

# SAT INDUSTRIES LIMITED

(CIN: L25199MH1984PLC034632)

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

Tel. +91 22 66107025 Fax : 91 22 66107027 • website: www.satgroup.in • e-mail: sil@mtnl.net.in

## NOTICE

**NOTICE** is hereby given that the **Thirty First (31<sup>st</sup>) Annual General Meeting** of the Members of **SAT INDUSTRIES LIMITED** will be held at Umang Hall, Samrat Restaurant, Prem Court, J. Tata Road, Mumbai-400020 on Saturday, the 17<sup>th</sup> day of September, 2016, at 9:15 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt :
  - (a) the Audited Financial Statement of the Company for the year ended on March 31, 2016 along with the Report of the Directors' and Auditors' thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2016 together with the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Harikant Turgalia (DIN : 00049544) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution** relating to the appointment of the Auditors of the Company:

**"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 139 and other applicable provisions, if any, of the Companies Act, 2013, 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."

### Registered Office :

41, B- Wing , Mittal Tower  
Nariman Point ,Mumbai - 400 021  
Dated : 30.05.2016

By Order of the Board of Directors

**Harikant Turgalia**  
Whole-time Director  
DIN: 00049544

### Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY (Copy of Proxy form is attached) A person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than 10(ten) percent of the total share capital of the Company. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. Proxies submitted on behalf of the Companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 10.09.2016 to 17.09.2016 (both days inclusive).
3. Pursuant to the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to this Notice.
4. Members/proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
6. Any query related to accounts should be notified to the Company at least 7 days before the date of the Annual General Meeting.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. 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 INE065D01027.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Electronic copy of the Notice of the 31st AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depositories Participants(s) for communication purposes unless members who have not registered their email address, physical copies of the Notice of the 31st AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. **Voting Through Electronics Means**

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of the Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means

and the business may be transacted through e-voting services provide by Central Depository services Limited (CDSL). For the aforesaid purpose the Company has appointed Mr. Dinesh M. Jain on behalf of M/s. D. M. Jain & Co. Chartered Accountants as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility a his/her/it discretion, subject to compliance with the instructions prescribed below:

### INSTRUCTIONS FOR E-VOTING

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

|  |  |
|--|--|
| <b>Commencement of remote e-voting</b> | 9:00 A.M. on Wednesday, 14th September, 2016 |
| <b>End of remote e-voting</b>          | 5:00 P.M. on Friday, 16th September, 2016    |

The cut-off date/record date for the purpose of remote e-voting is Saturday, September 10, 2016.

This communication is an integral part of Notice dated May 30, 2016 for the Annual General Meeting scheduled to be held on Saturday, September 17, 2016.

The Notice of the Annual General Meeting and this communication are also available on the website of the Company at [www.satgroup.in](http://www.satgroup.in).

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

##### 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 Enter your applicable User ID, as under:
  - 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 No. registered with the Company.
- iv. Next enter the Image Verification code as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and cast your vote earlier for EVSN of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

|  |  |
|--|--|
| PAN  | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 sequence number which is printed on attendance Slip indicated in the PAN field.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction iii.</li> </ul>           |

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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 remote e-voting through CDSL platform. It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
- ix. For Members holding shares in physical form, the details can be used only for remote e-voting on the Resolutions contained in this Notice.
- x. Click on the EVSN of "SAT INDUSTRIES LIMITED".
- xi. 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 respective Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolution details.
- xiii. After selecting the Resolution if a member has decided to vote there on, click on "SUBMIT". A confirmation box will be displayed. If a member wishes to confirm his vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify his vote.
- xiv. Once a member "CONFIRM" his vote on the Resolution, he will not be allowed to change his vote.
- xv. A member can also take out print of the voting done by him/her by clicking on "Click here to print" option on the Voting page.
- xvi. If the demat account holder has forgotten the changed password, then Enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. For Non-Individual Members and Custodians:
  - a. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - d. 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.
  - e. A scanned copy of the Board Resolution and Power of Attorney (PoA) which they have issued in favour of the Custodian, if any, should be

uploaded in PDF format in the system for the scrutinizer to verify the same.

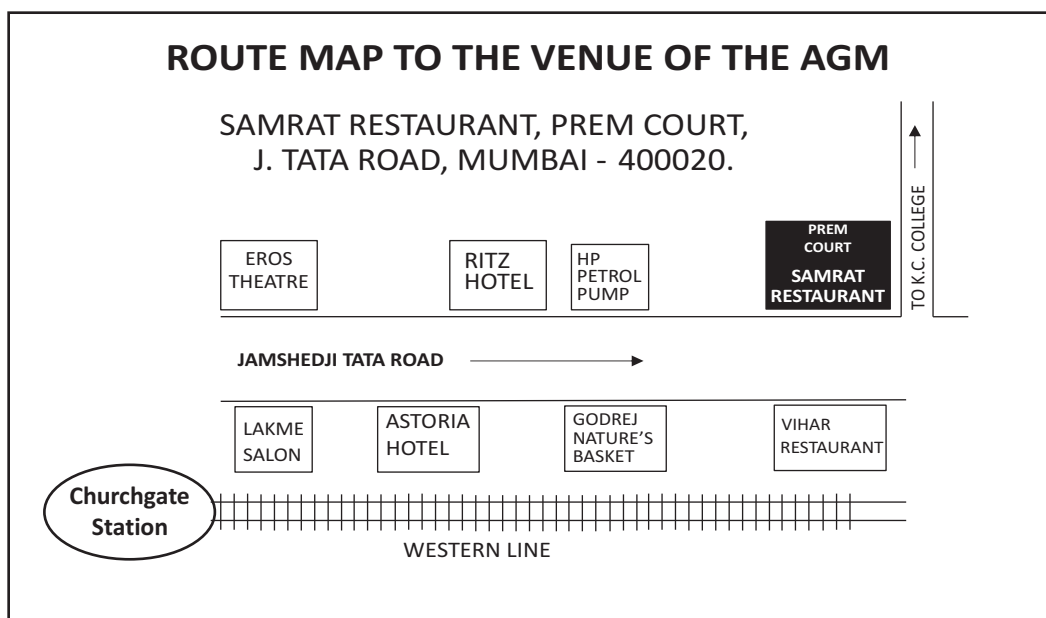
The remote e-voting commences on Wednesday, September 14, 2016 (IST 9:00 a.m.) and ends on Friday, September 16, 2016 (IST 5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date i.e. Saturday, September 10, 2016 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (i) Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 10, 2016 may follow the same instructions as mentioned above for remote e-voting.
- (ii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (iii) Mr. Dinesh M. Jain, Practicing Chartered Accountant has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through Ballot paper in the meeting, in a fair and transparent manner.
- (iv) The Scrutinizer, after scrutinising the votes cast at the meeting through ballot paper and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
- (v) In the event of poll, please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the Meeting.
- (vi) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 31st Annual General Meeting of the Company scheduled to be held on Saturday, September 17, 2016. The Results shall be declared within three working days from the conclusion of the meeting. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, [www.satgroup.in](http://www.satgroup.in) and on CDSL's website, [www.cdslindia.com](http://www.cdslindia.com) within two days of passing of the Resolutions at the meeting and communicated to the Stock Exchanges.

## ANNEXURE

PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 WITH THE STOCK EXCHANGES AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

| Name of Director      | Date of Birth<br>(No. of Equity<br>Shares held) | Qualification<br>(Relationship<br>with other<br>Directors)  | Nature of Expertise   | Name of Companies<br>in which he holds<br>Directorship                                 | Name of Committees of the<br>Companies of which he<br>holds Membership  |
|-----------------------|---|---|---|--|---|
| Mr. Harikant Turgalia | 30/07/1962<br>No. of shares: NIL                | Mr. Harikant holds the bachelor's degree in commerce.<br><br>(Not related with any director of the Company) | Mr. Harikant Turgalia aged 54 years is a young and dynamic person with 31 years of vast and rich experience of the accounts and finance in general and general administration, etc. in particular. He has been managing day to day affairs of the Company subject to the superintendence, control and directions of the Board of Directors of the Company | 1. SAT INDUSTRIES LIMITED<br>2. SAT E-COM LIMITED<br>3. AEROFLEX INTERNATIONAL LIMITED | SAT INDUSTRIES LIMITED<br><br>- Audit Committee (Member)<br><br>- Stakeholders Relationship/ Grievance Redressal Committee (Member) |



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### PROXY FORM FORM NO. MGT-11

|                       |                          |
|-----------------------|--------------------------|
| Name of the member(s) |                          |
| Registered address :  |                          |
| E-mail ID             | Folio No/DP ID-Client ID |

I/We, being the member (s) of Sat Industries Limited holding .....equity shares of the above named company, hereby appoint

(1) Name:..... Address:.....  
E-mail Id:..... Signature:.....or failing him;  
(2) Name:..... Address:.....  
E-mail Id:..... Signature:.....or failing him;  
(3) Name:..... Address:.....  
E-mail Id:..... Signature:..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on Saturday the September 17, 2016 at 9:15 a.m. at Umang Hall, Samrat Restaurant, J. Tata Road, Mumbai – 400020 and at any adjournment thereof in respect of such resolutions as are indicated below

| Sl..No. | Resolution | Optional* |         |
|---------|------------|-----------|---------|
|         |            | For       | Against |

#### ORDINARY BUSINESS

|    |  |  |  |
|----|--|--|--|
| 01 | Adoption of Financial Statements and other documents for the year ended March 31, 2016.                    |  |  |
| 02 | Appointment of Mr. Harikant Turgalia liable to retire by rotation.   |  |  |
| 03 | Appointment of Messrs. R Kabra & Co. Mumbai, Chartered Accountants, as Auditors and fix their Remuneration |  |  |

Signed this..... day of .....2016

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp of  
not less than  
Rs. 1.00

#### Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 31<sup>st</sup> Annual General Meeting.
3. \*It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

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(CIN: L25199MH1984PLC034632) Regd. Office: 41, B- Wing, Mittal Tower, Nariman point, Mumbai- 400 021.

### ATTENDANCE SLIP

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

1. Name of the Attending Member (in Block Letters) : .....
2. Regd. Folio Number : .....
3. DP Id.\* : .....
4. Client Id.\* : .....
5. 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 Restaurant, Prem Court, J. Tata Road, Mumbai – 400020 on Saturday, September 17, 2016 at 9.15 a.m.

#### NOTES :

1. 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.
2. This attendance slip is valid only in case shares are held on the date of AGM

Signature of the Shareholders/Proxy

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### Registration of email address for future communication

Name of Shareholder : ..... Email Id: .....

Address : .....

Client id/Folio No. (in case of physical holding): .....

DP ID: ..... Signature: .....