

SAT INDUSTRIES LIMITED

CIN: L45400MH1984PLC034632

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

Phone: 022 - 6610 7025 Fax.No: 022 - 6610 7027,

Email: sil@mtnl.net.in., website: www.satgroup.in

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/Ordinary Resolutions by way of Postal Ballot/e-Voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each 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 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 Monday, 29th September, 2014.

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 Wednesday, 1st October, 2014 at 5.00 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.

Item No. 1: Borrowing powers of the Board

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

"RESOLVED that, in supersession of ordinary resolution passed by the members of the Company at their extra ordinary general meeting held on 10th March, 2007 pursuant to erstwhile section 293(1)(d) of the Companies Act, 1956, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), 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 be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 200 crores."

RESOLVED FURTHER that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."

Item No. 2: Creation of Charges on the Company's properties

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

"RESOLVED that, in supersession of ordinary resolution passed by the members of the Company at their extra ordinary general meeting held on 10th March, 2007 pursuant to erstwhile section 293(1)(a) of the Companies Act, 1956, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), 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 be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, to or in favour of the Banks/Financial Institutions, other Creditors, other investing agencies and trustees for the holders of debentures/bonds and/or other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Equity Shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of Rs. 200 crores."

"RESOLVED FURTHER that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."

Item No. 3 : Appointment of Independent Director

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ramesh Chandra Soni (DIN : 00049497), who was appointed as a director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for (five) consecutive years for a term from 1st October, 2014 to 30th September, 2019."

Item No. 4 : Appointment of Independent Director

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sunil Mithalal Jain, (DIN : 03398788), who was appointed as a director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for (three) consecutive years for a term from 1st October, 2014 to 30th September, 2017."

Item No. 5 : Appointment of Independent Director

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Nikhil Khanderao Raut, (DIN : 06653335), be and is hereby appointed as an Independent Director of the Company to hold office for (three) consecutive years for a term from 1st October, 2014 to 30th September, 2017."

Item No. 6 : Insertion of the Objects in the Object Clause of The Memorandum of Association:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **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 and extended by inserting the following sub-clauses as new sub-clauses 3 to 7 immediately after the existing sub clause 2B of Clause III(A) of the Memorandum of Association of the Company.

3. To carry on in India or elsewhere the business of establishing, undertaking, organizing, conducting, observing, setting, planning, designing, promoting, controlling, customizing, providing, exchanging, managing people, technology, activities, information and resources involved in moving a product or service from supplier to customer; and upstream and downstream value added flow of materials, final goods and related information, technical or non technical, services, among suppliers, resellers, final consumers and systematic, strategic coordination of traditional business functions and tactics across these business functions within a particular company and across business within supply chain, warehousing and logistics for the purpose of improving the long term performance of the individual companies and other business entities.

4. To establish, acquire, promote, undertake or in any other manner carry on in India or abroad or both the business of educational institutions, schools, college, university, institutes, higher educational institutions, academy, training centers, classes, coaching classes, maths classes, computer coaching classes, professional courses, educational on net, english speaking classes and courses, tutorials, workshops, brain development programs, organize summer camps, seminars and other places of learning and/ or imparting education orally or by mechanical and/or technological means or by post engineering howsoever in all fields of arts, or technical means or by post engineering howsoever in all field of arts, science, crafts, commerce, management, technical, insurance, medical, electronic, computer english speaking and all other subject existing or which may come to exist in future and to conduct examination, and to prepare, publish, purchase and sale of study material and books, to sponsor authorship for books to pay and recover royalty, to maintain library, laboratory, test and other activities in pursuance thereof and to award/confer degrees, diploma, certificates, titles, honors and/or enter into agreements, collaborations, franchises and other agreement from time to time whether in India or abroad or both generally to do all things connected with the business of imparting education, marketing of educational products, educational consultancy, computer education and placement, research and training, education through information technology, e-learning and mobile learning.

5. To carry on the business of manufacturing, printing, processing distributing, selling, buying, importing ,exporting and dealing in all kinds of packing laminated & coated materials including made of paper, film, foil and plastic and all or any other materials that are and that may be developed for the purpose.

6. (a) To carry on the business of manufacturers of and dealers in plastic moulded goods of all kinds and for all purposes and in rubber and plastic tubes and tyres and in bottles, containers, tubes, thermo-wares, drums, crates, furniture, tanks, doors, windows, flaskwares, furniture wrapping materials, foams rubber and plastic product, transmission belts and conveyors, and similar industrial articles, pipes, tubes, hoses, rubber containers and rubber lined vessels, tanks, equipments, pipes, and similar equipments, electric products, electronic product, shoe products and parts thereof, either rubber products and parts, toys, insulating materials and all other blown, moulded, formed, extruded, cleandered and dipped good and articles.

(b) To carry on the business of manufacturers of processors, importers, buyers, sellers, stockiest, agents, distributors and dealers in all

Item No. 3 : Appointment of Independent Director

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Item No. 4 : Appointment of Independent Director

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sunil Mithalal Jain, (DIN : 03398788), who was appointed as a director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for (three) consecutive years for a term from 1st October, 2014 to 30th September, 2017."

Item No. 5 : Appointment of Independent Director

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Nikhil Khanderao Raut, (DIN : 06653335), be and is hereby appointed as an Independent Director of the Company to hold office for (three) consecutive years for a term from 1st October, 2014 to 30th September, 2017."

Item No. 6 : Insertion of the Objects in the Object Clause of The Memorandum of Association:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **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 and extended by inserting the following sub-clauses as new sub-clauses 3 to 7 immediately after the existing sub clause 2B of Clause III(A) of the Memorandum of Association of the Company.

3. To carry on in India or elsewhere the business of establishing, undertaking, organizing, conducting, observing, setting, planning, designing, promoting, controlling, customizing, providing, exchanging, managing people, technology, activities, information and resources involved in moving a product or service from supplier to customer; and upstream and downstream value added flow of materials, final goods and related information, technical or non technical, services, among suppliers, resellers, final consumers and systematic, strategic coordination of traditional business functions and tactics across these business functions within a particular company and across business within supply chain, warehousing and logistics for the purpose of improving the long term performance of the individual companies and other business entities.

4. To establish, acquire, promote, undertake or in any other manner carry on in India or abroad or both the business of educational institutions, schools, college, university, institutes, higher educational institutions, academy, training centers, classes, coaching classes, maths classes, computer coaching classes, professional courses, educational on net, english speaking classes and courses, tutorials, workshops, brain development programs, organize summer camps, seminars and other places of learning and/ or imparting education orally or by mechanical and/or technological means or by post engineering howsoever in all fields of arts, or technical means or by post engineering howsoever in all field of arts, science, crafts, commerce, management, technical, insurance, medical, electronic, computer english speaking and all other subject existing or which may come to exist in future and to conduct examination, and to prepare, publish, purchase and sale of study material and books, to sponsor authorship for books to pay and recover royalty, to maintain library, laboratory, test and other activities in pursuance thereof and to award/confer degrees, diploma, certificates, titles, honors and/or enter into agreements, collaborations, franchises and other agreement from time to time whether in India or abroad or both generally to do all things connected with the business of imparting education, marketing of educational products, educational consultancy, computer education and placement, research and training, education through information technology, e-learning and mobile learning.

5. To carry on the business of manufacturing, printing, processing distributing, selling, buying, importing, exporting and dealing in all kinds of packing laminated & coated materials including made of paper, film, foil and plastic and all or any other materials that are and that may be developed for the purpose.

6. (a) To carry on the business of manufacturers of and dealers in plastic moulded goods of all kinds and for all purposes and in rubber and plastic tubes and tyres and in bottles, containers, tubes, thermo-wares, drums, crates, furniture, tanks, doors, windows, flaskwares, furniture wrapping materials, foams rubber and plastic product, transmission belts and conveyors, and similar industrial articles, pipes, tubes, hoses, rubber containers and rubber lined vessels, tanks, equipments, pipes, and similar equipments, electric products, electronic product, shoe products and parts thereof, either rubber products and parts, toys, insulating materials and all other blown, moulded, formed, extruded, cleandered and dipped good and articles.

b) To carry on the business of manufacturers of processors, importers, buyers, sellers, stockiest, agents, distributors and dealers in all

kinds of machines, moulds, plastic materials of poly propylene films, bags, plastic laces, nylon fishing materials styrene, propylene, vinyl chloride, poly vinyl chloride polyethylene, polyolofines, vinyl acetate and copolymers of one or more of the above and/or other products, acrylics and polyesters, polycarbonates and polyethers and epoxy resins and compositions, P- F, U-F-and other thermosetting resins and moulding compositions nylon relison and similar thermoplastics, moulding compositions including prefabricated sections and shapes, cellulosic plastics and other thermosetting and thermoplastic materials and plastic products and goods including poly vinyl chloride pipes, sheets, linings, conduit pipes and ancillary products, resins, high density and low density polythene products.

(c) To render consultancy service in the manufacture of all kinds of rubber, plastics and moulded goods.

7. To carry on business to design, Manufacture, fabricate, assemble, stainless steel hoses and fittings, machinery, work on process, repair, alter, convert, buy, deal in, import, export or consult for plants, machineries, sub-assemblies, machine parts, tools, gauges, jigs, instruments, appliances, components, accessories and finished or semi finished engineering products made of Steel, thermoplastic, polymer and/or any other materials for industrial, agricultural or domestic use.

RESOLVED FURTHER THAT the Board of Directors and the Secretary of the company be severally authorised to do all acts, deeds and things necessary in order to give effect to the above resolution."

Item No. 7 : To Invest in other Body Corporate

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 186 and other applicable provisions, if any, of the Companies Act, 2013 or of any other law for the time being in force and subject to the approval, permissions, sanctions of the financial institutions /banks and the Central Government and/or Reserve Bank of India or any other authority (ies), where necessary, the Board of Directors of the Company be and is hereby authorised to invest by purchase/acquire/subscribe equity shares, preference shares and any other financial instruments of the body corporate and upto the amount not exceeding as mentioned against their respective names in the table below :

Name of body corporate	Business in which engaged	Amount of investment not exceeding (Rs. in crores)
Sah Polymers Limited	Manufacturing of flexible packaging	25 (Twenty five crores only)
Genext Students Limited	Education and software development	5 (Five crores only)
Supply Chain Exchange Limited	Logistics and Software Development	3 (Three crores only)
Italica Furniture Private Limited	Proposed to be engaged in the plastic moulded goods	10 (Ten crores only)
Sat E-Com Limited	Software Development	5 (Five crores only)
Aeroflex International Limited	Proposed to be engaged in the business of flexible hose pipes	5 (Five crores only)
Aeroflex Industries Limited	Manufacturing of Hose pipes	100 (One hundred crores only)
Eduvisor Services Private Limited	Listing and Search Services for educational and non-educational institutions	2 (Two crores only)

on such terms and conditions as they may, in their absolute discretion, deem beneficial and in the interest of the Company in one or more tranches.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

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

Dated : 19.08.2014

By Order of the Board of Directors

H.K. Turgalia
Wholetime Director

Note :

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 of, in respect of items no.1 to 7 of 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 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 22.08.2014.
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 despatching Postal Ballot Form. **E-voting is optional.**

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

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

- (i) Log on to the e-voting website 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 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:

For Members holding shares in Demat Form and Physical Form	
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"> 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. 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.
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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.

- (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.
- 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 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 30th August, 2014 (09.00 a.m.) and ends on 29th September, 2014 (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 22.08.2014, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item no.1

The Board of Directors of the Company is empowered to borrow money to the extent of Rs. 200 crores pursuant to the ordinary resolution passed by the members of the Company at their extra ordinary general meeting held on 10.03.2007 in accordance with the provisions of the section 293(1)(d) of the Companies Act, 1956.

Consequent upon the enactment of the Companies Act, 2013 and section 180(1)(c) thereof being effective from 12.09.2013, the Board of Directors of the Company can borrow in case they are authorized by the member of the Company through special resolution.

Further the Government of India, Ministry of Corporate Affairs vide General Circular no. 4/2014 dated 25/03/2014 has clarified that the resolution passed under section 293 of the Companies Act, 1956, prior to 12.09.2013 with reference to borrowing and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013, for a period of one year from the date of notification of section 180 of the Act, The section was notified on 12.09.2013.

As per the provision of the section 180(1)(c) of the Companies Act, 2013 the Board of Directors of the Company cannot borrow money in excess of the aggregate of its paid share capital and free reserves, that is to say - reserves not set apart for any specific purpose without the consent of the Company in general meeting.

The Company is in process of expanding its activities. In order to enable the Board of Directors of the Company to borrow money to finance the growing needs, it is proposed to authorize the Board of Directors of the Company to borrow money for the purpose of the business up to Rs.200 crores over and above the paid up share capital and free reserves of the Company.

✓ The Directors recommend a special resolution as set out at item no. 8 of the accompanying Notice for the approval of the members.

None of the Directors, key managerial personnel and their relatives of the Company is in any way concerned or interested financially or otherwise in the resolution.

Item No.2

The Board of Directors of the Company is empowered to mortgage etc. the assets of the Company to the extent of Rs. 200 crores pursuant to the ordinary resolution passed by the members of the Company at their extra ordinary general meeting held on 10.03.2007 in accordance with the provisions of the section 293(1)(a) of the Companies Act, 1956.

Consequent upon the enactment of the Companies Act, 2013 and section 180(1)(a) thereof being effective from 12.09.2013, the Board of Directors of the Company can mortgage etc. the assets of the Company in case they are authorized by the members of the Company through special resolution.

Further the Government of India, Ministry of Corporate Affairs vide General Circular no. 4/2014 dated 25/03/2014 has clarified that the resolution passed under section 293 of the Companies Act, 1956, prior to 12.09.2013 with reference to borrowing and / or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013, for a period of one year from the date of notification of section 180 of the Act, The section was notified on 12.09.2013.

✓ As per the provision of the section 180(1)(a) of the Companies Act, 2013 the Board of Directors of the Company cannot mortgage and/or charge whole or substantially the whole of the property whether movable or immovable without the consent of the Company in general meeting.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the moveable or immoveable properties of the in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and/or charge by the company of its movable and/or immoveable properties and/or the whole or any part of the undertaking(s), with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposable of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act, 2013. Hence, it is necessary for the members to pass a resolution under the said Section.

The Directors recommend this enabling resolution as set out at item no. 2 of the accompanying Notice for approval of the members.

None of the Directors, key managerial personnel and their relatives of the Company is in any way concerned or interested financially or otherwise in the resolution.

Item Nos.3 to 4

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Ramesh Chandra Soni and Mr. Sushil Mithalal Jain as Independent Directors at various times, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Ramesh Chandra Soni as Independent Director from 1st October, 2014 upto 30th September, 2019 and Mr. Sunil Mithalal Jain as Independent Director from 1st October, 2014 upto 30th September, 2017.

The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.

Brief resume of Mr. Ramesh Chandra Soni and Mr. Sunil Mithalal Jain, nature of their expertise in specific functional area and names of the Companies in which he holds directorship and membership/Chairmanship of Board committees, shareholding and relationship between directors inter se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges are provided as annexure to this Notice.

None of the Directors except Mr. Ramesh Chandra Soni and Mr. Sunil Mithalal Jain, key managerial personnel and their relatives, of the Company is in any way concerned or interested financially or otherwise in the resolution

Item no. 5

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed company.

The Nomination & Remuneration Committee has recommended the appointment of Mr. Nikhil Khanderao Raut as Independent Director from 1st October, 2014 upto 30th September, 2017.

The above Independent Director has given a declaration to the Board that he meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, the above Independent Director fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Director as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.

Brief resume of Mr. Nikhil Khanderao Raut, nature of his expertise in specific functional area and names of the Companies in which he holds directorship and membership/Chairmanship of Board committees, shareholding and relationship between directors inter se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges are provided as annexure to this Notice.

None of the Directors, key managerial personnel and their relatives, of the Company is in any way concerned or interested financially or otherwise in the resolution.

Item no. 6

In order to diversify into certain new business ventures, your Directors have always been considering various proposals.

Amendments proposed by way of additions to the Object Clause in the Memorandum of Association 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.5 of the accompanying Notice. To enable the Company to take these new lines 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.5 for consideration and acceptance of the members.

A copy of the Memorandum of Association together with all the proposed amendments is available for inspection at the registered office of the Company between 10.30 AM and 1.30 PM on all working days except Saturdays and holidays upto the date of the meeting.

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.

Item no. 7

For the past sometime your Company has been contemplating to make foray into new and innovative businesses in addition to the existing business and also expansion of the existing business through green field projects as well as through brown field projects. In this process your Company has identified certain business and companies in which it foresees a bright future. This proposed object of the Company can be had through the acquisition of stake, making further investment or otherwise in those companies.

The name of the companies, business in which they are engaged and amount proposed to be invested are as under :

Name of body corporate	Business in which engaged	Amount of investment not exceeding (Rs. in crores)
Sah Polymers Limited	Manufacturing of flexible packaging	25 (Twenty five crores only)
Genext Students Limited	Education and software development	5 (Five crores only)
Supply Chain Exchange Limited	Logistics and Software Development	3 (Three crores only)
Italica Furniture Private Limited	Proposed to be engaged in the plastic moulded goods	10 (Ten crores only)
Sat E-Com Limited	Software Development	5 (Five crores only)
Aeroflex International Limited	Proposed to be engaged in the business of flexible hose pipes	5 (Five crores only)
Aeroflex Industries Limited	Manufacturing of Hose pipes	100 (One hundred crores only)
Eduvisor Services Private Limited	Listing and Search Services for educational and non-educational institutions	2 (Two crores only)

Shareholding interest of Directors and Key Managerial Persons in the above Companies :

None of the Directors and Key Managerial Persons except the following have any shareholding interest:

Name of body corporate	Mrs. Shehnaz D Ali (in %)	Mr. Asad Daud (in %)
Sah Polymers Limited	-	-
Genext Students Limited	0.001	1.18
Supply Chain Exchange Limited	0.05	14.01
Italica Furniture Private Limited	-	0.48
Sat E-Com Limited	-	-
Aeroflex International Limited	14.00	6.00
Aeroflex Industries Limited	-	-
Eduvisor Services Private Limited	-	90.00

The investment proposed to be made as mentioned hereinabove can be in one or more tranches and as deem fit by the Board of Directors or a committee thereof from time to time.

Pursuant to the provision of the section 186 of the Companies Act, 2013 the Company cannot directly or indirectly acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of its paid up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

The investment as proposed exceeds the limit as specified in the above section and to enable the Board of Directors to make the investment same requires prior approval by means of a special resolution passed at a general meeting.

The investment proposed to be made will be out of the internal accruals and/or proceeds by issue of further capital in your Company.

In view of this the Directors recommend special resolution as set out at item no. 6 of the accompanying Notice for the approval of the members.

None of the Directors except Mrs. Shehnaz D. Ali and Mr. Asad Daud, key managerial personnel and their relatives of the Company is interested or concerned financially or otherwise in any way in passing of this resolution.

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

Dated : 19.08.2014

By Order of the Board of Directors

H.K. Turgalia
Wholetime Director

Brief resume and other information of Independent Directors seeking appointment/re-appointment pursuant to Section – 149 of the Companies Act, 2013 and Clause – 49 of the Listing Agreement.

Name of the Directors	Mr. Ramesh Chandra Soni	Mr. Sunil Mithalal Jain	Mr. Nikhil Khanderao Raut
Director Identification Number	00049497	03398788	06653335
Date of Birth	19-10-1959	10-02-1978	13-10-1991
Nationality	Indian	Indian	Indian
Date of appointment on the Board	28-09-2006	17-01-2011	-
Relationship with other director	None	None	None
Qualifications	B.Com, FCA	B.Com	B.Com
Expertise in functional area	Audit, Finance and Taxation	Finance and Capital Market	Accounts
Number of shares held in the Company	Nil	Nil	Nil
List of Directorships held in other companies	1. Sah Polymers Limited 2. Genext Students Limited 3. Supply Chain Exchange Limited	Nil	Nil
Chairman/Member of the Committees of the Board of Directors of the Company as on 31.03.2014	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee	1. Nomination and Remuneration Committee	Nil
Chairman/Member of the Committees of the Boards of other Companies in which he is Director as on 31.03.2014	Nil	Nil	Nil

NOTES:

1. The Explanatory Statement and reasons for the proposed Special /Ordinary 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 22.08.2014
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 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. 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 or from the 'Investors' section on the Company.