

## NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of SAT INDUSTRIES LIMITED will be held at Umang Hall, Samrat Hotel, Prem Court, J. Tata Road, Mumbai-400 020 on Saturday, the 29th day of September, 2012, at 9.00 A.M. to transact the following business:

### ORDINARY :

- (1) To receive, consider and adopt the audited accounts of the Company for the year ended on March 31, 2012 alongwith the Report of the Directors' and Auditors' thereon.
- (2) To appoint a director in place of Mr. Virendra Maurya who retires by rotation and being eligible, offers himself for re appointment.
- (3) To appoint a director in place of Mr. Harikant Turgalia who retires by rotation and being eligible, offers himself for re appointment.
- (4) To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions relating to the appointment of the Auditors of the Company:

A. "RESOLVED THAT M/S R. Kabra & Co., Chartered Accountants, Mumbai (ICAI FRN : 104502W) be and are hereby re-appointed as the Statutory Auditors of the Company u/s 224 and other applicable provisions, if any, of the Companies Act, 1956, to hold office as such from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, at a remuneration including applicable service tax as may be decided by the Board of Directors of the Company."

B. "RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, the accounts of the Company's branch office at Sharjah (UAE) be audited by the persons other than the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to appoint auditors, to audit the accounts of the Sharjah Branch (UAE) in consultation with the Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration."

Registered Office : By Order of the Board of Directors  
69-A, Rajgir Chambers, 8<sup>th</sup> Floor,  
12/14, Shahid Bhagat Singh Marg,  
Fort, Mumbai - 400 023.  
Dated : 14.08.2012

H.K. Turgalia  
Wholtime Director

### Note :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 26.9.2012 to 29.09.2012 (both days inclusive).
3. An explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 of the Companies Act, 1956, in respect of items no.4 of the Notice as set out above, is annexed hereto.
4. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
5. Any query related to accounts should be notified to the Company at least 7 days before the date of the Annual General Meeting.
6. The Securities and Exchange Board of India has mandated compulsory trading of the Company's equity shares in demat form for all the investors. The International Securities Identification number (ISIN) code is INE 065D01027.

### Annexure to Notice

#### Item no.4

(a) The Board of Directors of the Company have on the recommendation of the Audit Committee proposed that M/S R. Kabra & Co., Chartered Accountants, Mumbai be re-appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company. M/S R. Kabra & Co., Chartered Accountants, Mumbai have forwarded their certificates to the Company stating that their re-appointment, if made, will be within the limit specified in that behalf in Sub-section 1(B) of Section 224 of the Companies Act, 1956.

(b) The Board of Directors of the Company on the recommendations of the Audit Committee decided to have the accounts of the Sharjah Branch (UAE) of the Company be audited by a person other than the statutory Auditors of the Company in accordance with the provisions of section 228 of the Companies Act, 1956.

The resolutions as in this item of Notice are accordingly commended for the acceptance of the members.

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Dated : 14.08.2012

H.K. Turgalia  
Wholtime Director

Brief resume and other information in respect of Non-Executive Director seeking appointment/ re-appointment at the Annual General Meeting :

(a) Mr. Harikant Turgalia :

Mr. Harikant Turgalia aged about 50 years is a Commerce Graduate.

He is director in the Company since 2000.

He is a member of the Audit Committee and Shareholders/Investor Grievances Committee of the Board of Directors of the Company.

Nature of expertise in specific functional area : Accounts and Finance.

He is a director in Sat E-COM Limited, Sat Realty Limited and park Continental Limited and he is not Chairman/Member of the Committee(s) of Board of Directors of any other company.

He does not hold any share of the Company as on the date of this Notice.

(b) Mr. Virendra Maurya:

Mr. Virendra Maurya aged about 29 years is a Commerce Graduate.

He is director in the Company since 07-12-2009.

He is a member of the Audit Committee and Remuneration Committee of the Board of Directors of the Company.

Nature of expertise in specific functional area : Accounts and finance.

He is not a director in any other company. Hence he is not Chairman /Member of the Committee(s) of Board of Directors of any other company.

He does not hold any share of the Company as on the date of this Notice.



# SAT INDUSTRIES LIMITED

Registered Office : 69-A, Rajgir Chambers, 8th Floor, 12/14, Shahid Bhagat Singh Marg,  
Opp. Old Custom House, Fort, Mumbai 400 023

## PROXY FORM

I / We \_\_\_\_\_  
of \_\_\_\_\_  
being the Member / Members of **SAT INDUSTRIES LIMITED** the named Company, hereby appoint  
Mr./Ms. \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ or failing him Mr./Ms. \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the ANNUAL GENERAL MEETING of the Company to be held at 9.00 a.m.  
on Saturday, 29<sup>th</sup> day of September, 2012 or at any adjournment thereof.

Regd. Folio No.	
DP Id.*	
Client Id.*	

Affix  
Revenue  
Stamp of  
not less than  
Rs. 1.00

No. of shares

Signature : \_\_\_\_\_

Date : \_\_\_\_\_

\* Applicable for investors holding shares in electronic form.

### NOTES:

- The form should be signed across the stamp as per specimen signature registered with the Company.
- The Companies Act, 1956 lays down that the instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the time fixed for holding the Meeting.

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# SAT INDUSTRIES LIMITED

Registered Office : 69-A, Rajgir Chambers, 8th Floor, 12/14, Shahid Bhagat Singh Marg, Opp.  
Old Custom House, Fort, Mumbai 400 023

## ATTENDANCE SLIP

PLEASE COMPLETE THE ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

- Name of the Attending Member : \_\_\_\_\_  
(in Block Letters)
- Regd. Folio Number : \_\_\_\_\_
- DP Id.\* : \_\_\_\_\_
- Client Id.\* : \_\_\_\_\_
- Name of the Proxy (in Block Letters) : \_\_\_\_\_  
(To be filled in if the proxy attends instead of member)  
\* Applicable for Investors holding shares in electronic form  
No. of shares held : \_\_\_\_\_

I hereby record my presence at the Annual General Meeting at Umang Hall, Samrat Hotel, Prem Court, J. Tata Road,  
Mumbai – 400 020 on Saturday, 29th September, 2012 at 9.00 a.m.

Signature of the Shareholders/Proxy

### NOTES :

- Shareholders / Proxyholders are requested to bring the attendance slip with them when they come to the meeting. No attendance slip will be issued at the time of meeting.
- This attendance slip is valid only in case shares are held on the date of AGM.

If Undelivered, Please return to :

**SAT INDUSTRIES LIMITED**

**Registered Office** : 69-A, Rajgir Chambers,  
8th Floor, 12/14, Shahid Bhagat Singh Marg,  
Opp. Old Custom House, Fort, Mumbai 400 023