

PROCEEDINGS OF WRITTEN RECORDS RELATING TO THE RESOLUTIONS PASSED BY WAY OF POSTAL BALOT / E-VOTING AS REQUIRED TO BE MAINTAINED PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013 BY THE SHAREHOLDERS OF SAT INDUSTRIES LIMITED HELD ON, SEPTEMBER 6, 2016 AND RESULT ANNOUNCED ON SEPTEMBER 8, 2016.

The Company at its Board meeting held on August 3, 2016, decided to obtain consent of the members, pursuant to section 110 of Companies Act, 2013 read with Rule 22 of Companies (Management and administration) Rules, 2014 in respect of the following matters:

- 1) Insertion of the objects in the object clause of the memorandum of association.
- 2) Preferential issue of warrants.
- 3) Increase in Authorised Share Capital.
- 4) Alteration of clause V of the Memorandum of Association consequent upon increase in Authorised Share Capital.
- 5) To investment in other Body Corporate.

The postal ballot notice dated August 3, 2016 was sent to Members of Company whose names appeared on the register of members/List of beneficiaries as on July 29, 2016 and the dispatch of notice of postal ballot along with the postal ballot forms and business reply envelope (Postage Prepaid) through speed post, was completed on August 5, 2016 for those members whose email id's were available in the electronic registry, the postal ballot form was sent by email.

As required under Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had also made arrangement for voting by electronics means and availed the services of Central Depository Services (India) Limited (CDSL) to provide the facility to the members for voting by electronics means.

The members were requested to return the physical postal ballot forms duly completed along with the assent (FOR) or Dissent (AGAINST), so as to reach the scrutinizer before 5:00 p.m. on Tuesday, September 7, 2016. In case of electronic voting, members were requested to cast their votes electronically up to 5:00 p.m. on September 6, 2016.

The Board of Directors in their meeting held on August 3, 2016 appointed Mr. Dinesh M. Jain of M/s D. M. Jain & Co., Chartered Accountants in practice, as Scrutinizer to receive and scrutinize the completed ballot forms received from the members and for conducting the postal ballot in a fair and transparent manner.

A brief summary of the calendar of events for voting by postal ballot is as follows:

Events	Date
Date of Board Meeting recommending the business to be transacted by way of postal ballot (including e-voting)	August 3, 2016
Cut-off date for determining the names of members, who shall be eligible to receive the postal ballot notice and forms.	July 29, 2016



Date of dispatch of postal ballot notice and forms by e-mail	August 5, 2016
Date of commencement of voting	August 8, 2016
Last date for voting by physical ballot and through e-voting.	September 6, 2016
Date of Scrutinizers report to chairman/Director/Company Secretary	September 7, 2016

The scrutinizer carried out the scrutiny of postal ballot forms received physically and the votes polled electronically up to September 6, 2016 and the scrutinizer submitted his report dated September 7, 2016 to the undersigned.

The details as summarized by the scrutinizer in his report are as follows:

Resolution title	For		Against		Percentage	
	No. of Shareholders	No. of Equity shares	No. of Shareholders	No. of Equity shares	For	against
Postal Ballot + electronic mode						
Insertion of the objects in the object clause of the memorandum of association	21	47188148	NIL	NIL	100	NIL
Preferential issue of warrants	21	47188148	NIL	NIL	100	NIL
Increase in Authorised Share Capital	21	47188148	NIL	NIL	100	NIL
Alteration of clause V of the	21	47188148	NIL	NIL	100	NIL



Memorandum of Association consequent upon increase in Authorised Share Capital						
To investment in other Body Corporate	21	47188148	NIL	NIL	100	NIL

On the basis of scrutinizer's Report, I hereby record that the following resolutions were passed by the shareholders of the Company with requisite majority.

1. INSERTION OF THE OBJECTS IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION – SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (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 of the Company be and is hereby altered and extended by inserting the following sub-clauses as new sub-clauses 2J to 2L immediately after the existing sub clause 2I of Clause III(A) of the Memorandum of Association of the Company :

2J (a). To carry on the business of a leasing company, hire purchase company, P2P lending (peer-to-peer / principal-to-principal) company and finance company and to undertake and or arrange or syndicate all types of business relating to financing of consumers, schools, colleges or coaching institutions, individuals, industry – large, medium and small or corporate, through online or offline medium, for all kinds of vehicles, aircrafts, ships, machinery, plants, two-wheelers, tractors and other farm equipments, consumer durables, equipment, renewable energy equipment/infrastructure, construction equipment, housing equipment, educational loans, capital equipment, office equipment, their spares and components, real estate, infrastructure work or activity, including used/refurbished products, as also services of every kind and description, computers, storage tanks, toll roads, communication satellites, communication lines, factories, rolling stock, moveable and immovable property, to engage in all forms of securitisation, installment sale and/or deferred sale relating to goods or materials, to purchase the book debts and receivables of companies and to lend or give credit against the same, to undertake real estate business, to borrow, to transact business as promoters, financiers, monetary agents, to carry out the business of a company established with the object of financing industrial enterprises and to arrange or provide financial and other facilities independently or in association with any person, Government, Financial Institutions, Banks, Industrial Companies or any other agency, in the form of lending or advancing money by way of loan, working capital finance, refinance, project finance or in any other form, whether with or without security, to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises and to arrange or provide facilities for the purposes of infrastructure development work or for providing infrastructure facilities or engaging in infrastructure activities and to raise



and provide venture capital and promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in their shares or other securities.

(b). To promote the formation and mobilization of capital, to manage capital, savings and investment, to act as a discount and acceptance house and purchase, finance, re-finance, co-accept, discount and re-discount bills of exchange(s) or any other kind of trade or financial bills or credit instruments, to act as or carry on the business of consultants, advisers, managers, experts and technical collaborators in matters pertaining to, without prejudice to the generality of the foregoing, portfolio management services, syndication of loans, counselling and tie-up for project and working capital, finance, syndication of financial arrangements whether in domestic or international markets, mergers and amalgamations, asset reconstruction or recovery, wealth management, infrastructure finance, corporate re-structuring, corporate planning & strategic planning, foreign currency lending or borrowing, project planning and feasibility, investment counselling, setting up of joint ventures, finances, management, marketing of financial and money market instruments and products, prospecting and projecting of businesses and valuation of undertakings, business concerns, assets, concessions, properties or rights or any other business area and to employ experts for any of these purposes and to promote or act as Investment Bankers, Merchant Bankers, Portfolio Investment Managers, Lead Managers or Co-Managers, Market Makers, Book Runners and further perform any other kind of role as an Intermediary or Advisor in the Securities Market.

(c). To render services as brokers, commission agents, importers and exporters, and to act as trustees, executors, administrators, managers, agents or attorney, to carry on the business of retail and institutional distribution of the schemes of the Mutual Funds or any other financial products issued by Banks, Mutual Funds or any financial intermediary, to contract for, and negotiate and issue and participate in funding any public and private loans and advances, underwriting contracts, mortgages, equity participation, cash credits, overdrafts and other financial facilities.

(d). To act as money changers, brokers, dealers, agents, buyers and sellers of all foreign exchange in the form of currencies, travellers' cheques, cards (pre-paid, credit or debit), bonds, notes, instruments, papers, documents, subject to the approval of the Reserve Bank of India and other competent authorities, wherever necessary; to take positions, hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travellers' cheques, cards (pre-paid, credit or debit), phone cards and all instruments in any currency, subject to all rules, regulations and approvals as may be necessary and to deal in documents related to import or export trade, payables or receivables or securities either within or outside India; to engage in the foreign exchange money changing business, money transfer services in foreign exchange, either in the form of foreign currency notes / coins or travellers' cheques, cards (pre-paid, credit or debit) or any other negotiable instruments to or from India or abroad; to deal in currency or exchange options, swaps, futures, in foreign or Indian currencies in direct or derivative forms in India or abroad on the Company's own behalf or on behalf of its clients; to manage, acquire, hold, exchange, dispose of monies, foreign exchange, investments, funds, pools relating to and/or emanating from India or elsewhere on its own behalf or on behalf of its clients, customers, dealers, brokers, agents, trusts, funds, Government or other bodies; to do the business of broking in exchange, currencies.



(e) To carry on the business of providing microfinance/ micro credit services as permitted from time to time by the Reserve Bank of India or other regulatory authority(ies) as may be applicable in this respect .

2K (a) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es), malls, either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s).

(b) To carry on the business of developing, maintaining and operating construction and development of housing projects either individually or as joint venture with any other Company/firm/individual/ consultant whether local or foreign.

(c) To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise.

(d) To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors.

(e) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.

(f) To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country any wherein the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, subways, flyovers, bus and truck terminals, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, water treatment system, solid waste management system, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.



2L (a) To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockiest of all kinds of pharmaceuticals and allied products.

(b) To carry on in India or abroad business of importers, merchants, general order suppliers, commission agents, representatives, distributors, royalty owner, contractors, auctioneers, indent agents, passage agents, factors, organizers, concessionaries, sale agents, sub agents, and insurance agents, in connection with the business as referred to in sub-clause (a) above.

(c) To acquire, establish, run and maintain hospital(s) for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of persons requiring medical attention, or rehabilitation, to provide medical relief to the public in all branches of medical sciences by all available means, to run, own, manage, administer, Diagnostic Centres, Scan Centres, Nursing Homes, Clinics, Dispensaries, Maternity Homes, Child Welfare and Family Planning Centres, Clinical, Pathological testing laboratories, X-Ray and ECG Clinics in India and abroad, to act as Consultant and Advisors providing technical know-how, technical services and allied services for the establishment, operation and improvement of Nursing Homes, Hospitals, Clinics, Medical Institutions, Medical Centres, Diagnostics Centres and Laboratories In India and abroad, to carry out medical research by engaging in the research and development of all fields of medical sciences, and in therapies of medical treatment, so as to afford medical relief in a better way, to provide research facilities for carrying on research, basic and applied, in all systems and discipline or medical and surgical knowledge, to develop pharmacological standardization of indigenous medical plant, to encourage and discover new medical and/or surgical management of disease and affections and to investigate and make known the nature and merits of investigations and findings and research in the said field and to acquire any processes upon such terms as may seem expedient and to improve the same and undertake the manufacture of any product developed, discovered or improved and/or to give licences for the manufacture for the same to other and either to market the same or to grant licenses to other to market the same on such terms as may be deemed fit, to provide, encourage, initiate or promote facilities for the discovery, improvement or development of new method of diagnosis, understanding and treatment of diseases.

(d) To establish and run health portal, web sites, medical transcription centres, data processing/computer centres, retail chains, e-commerce, and to offer wholesale, retail, e-commerce facilities, health constancy and data processing and other services that are normally offered by health portal, web sites, medical transcription centres, data processing/computer centres, retail chains, etc. to individuals, business and other type of customers and to impart training of Electronic data processing, Computer Software and Hardware, to customers and others and to carry on the business of manufacturers, producers, makers, convertors, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in computers, data processors, calculators, tabulators, machines, appliances, accessories, devices and instruments, of every kind and activation for use for industrial, commercial, scientific, medical, statistical, or any other purpose and any product or products thereof or materials, articles, software and hardware used in the operation of or otherwise in connection therewith or ancillary thereof.



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.”

Total Number of valid votes cast on the resolutions:

Particulars	No. of Shareholders	No. of Equity shares of the face value of Rs. 10/- each.
Number of shareholders who have cast their vote by way of physical ballots and found to be valid (A)	13	1149
Number of shareholders who have cast their vote by way of electronic mode and considered valid (B)	8	47186999
Total number of shareholders who have cast their votes by physical ballots and electronic mode [(A) + (B)]	21	47188148

Details of Votes cast “FOR/AGAINST” the resolution:

Postal Ballot + E voting	FOR		AGAINST		PERCENTAGE	
	No. of Shareholders	No. of Equity shares	No. of Shareholders	No. of Equity shares	For	Against
	21	47188148	NIL	NIL	100	NIL

Result

As the number of vote casted in favour of the Resolution i.e. 100%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and administration) Rules, 2014, as set out in the Notice of Postal Ballot dated August 3, 2016 has been passed by the shareholders with requisite majority.

2. PREFERENTIAL ISSUE OF WARRANTS – SPECIAL RESOLUTION

“RESOLVED THAT pursuant to and in accordance with the provisions of section 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder and all other applicable laws and regulations including the Foreign Exchange Management Act, 1999, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Reserve Bank of India Guidelines, the relevant provisions of the Memorandum and Articles of Association of the Company and the provisions of the Listing Agreements with the Stock Exchange, on which the equity shares of the Company are listed or may be hereafter be listed (including any amendments thereto or re-enactment of all or any of the aforesaid) and subject to all such approvals, permissions,



sanctions and consents, if any, as may be required under the applicable laws and regulations and of concerned Authorities, bodies and Agencies and subject to such conditions and modifications as may be prescribed by any of the above said authorities, bodies, agencies and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof which the Board may have or may hereafter constitute, to which all or any of the powers hereby conferred on the Board by this Resolution, have been or may hereafter at any time be delegated), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, and allot, 4,00,00,000 Warrants of Rs. 2/- each (the Warrants) with a right attached thereto entitling the holder of the Warrants to apply for and subscribe within such time as may be fixed by the Board in one or more tranches, not exceeding 18 months from the date of allotment of warrants against payment in cash to one fully paid up Equity Share of Rs. 2/- each in the Share Capital of the Company in lieu of one warrant, to the following :

S.No.	Name of proposed allottee	Identity	Permanent Account Number	Number of warrants
1	SAT INVEST PRIVATE LIMITED	PROMOTER	AACCS2098D	1,25,00,000
2	A FLEX INVEST PRIVATE LIMITED	PROMOTER	AAKCA2950L	75,00,000
3	SATENDRA PAL SINGH CHHABRA	NON-PROMOTER	AARPC0629C	33,75,000
4	AMARJEET KAUR CHHABRA	NON-PROMOTER	ACCPC3670Q	18,00,000
5	MAHENDRA PAL SINGH CHHABRA	NON-PROMOTER	AAQPC4824N	11,25,000
6	PANKAJ KUMAR JAIN	NON-PROMOTER	AEHPJ6330D	15,00,000
7	MADAN MOHAN MANGAL	NON-PROMOTER	ADCPM0921D	15,00,000
8	SHAILJA MANGAL	NON-PROMOTER	ABZPM4087D	15,00,000
9	MADAN MOHAN MANGAL AMBA	NON-PROMOTER	AABHM6027L	7,50,000
10	SANJEEV GORWARA HUF	NON-PROMOTER	AAQHS2486A	8,25,000
11	RAHUL GORWARA	NON-PROMOTER	BTEPG7746M	3,75,000
12	ROHAN GORWARA	NON-PROMOTER	BTEPG7747L	3,75,000
13	RAKSHA GORWARA	NON-PROMOTER	AGCPG7020Q	1,50,000
14	RAJMANI GORWARA	NON-PROMOTER	AKFPG4064M	1,50,000
15	SHUBHANGI BHARGAVA	NON-PROMOTER	CCIPB8413L	1,00,000
16	VINOD GOYAL	NON-PROMOTER	AEPPG8136G	6,50,000
17	AMITA GOYAL	NON-PROMOTER	AJNPG1532H	7,50,000



18	RENU GOYAL	NON-PROMOTER	ABLPG5676N	15,00,000
19	MANIT GOYAL	NON-PROMOTER	BEZPG3936H	7,50,000
20	CHHAVI GOYAL	NON-PROMOTER	ASFPG2294R	9,25,000
21	MOHAN LAL GOYAL HUF	NON-PROMOTER	AAAHM9638L	13,00,000
22	PRAHLAD GARG	NON-PROMOTER	ACDPG7964Q	2,00,000
23	RAMNARAYAN KOTHARI	NON-PROMOTER	AJRPK3623R	2,00,000
24	SURENDRA KUMAR BANSAL	NON-PROMOTER	ABQPB2322K	2,00,000
	TOTAL			4,00,00,000

on such terms and conditions as may be determined by the Board in its absolute discretion; with power to settle details as to the form and terms of issue of the Warrants to the persons mentioned hereinabove and all other terms, conditions and matters connected therewith including to accept any modification thereto or therein as may be required by persons involved with any such issue of warrants in accordance with all applicable laws and regulations as may be prevailing at the time; provided that the price of the Warrants so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment or re-enactment thereof).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Relevant Date, being the date 30 days prior to the last date specified for receipt of duly completed postal ballot forms or e-voting is August 5, 2016 as prescribed under Regulations for Preferential Issues contained in chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment or re-enactment thereof) and the aggregate par value of the Equity Shares so issued upon exercise of the rights attached to the Warrants referred to above shall not exceed Rs. 8,00,00,000/-.

RESOLVED FURTHER THAT without prejudiced to the generality of the foregoing, the Board be and is hereby authorized to prescribe with respect to the aforesaid issue of the Warrants all or any of the terms or any combination of terms thereof in accordance with all applicable laws, bye-laws, rules, guidelines etc.

RESOLVED FURTHER THAT the Equity Shares issued pursuant to exercise of Warrants shall be subject to the Memorandum and Articles of Association of the Company and shall upon being so issued and allotted rank pari passu in all respects including dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the new shares to be issued consequent upon the exercise of option attached with the Warrants to be listed on the Stock Exchange at which the shares are already listed/proposed to be listed by the Company.



RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any offer, issue and allotment of above stated Warrants/ Equity Shares, the Board be and is hereby authorised to take all such actions , give all such directions and do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation to issue and sign all such documents, instruments and writings and to pay any fees, costs, charges and other outgoings in relation thereto and to settle all questions, to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Warrants and utilization of the issue proceeds, as it may, in its absolute discretion , deem fit and any such action, decision or direction of the Board shall be binding on all members.”

Total Number of valid votes cast on the resolutions:

Particulars	No. of Shareholders	No. of Equity shares of the face value of Rs. 10/- each.
Number of shareholders who have cast their vote by way of physical ballots and found to be valid (A)	13	1149
Number of shareholders who have cast their vote by way of electronic mode and considered valid (B)	8	47186999
Total number of shareholders who have cast their votes by physical ballots and electronic mode [(A) + (B)]	21	47188148

Details of Votes cast “FOR/AGAINST” the resolution:

Postal Ballot + E voting	FOR		AGAINST		PERCENTAGE	
	No. of Shareholders	No. of Equity shares	No. of Shareholders	No. of Equity shares	For	Against
	21	47188148	NIL	NIL	100	NIL

Result

As the number of vote casted in favour of the Resolution i.e. 100%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and administration) Rules, 2014, as set out in the Notice of Postal Ballot dated August 3, 2016 has been passed by the shareholders with requisite majority.

3. INCREASE IN AUTHORISED SHARE CAPITAL – SPECIAL RESOLUTION

"RESOLVED, pursuant section 61 and other applicable provisions, if any, of the Companies Act, 2013, THAT the Authorised Share Capital of the Company be increased from Rs.15,00,00,000/- (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) equity shares of Rs.2/- each to Rs. 22,00,00,000/- (Rupees Twenty Two Crores only) divided



into 11,00,00,000 (Eleven Crores only) equity shares of Rs.2/- each by creation of 3,50,00,000 (Three Crores Fifty Lakhs) new equity shares of Rs.2/- each and that such new equity shares will rank pari passu in all respect with the existing equity shares of the Company."

Total Number of valid votes cast on the resolutions:

Particulars	No. of Shareholders	No. of Equity shares of the face value of Rs. 10/- each.
Number of shareholders who have cast their vote by way of physical ballots and found to be valid (A)	13	1149
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4. ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION CONSEQUENT UPON INCREASE IN AUTHORISED SHARE CAPITAL - Special Resolution

"RESOLVED, pursuant to section 13 and all other applicable provisions, if any, of the Companies Act, 2013, That the existing clause V of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in its place and stead the following as new clause V

V. The Authorised Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crores only) divided into 11,00,00,000 (Eleven Crores) Equity Shares of Rs.2/- (Rupees Two only) each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being in several classes and attach thereto respectively such preferential or qualified rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and or vary, modify or abrogate any such rights, privileges or conditions or restrictions in such



manner as may be permitted by the legislative provisions or by the Articles of Association of the Company for the time being in force."

Total Number of valid votes cast on the resolutions:

Particulars	No. of Shareholders	No. of Equity shares of the face value of Rs. 10/- each.
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5. TO INVESTMENT IN OTHER BODY CORPORATE - 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 of or give loan or any combination thereof(investment & loan) to Sah Infra-Tech Limited up to an amount not exceeding Rs. 30 crores (Rupees thirty crores only) in one or more tranches on such terms and conditions including rate of interest on loan as they may, in their absolute discretion, deem beneficial and in the interest of the Company.

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."



Total Number of valid votes cast on the resolutions:

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Place: Mumbai
Date: 08-09-2016



Sd/-
Harikant Turgalia
Whole-time Director
(DIN: 00049544)

CERTIFIED TRUE COPY

For Sat Industries Limited

Alka Gupta
Alka Gupta
Company Secretary
Membership No. A-35442