerned or interested, financial or otherwise in the resolution.

**Registered Office :**  
**41, B- Wing , Mittal Tower,,**  
**Nariman Point ,**  
**Mumbai – 400 021.**

**Dated: 28.11.2015**

**By Order of the Board of Directors**

**H.K. Turgalia**  
**Wholetime Director**  
**DIN: 00049544**

### **NOTES:**

1. The Statement and reasons for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited as on 27.11.2015.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting/ remote voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent.
5. Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith Postal Ballot Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com) or from the 'Investors' section on the Company.



**SAT INDUSTRIES LIMITED**  
(CINL25199MH1984PLC034632)

Regd. Office: 41, B- Wing, Mittal Tower, Nariman point, Mumbai- 400 021.

Tel. +91 22 66107025 Fax: 91 22 66107027

Website: [www.satgroup.in](http://www.satgroup.in), E-mail: [sil@mtnl.net.in](mailto:sil@mtnl.net.in)

**POSTAL BALLOT FORM**

Sr.No.

1.	Name and registered address of the sole/first named Shareholder/Member/Beneficial Owner	
2.	Name(S) of the Joint Shareholder(s)/ Member(s) Beneficial Owner(s) (if any)	
3.	Registered Folio No./DP ID No./Client ID No.	
4.	Number of shares held	

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 28<sup>th</sup> November, 2015 by sending my/our assent or dissent to the said Resolution by placing the tick(✓) mark at the appropriate box below:

Item No.	Description	Type of Resolution	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	To alter the Object Clause by inserting clause 2F(d) immediately after existing clause 2F(c) of the Clause III (A) of the Memorandum of Association of the Company	Special			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder / Member / Beneficial Owner)

**ELECTRONIC VOTING PARTICULARS**

EVSN (Electronic Voting Sequence Number)	*Default PAN
<b>151201001</b>	

*\*only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.*

Note:-

The e-voting periods begins on 7<sup>th</sup> December, 2015 (9.00 a.m.) and end on 2<sup>nd</sup> January, 2016 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical or dematerialized form, as on cut-off date 27<sup>th</sup> November, 2015 may cast their vote electronically.

## INSTRUCTIONS

Please read the following instructions carefully:

1. Please complete this postal ballot form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. You may also deliver the envelope containing postal ballot form, personally to the registered office of the Company or send it by courier at your expense.
2. The self-addressed, postage prepaid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The postal ballot form should be completed and signed by the sole/first named shareholder. In the absence of first named shareholders, in case of joint holding, the form may be completed and signed by the next named shareholder. However where the form is sent separately by the first named shareholder and the joint holder(s) the vote of the first named shareholder will be valid.
4. In case of equity shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the board resolution/authority, with signature/s of authorised signatory (ies) duly attested.
5. Unsigned postal ballot forms will be rejected.
6. The votes should be cast either in favour or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal ballot form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filed or bearing more than one (✓) Postal ballot forms will be subject to rejection by the Scrutinizer.
7. A member need not use all the votes nor cast all the votes in the same way.
8. The right of voting by postal ballot shall be exercised only by the members.
9. There will be one postal ballot form for every Folio/Client ID irrespective of the number of joint holders.
10. The notice of postal ballot is being dispatched to the members whose name appear on the Register of Member as on November 27, 2015 and voting rights shall be reckoned on the paid up value of the equity shares registered in the name of shareholders as on the same date.
11. Duly completed postal ballot forms should reach the Company not later than 05.00 P.M. on or before January 2, 2016. Postal ballot forms received after this date and time will be strictly treated as if the reply from the member has not been received.
12. The result of the postal ballot will be announced by Director or Company Secretary of the Company on Tuesday, January 5, 2016 at 04.00 P.M. at the registered office of the Company.
13. You are requested not to send any other paper along with the postal ballot form. All envelopes will be sent to the Scrutinizer and the Scrutinizer will destroy any irrelevant paper found in the envelope.
14. The Scrutinizer's decision on the validity of postal ballot will be final.