

NOTICE

NOTICE is hereby given that the Twenty sixth Annual General Meeting of the Members of SAT INDUSTRIES LIMITED will be held at Umang Hall, Samrat Hotel, Prem Court, J. Tata Road, Mumbai-400 020 on Tuesday, the 27th day of September, 2011, at 9.00 A.M. to transact the following business:

ORDINARY :

(1) To receive, consider and adopt the audited accounts of the Company for the year ended on March 31, 2011 along with the Report of the Directors' and Auditors' thereon.

(2) To appoint a director in place of Mr. Ramesh Chandra Soni who retires by rotation and being eligible, offers himself for re-appointment.

(3) To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions relating to the appointment of the Auditors of the Company:

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

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

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

SPECIAL:

(4) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Sunil Jain be and is hereby appointed a Director of the Company whose office is to be determined by rotation."

(5) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 269, 198, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as "the Act") (including any statutory modification or re-enactment thereof, for the time being in force), and subject to other approvals, permissions etc., as may be required, the Company hereby approves the re-appointment of Mr. H.K. Turgalia as Wholtime Director of the Company for a period of five years with effect from 01.01.2011, on the terms and conditions including remuneration as are set out in the Agreement to be entered into between the Company, duly explained in the explanatory statement to the Notice of even date, and Mr. H.K. Turgalia, a draft whereof duly initialled by the Chairman for the purpose of identification is submitted to this Meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board") to alter and vary the said terms of re-appointment and remuneration and/or Agreement in such manner as may be agreed to between the Board and Mr. H.K. Turgalia but so that his remuneration shall not exceed the limits specified in Schedule XIII to the Act (including any statutory modification or re-enactment thereof, for the time being in force) or any amendment and/or modifications that may hereafter from time to time be made thereto by the Central Government.

RESOLVED FURTHER THAT the remuneration paid/payable to Mr. H.K. Turgalia for the period from 01.01.2011 to 27.09.2011 be and is hereby ratified.

RESOLVED FURTHER THAT the Board 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."

(6) To consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 269, 198, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as "the Act") (including any statutory modification or re-enactment thereof, for the time being in force), and subject to other approvals, permissions etc., as may be required, the

Company hereby approves the re-appointment of Mrs. Shehnaz D. Ali as Wholtime Director of the Company for a period of five years with effect from 01.01.2011 on the terms and conditions including remuneration as are set out in the Agreement to be entered into between the Company, duly explained in the explanatory statement to the Notice of even date, and Mrs. Shehnaz D. Ali, a draft whereof duly initialled by the Chairman for the purpose of identification is submitted to this Meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board") to alter and vary the said terms of re-appointment and remuneration and/or Agreement in such manner as may be agreed to between the Board and Mrs. Shehnaz D. Ali but so that his remuneration shall not exceed the limits specified in Schedule XIII to the Act (including any statutory modification or re-enactment thereof, for the time being in force) or any amendment and/or modifications that may hereafter from time to time be made thereto by the Central Government.

RESOLVED FURTHER THAT the remuneration paid/payable to Mrs. Shehnaz D. Ali for the period from 01.01.2011 to 27.09.2011 be and is hereby ratified.

RESOLVED FURTHER THAT the Board 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."

(7) To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT the Authorised Share Capital of the Company be increased from Rs.10,00,00,000/- (Rupees Ten Crores) divided into 5,00,00,000 (Five Crores) equity shares of Rs.2/- each to Rs.25,00,00,000/- (Rupees Twenty five Crores only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) equity shares of Rs.2/- each by creation of 7,50,00,000 (Seven Crore 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."

(8) 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 16 and all other applicable provisions, if any, of the Companies Act, 1956, 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.25,00,00,000/- (Rupees Twenty five Crores only) divided into 12,50,00,000 (Twelve Crores fifty lakhs) 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."

(9) 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 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing article 3 of the Articles of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead the following as new article 3:

3. The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty five Crores only) divided into 12,50,00,000 (Twelve Crores fifty lakhs) Equity Shares of Rs.2/- (Rupees Two only) each. The Company shall have power to increase, consolidate, sub-divide, reduce or otherwise alter its share capital, subject to provisions of the Act."

(10) To consider and, if thought, fit to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 17 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification 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 is hereby altered and extended by inserting the following sub-clauses as new sub-clauses 2C to 2D immediately after the existing clause 2B of Clause IIIA of the Memorandum of Association of the Company:

"2C. To carry on the business to acquire by purchase, lease, exchange, hire or otherwise develop or operate land, building and hereditaments

of any tenure or description including agricultural land, mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations and any estate or interest therein and any right over or connected with land and buildings situated any develop or to turn the same to account as may seem expedient and in particular preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, flats, multiplex, entertainment centres, multiplexes, complexes, shopping malls, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, hostels, gardens, swimming pools, play ground, building and other properties whether belonging to the Company or not and to collect rents and income, and to supply tenants, and occupiers and other refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.

To carry on real estate business and construction business acquire by purchase, lease, exchange, invest, deal, hire or otherwise act as brokers and agents, develop or operate land, buildings and other hereditaments, of any tenure or description and any estate or interest therein, any right over to or connected by land, buildings so situated and develop or to run the same to account as may be seem, expedient and in particular by preparing building sites and purchase and sale of lands and/or buildings and owning, buying, selling, hiring, letting, sub-letting, maintaining, allotting, transferring allotment, administering, dividing, sub-dividing, holding and by construction, reconstructing, altering, improving, decorating, furnishing, and maintaining hotels, rooms, inns, flats, houses, apartments, restaurants, cinema houses, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, safe deposits vaults, hostels, gardens, swimming pools, playground, building, immovable property of any kind works, conveniences of all kinds and by leasing, hiring, letting or disposing, of the same and to acts as brokers and commission agents, in real estate business and to act as a general contractors, sub-contractors and to do any construction, manufacturing, building, road making, engineering and all other kinds and description whatsoever for any person, firm AOP, society, company, public body, government, army, navy, railways etc. by the Company itself or in partnership with such company or individuals or persons as may be thought fit by the directors.,

2D.To carry on the business of construction, development, creation, expansion, design, modernization, management and maintenance of infrastructure projects and roads, highways, bridges, flyovers, airports, ports, railways, environmental engineering management of sanitation, water, waterways, sewerages disposal, industrial estates, townships, industrial parks, food parks, bio-technical parks or any other facility of similar nature and to acquire, purchase, exchange, hire buy, sell, construct, build, develop, promote, execute, undertake, maintain, manage, run, model, remodel, erect, demolish, furnish, improve, enlarge, pulling down, decorate, architect or otherwise deal in lands, buildings, properties, commercial and industrial, complexes, residential complexes, office building, houses, flats, apartments, hospitals, shopping mall, hotel, resorts, restaurants, cineplexes, multiplexes, amusement parks, gold courses, film, city, clubs, educational institute, place of work ships, reading rooms, library, dairy farms, agro-projects and all other kinds of immovable electronics and tele-communication engineering and to as consultant, advisor, agent to mobilize resources and to arrange both private and/or Government sector participants for development of infrastructure projects, joint ventures, foreign collaboration projects etc.

To carry on the business of real estate, developers, builders, promoters, architects, engineering, designers, erectors, fabricators and taking up the work of construction of buildings, offices, places of public amusement, public buildings, roads, bridges, dams, power projects, electrical contracts, furnishing contractors, interior decoration, wood work, painting contracts, plastering, laying of tiles and marbles and acquire by purchase, lease, exchange, joint venture, contract, invest, deal, hire, or otherwise and further act as brokers and agents, develop or operate land, building and hereditaments of any tenure or description and any estate or interest therein, and any right over to or connected by land, building so situated and develop or to run the same to account as may be expedient and in particular by preparing building sites and purchase and sale of land and/or buildings and owning, buying, selling, hiring, letting, sub-letting, maintaining, allotting, transferring, allotment, administering, dividing and sub-dividing, holding and by construction, re-constructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, inns, flat, houses, apartments, restaurants, cinema houses, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, safe deposit vaults, hotels, gardens, swimming pools, place of education, place of worship, playground, building, immovable property of any kind works and conveniences of all kinds, and by leasing, hiring, letting, sub-letting or disposing of the same and to as broker and commission agents in real estate business, building, road making, engineering and all other kinds and descriptions whatsoever for any person, firm, company, public body, government, army, navy, railways, etc. by the Company itself or in partnership with such company or individuals or persons as may be thought fit by the directors and to deal in all types of building materials like cement, sand, iron, steel, stones

and stone chips, wood, bricks, etc. along with hardware, fittings and other accessories and materials used in construction and decoration.”

(11) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

RESOLVED THAT pursuant to the provisions of section 31 of the Companies Act,1956, and other applicable provisions, if any, the Articles of Association of the Company be amended by inserting the following definitions in articles 2 under the “Interpretation” clause :

“ADRs” means American Depository Receipts representing ADRs.
“ADSS” means American Depository Shares, each representing a certain number of shares.
“GDRs” means the Global Depository receipts, representing GDRSs.
“FCCBs” means Foreign Currency Convertible bonds.
“QIPs” means Qualified Institutional Placement.
“OCDs” means Optionally Convertible Debentures.

RESOLVED FURTHER THAT the Articles of Association of the Company be amended by inserting the following article no. 7A after the existing article no.7

“7A. ADR/GDR/FCCB/QIP/OCD

The company shall, subject to the provisions of the Act, compliance with all laws, rules, and regulations, have power to issue ADR/GDR/FCCB/QIP/OCD on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include, at the discretion of the Board, limitations on voting by holders of ADR/GDR/FCCB/QIP/OCD, including without limitation, exercise of voting rights in accordance with the directions of the Board or otherwise.”

(12) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act,1956 (including any amendments thereto or re-enactment thereof) (“the Companies Act”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 as amended from time to time, (“the SEBI (ICDR) Regulations”), the provisions of the Foreign Exchange Management Act, 1999 (“the FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a person Resident Outside India) Regulations, 2000, as amended from time to time, the Foreign Exchange Management (Borrowing and Lending in Rupees) Regulations,2000 as amended and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme,1993 (“the “1993 Scheme”) as amended from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India (“the GOI”), the Reserve Bank of India (“the RBI”), The Foreign Investment Promotion Board (“the FIPB”), the Securities and Exchange Board of India (“the SEBI”), the Stock exchanges and any other appropriate authorities, institutions or bodies as may be applicable and the enabling provisions of the Listing Agreement entered into by the Company with stock exchanges on which the Securities of the Company are listed (“the Listing Agreement”) and Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, the RBI, the FIPB, the SEBI, Stock exchanges and any other authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed /stipulated by any of them while granting such approvals, consents, permissions and sanctions which may be agreed / accepted to by the Board of Directors of the Company (hereinafter referred to as “the Board” which shall be deemed to include any committee there of, constituted or to be constituted to exercise its powers) the Board may in its absolute discretion create, offer, issue and allot, in one or more tranches, in domestic and/ or international markets, equity shares or warrants simultaneously with non-convertible debentures or Foreign Currency Convertible Bonds (“FCCBS”) convertible into equity shares of the Company or American Depository Receipts or Global Depository Receipts represented by underlying equity shares of the Company or other securities exchangeable or convertible into equity shares of the Company (hereinafter referred to as “Securities”), for an amount upto USD 50 Million (US Dollar Fifty Million only), inclusive of such premium, as may be finalized by the Board, at such price being not less than the price determined in accordance with the applicable guidelines / regulations issued by the SEBI or the Ministry of Finance or the RBI and such issue and allotment to be made on such terms and conditions as may be decided by the Board at the time of issue or allotment of the Securities.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutions placement in terms of chapter VIII of the SEBI (ICDR) Regulations, 2009 (hereinafter referred to as “Specified Securities “within the meaning of the SEBI (ICDR) Regulations, 2009, the specified securities or any combination of specified securities as

may be decided by the Board, issued for such purpose, shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI (ICDR) Regulations, 2009 from time to time at such price being not less than the price determined in accordance with the pricing formula provided under the Chapter VIII of the SEBI (ICDR) Regulations, 2009 and the Specified Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under SEBI (ICDR) Regulations 2009.

RESOLVED FURTHER THAT the relevant date for the purpose of the pricing of the Securities proposed to be issued in accordance with the SEBI (ICDR) Regulations, 2009 shall be the date of meeting in which the Board decides to open the issue of the specified Securities, subsequent to the receipt of shareholders' approval in terms of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and other applicable laws, regulations and guidelines in relation to the proposed issue of the Specified Securities through qualified institutions placement in accordance with Chapter VIII of the SEBI (ICDR) Regulations, 2009 as amended from time to time or the proposed issue of other Securities in accordance with as amended from time to time, as mentioned in the resolution above.

RESOLVED FURTHER THAT in the event that where Securities which are convertible into equity shares of the Company are issued under Chapter VIII of the SEBI (ICDR) Regulations, 2009, the relevant date for the purpose of pricing of the Securities, shall be the meeting in which the Board decides to open the issue of the Specified Securities subsequent to the receipt of shareholder's approvals in terms of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and other applicable laws, regulations and guidelines in relation to the proposed issue of Specified Securities by way of a qualified institutions placement in accordance with the SEBI (ICDR) Regulations, 2009 and which shall be subject to any amendment to the SEBI (ICDR) Regulations, 2009 as mentioned above or the issue or the date on which the holder of such specified securities, which are convertible into or exchangeable with the equity shares, becomes entitled to apply for the equity shares against such specified securities.

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, and subject to all necessary approvals to the Board to secure, if necessary, all or any of the Securities or specified securities to be issued, by the creation of a mortgage and/ or charge on all or any of the Company's immovable, moveable and/ or intangible assets both present and future in such form and manner and on such terms as may be deemed fit and appropriate by the Board.

RESOLVED FURTHER THAT the issue to the holders of the Securities or Specified Securities shall be inter alia subject to the following terms and conditions:

- i. The Securities or Specified Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, and
- ii. The equity shares proposed to be issued through the qualified institutions placement in accordance with the SEBI (ICDR) Regulations, 2009 or in the form of American Depository Receipts or Global Depository Receipts reflecting underlying equity shares of the Company or FCCBS convertible into equity shares of the Company, and allotment of equity shares upon conversion of any securities referred to above, shall rank pari passu with the then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws, approvals, consents, permissions, if any, of any Governmental body, authority or regulatory institutions including any conditions as may be prescribed / stipulated in granting such approvals or permissions by such governmental authority or regulatory institutions, the aforesaid Securities may have such features and the attributes or any terms or combination of terms that provide for the tradeability and free transferability thereof in accordance with the prevailing practice in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines, be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or the Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, execution of various transactions documents, creation of mortgage/charge in accordance with section 293(1)(a) of the Companies Act, 1956, in respect of any Securities as may be required either on pari-passu basis or otherwise as it may in its absolute

discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities or Specified Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED THAT the Board or the Committee thereof be and is hereby authorized to appoint such consultants, lead managers, underwriters, guarantors, depositories custodians, registrar, share transfer agents, escrow banks, stabilizing agents, trustees, bankers, lawyers and any other advisors, professionals and intermediaries and all such agencies as may be involved or concerned in such offerings of Securities or Specified Securities and to remunerate them by way of commission, brokerage, fees or the like and to enter into and execute all contracts, agreements, arrangements/MOUs/ documents with such agencies as may be required or desirable in connection with the issue of Securities including the listing of the securities, if any, on any stock exchange in India and outside India.

RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee or delegate all or any of its power to any committee of directors of the Company to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Securities or Specified Securities including but not limited to:

- (a) Approving the offer documents and filing the same with any authority or persons as may be required.
- (b) Approving the issue price, the number of Securities to be allotted, the basis of allocations and allotment of Securities.
- (c) Affixing the Common Seal of the Company on any agreement(s) / Document(s) as may be required to be executed in connection with the above, in the presence of any director of the company and persons authorized who shall sign the same in token thereof.
- (d) Arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of Securities of the Company.
- (e) Seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercials and other agreements, all concerned government and regulatory authorities in or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities.
- (f) Taking decision to open the issuer, decide bid opening and closing date.
- (g) Opening such bank accounts including escrow account with a bank and demat accounts as may be required for the transaction(s).
- (h) Do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion deem necessary or desirable for the purpose of the transaction(s).
- (i) Making all such necessary applications with the appropriate authorities and make necessary regulatory filings in this regard.
- (j) Making applications for listing of the Securities of the Company on one or more Stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documents to the concerned stock exchange(s); and
- (k) Authorizing or delegating all or any of the powers hereinabove conferred to any or more persons, if need be."

(13) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), The Companies Act, 1956 and all other applicable rules, regulations, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions, and sanctions of the Government of India and the Reserve Bank of India (RBI) and any other appropriate bodies and authorities as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company and/ or duly authorized committee thereof for the time being exercising the power conferred by the Board of Directors (hereinafter referred to as "the Board"), the consent of the Company be and is hereby accorded for investments by Foreign Institutional Investors including their sub-accounts (hereinafter referred to as "the FIIS"), in the shares or debentures convertible into shares of the Company, by purchase or acquisition from the market under the Portfolio Investment Scheme under FEMA, subject to the conditions that the total holding of all FIIS put together shall not exceed 100 (one hundred) per cent of the paid up equity share capital or paid up value of the respective series of the convertible debentures of the Company as may be applicable or such other maximum limit as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

Registered Office :
69-A, Rajgir Chambers, 8th Floor,
12/14, Shahid Bhagat Singh Marg,
Fort, Mumbai-400 023.
Dated : 27.08.2011

By Order of the Board of Directors

H.K. Turgalia
Wholetime Director

Note :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 24.9.11 to 27.09.2011(both days inclusive).
3. An explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 of the Companies Act, 1956, in respect of items no. 3 to 13 of the Notice as set out above, is annexed hereto.
4. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
5. Any query related to accounts should be notified to the Company at least 7 days before the date of the Annual General Meeting.
6. The Securities and Exchange Board of India has mandated compulsory trading of the Company's equity shares in demat form for all the investors. The International Securities Identification number (ISIN) code is INE 065D01027.

Annexure to Notice

Item no.3

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

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

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

Item No. 4

Mr. Sunil Jain was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, and Articles of Association of the Company with effect from 17.01.2011. He holds office upto the commencement of the ensuing Annual General Meeting.

Mr. Sunil Jain aged about 33 years is a young commerce graduate with 10 years of working experience in the field of finance and capital market.

Mr. Sunil Jain does not hold any shares in the Company as on the date of this Notice.

The Company has received a Notice alongwith requisite fee from a member of the Company under section 257 of the Companies Act, 1956, proposing candidature of Mr. Sunil Jain as a Director of the Company.

The Board of Directors considers that in view of the background and experience of Mr. Sunil Jain, it would be in the interest of the Company to appoint him as a Director of the Company.

He is a member of the following Committees of the Board of Directors of the Company :

1. Remuneration Committee

He is not director in any other company and, therefore, is not Chairman/

member of committee in more than 10 companies .

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

The Board recommends the resolution for the approval of the members.

None of the Directors except Mr. Sunil Jain of the Company is interested or concerned in the proposed resolution

Item No.5

Mr. H.K. Turgalia was re-appointed as Wholetime Director by the Board of Directors of the Company for a period of five years with effect from 01.01.2011 subject to the approval of the shareholders at their meeting held on 27.08.2011. Mr. H.K. Turgalia is looking after the major business activities of the Company. The continuity of the present management will help the Company in attaining its objects in better and harmonious way. The proposed remuneration is within the limits and other terms of the Schedule XIII as amended, to the Companies Act, 1956. The terms and conditions of the re-appointment of the Wholetime Director are embodied in the Agreement to be made between the Company and the Wholetime Director, inter alia, contains the following terms and conditions :

NAME & DESIGNATION : Mr. H.K. Turgalia, Wholetime Director

PERIOD : 01.01.2011 to 31.12.2015

REMUNERATION :

I. Salary Rs.31000/- (Rupees Thirty one thousand only) per month in the scale of Rs.30000/- per month to Rs.60000/- per month .The annual increments which will be effective from 1st April every year will be decided by the Board and will be merit based and take into account the Company's performance.

II. Perquisites

Category `A`

(i) Housing I. The expenditure by the Company on hiring furnished accommodation for the Wholetime Director will be fifty percent of the salary.

Housing II. In case accommodation is owned by the Company, ten percent of the salary of the Wholetime Director shall be deducted by the Company.

Housing III. In case no accommodation is provided by the Company, the Wholetime Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing I

The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of ten percent of the salary of the Wholetime Director.

(ii) Medical reimbursement - Expenses incurred for the Wholetime Director and his family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

(iii) Leave Travel Concession - For the Wholetime Director and his family, once in a year incurred in accordance with any rules specified by the Company.

For the purposes of this part "family" means the spouse, dependent children and dependent of the Wholetime Director.

PART B

(i) Gratuity not exceeding half month's salary for each completed year of service.

(ii) Contribution to the Provident Fund, Super annuation Fund or annuity Funds will not be included in the computation of the ceiling on perquisites to the extent these either or put together are not taxable under the Income Tax Act, 1961.

(iii) Encashment of leave as per the rules of the Company.

PART C

Provision of car for use on the Company's business and telephone at the residence will not be considered perquisites. Personal long distance call and use of car for private purposes shall be billed by the Company to the Wholetime Director.

In the event of loss or absence or inadequacy of profits in any financial year of the Company, Mr. H.K. Turgalia, Wholetime Director shall be paid the salary and perquisite as specified herein above.

The agreement may be terminated at any time by either party giving a three month notice in writing.

The draft agreement between the Company and Mr. H.K. Turgalia is available for inspection by the members of the Company upto the date of the meeting at its registered office between 10.30 A.M. and 1.30 P.M. on any working day except Saturday and holidays.

This may be treated as an abstract of the draft agreement between the Company and Mr. H.K. Turgalia, pursuant to Section 302 of the Companies Act, 1956.

The proposed remuneration is within the limits of the schedule XIII as amended, to the Companies Act, 1956.

The remuneration has been approved by the Remuneration Committee.

The proposed resolution is recommended for passing.

Mr. H.K. Turgalia is deemed to be interested or concerned in the resolution which pertains to the re-appointment and remuneration payable to him.

None of the other Directors of the Company is interested or concerned in the passing of the resolution.

Item No.6

Mrs. Shehnaz D. Ali was re-appointed as Wholetime Director by the Board of Directors of the Company for a period of five years with effect from 01.01.2011 subject to the approval of the shareholders at their meeting held on 27.08.2011. Mrs. Shehnaz D. Ali is looking after the major business activities of the Company. The continuity of the present management will help the Company in attaining its objects in better and harmonious way. The proposed remuneration is within the limits and other terms of the Schedule XIII as amended, to the Companies Act, 1956. The terms and conditions of the re-appointment of the Wholetime Director are embodied in the Agreement to be made between the Company and the Wholetime Director, inter alia, contains the following terms and conditions :

NAME & DESIGNATION : Mrs. Shehnaz D. Ali, Wholetime Director

PERIOD : 01.01.2011 to 31.12.2015

REMUNERATION :

I. Salary Rs.50000/- (Rupees Fifty thousand only) per month in the scale of Rs.50000/- per month to Rs.80000/- per month. The annual increments which will be effective from 1st April every year will be decided by the Board and will be merit based and take into account the Company's performance.

II. Perquisites

Category 'A'

(i) Housing I. The expenditure by the Company on hiring furnished accommodation for the Wholetime Director will be fifty percent of the salary.

Housing II. In case accommodation is owned by the Company, ten percent of the salary of the Wholetime Director shall be deducted by the Company.

Housing III. In case no accommodation is provided by the Company, the Wholetime Director shall be entitled to house rent allowance subject to the ceiling laid down in Housing I.

The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of ten percent of the salary of the Wholetime Director.

(ii) Medical reimbursement - Expenses incurred for the Wholetime Director and her family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

(iii) Leave Travel Concession - For the Wholetime Director and her family, once in a year incurred in accordance with any rules specified by the Company.

(iv) Club fees - Fees of club subject to a maximum of two clubs. This will not include admission and life membership fees.

(v) Personal Accident Insurance - Premium not to exceed Rs.4000/- per annum.

For the purposes of this part "family" means the spouse, dependent children and dependent of the Wholetime Director.

PART B

(i) Gratuity not exceeding half month's salary for each completed year of service.

(ii) Contribution to the Provident Fund, Super annuation Fund or annuity Funds will not be included in the computation of the ceiling on perquisites to the extent these either or put together are not taxable under the Income Tax Act, 1961.

(iii) Encashment of leave as per the rules of the Company.

PART C

Provision of car for use on the Company's business and telephone at the residence will not be considered perquisites. Personal long distance call and use of car for private purposes shall be billed by the Company to the Wholetime Director.

In the event of loss or absence or inadequacy of profits in any financial year of the Company, Mrs. Shehnaz D. Ali, Wholetime Director shall be paid the salary and perquisite as specified herein above.

The agreement may be terminated at any time by either party giving a three month notice in writing.

The Wholetime Director shall not be liable to retire by rotation.

The draft agreement between the Company and Mrs. Shehnaz D. Ali is available for inspection by the members of the Company upto the date of the meeting at its registered office between 10.30 A.M. and 1.30 P.M. on any working day except Saturday and holidays.

This may be treated as an abstract of the draft agreement between the Company and Mrs. Shehnaz D. Ali, pursuant to Section 302 of the Companies Act, 1956.

The proposed remuneration is within the limits of the schedule XIII as amended, to the Companies Act, 1956.

The remuneration has been approved by the Remuneration Committee.

The proposed resolution is recommended for passing.

Mrs. Shehnaz D. Ali is deemed to be interested or concerned in the resolution which pertains to the re-appointment and remuneration payable to her.

None of the other Directors of the Company is interested or concerned in the passing of the resolution.

Item no. 7

The Company is in process of expanding its activities and also the activities of its subsidiaries. The proposed activities will require additional capital. The existing authorized share capital is not sufficient to fund the proposed activities and requires an increase therein.

Accordingly the Company proposes to increase it to Rs.25,00,00,000 from Rs.10,00,00,000 by the creation of 12,50,00,000 equity shares of Rs.2/-each. The increase in the authorized share capital requires the consent of the shareholders. The directors, therefore, recommend a special resolution in this regard.

None of the directors is interested or concerned in any way in passing of the resolution.

Item no. 8 & 9

With the proposed increase in the authorized share capital from Rs.10,00,00,000 to Rs. 25,00,00,000, the clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company will require suitable amendments in the Memorandum and Articles of Association of the Company to reflect true positions. The directors, therefore, recommend special resolutions in this regard for the consent of the shareholders.

A copy of the Memorandum and Articles 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 is interested or concerned in any way in passing of the resolutions.

Item no.10

In view of the encouraging measures taken by the Government to liberalise the economy and in order to diversify into certain new business ventures, your Directors have been always 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. 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 shareholders as 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 IIIA of the Memorandum of Association of the Company as set out at item no. 10 of this 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 17 of the Companies Act, 1956, the Object Clause of the Company can be amended only by a special resolution passed by the shareholders and accordingly the Directors of the Company recommend the resolution set out at item no.10 for consideration and acceptance of the members.

None of the Directors of the Company is, in any way, concerned or interested in the resolution.

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.

Item No. 11

The company proposes to issue qualified Institutional Placements / Global Depository Receipts (GDRs) / American Depository Receipts (ADRs)/ Foreign Currency Convertible Bonds(FCCB) or any other similar instruments. To incorporate these provisions in the Articles of Association, suitable amendments in the Articles of Association is required.

Pursuant to section 31 and other applicable provisions of the Companies Act, 1956 any amendment in the Articles of Associations requires approval of the shareholders by way of special resolution. Hence, the Directors of the Company recommend the resolution for approval of the shareholders.

A copy of the Articles 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 is concerned in the above resolution.

Item no. 12

With a view to augment the financial resources of the Company for meeting the working capital gap, modernization of manufacturing facilities and to obtain greater exposure in the world market, the Board of the Directors of the Company proposes to raise funds upto USD 50 Million (Fifty Million US Dollars only) by way of issuing Global Depository Receipts(GDRs) and/ or American Depository Receipts (ADRs)/ Foreign Currency Convertible Bonds (FCCBs) and/or Qualified Institutional Placements/ Optionally Convertible Debentures/ Equity Shares / Preference shares / Convertible warrants/ and/ or any securities convertible into Equity Shares in one or more tranches through resolution at item no. 12 of the accompanying notice dated 27.08.2011 which is an enabling resolution for raising capital so that the same can be raised at an appropriate time.

Section 81(1A) of the Companies Act, 1956 provides, inter alia, that if any further equity shares are to be offered to any persons other than the existing shareholders, a special Resolution to that effect is to be passed by the Company in general meeting. The Special Resolution gives flexibility and discretion to the Board of Directors so that it can finalize the terms of issue at the relevant time in consultation with the Lead Managers, Underwriters, Legal Advisors and experts or such authorities as required to be consulted including in relation to pricing of the issue. Consent of the members is, therefore, sought to authorize the Board of Directors to issue the Securities in the manner mentioned in the resolution.

Consent of the shareholders is therefore, sought to authorize the Board of Directors as set out in the Resolution to issue in one or more tranches Securities referred to therein in Indian or International Markets to investors. The Board is of the opinion that the proposed resolution are in the best interests of the Company and hence recommended the above special resolution for the approval of the Members.

None of the Directors is concerned or interested in the above resolution. However, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding of the Company.

Item no. 13

The Foreign Institutional Investors (FIIs) have assumed a crucial role in the Indian capital market. It is proposed to facilitate greater FII investment in the Company, which would not only provide depth and liquidity to the Company's shares but will also reflect the Company's commitment to the highest standards of disclosures, transparency, and corporate governance, its operational efficiencies, global competitiveness, and proven management track record, which are the preferred investment qualification for FIIs.

In terms of the provisions of Portfolio Investment Scheme under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (FIIs) may invest in the equity shares / convertible debentures upto the sectoral cap/ statutory limit as applicable to the Indian companies, subject to the approval of the Board of Directors and approval of the Members of the Company by way of a special resolution.

The resolution set out at item no. 13 accompanying Notice will enable the FIIs, who are considered to be prudent investors, to acquire shares of the Company through authorized dealers within the revised ceiling under the Portfolio Investment Scheme of the Reserve Bank of India.

The Directors recommend the resolution for approval of the shareholders.

None of the Directors is concerned or interested in the above Resolution.

Registered Office : By Order of the Board of Directors
69-A, Rajgir Chambers, 8th Floor,
12/14, Shahid Bhagat Singh Marg,
Fort, Mumbai - 400 023. H.K. Turgalia
Dated : 27.08.2011 Wholetime Director

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

Mr. Ramesh Chandra Soni aged about 51 years is a commerce graduate and a fellow member of the Institute of Chartered Accountants of India. He is a practicing Chartered Accountant.

He is director in the Company since 2005.

He is a member of the following Committees of the Board of Directors of the Company :

1. Audit Committee
2. Remuneration Committee

Nature of expertise in specific functional area – Audit, finance, accounts and taxation.

He is a director in Sah Polymers Limited. He is not chairman/member of committee in more than 10 companies .

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

SAT INDUSTRIES LIMITED

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

PROXY FORM

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

as my/our proxy to vote for me/us on my/our behalf at the 26th Annual General Meeting of the Company to be held at 9.00 a.m.
on Tuesday, 27th September, 2011 or at any adjournment thereof.

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

Affix
Revenue
Stamp of
not less than
Rs. 1.00

Signature : _____

* Applicable for investors holding shares in electronic form.

Date : _____

NOTES:

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

SAT INDUSTRIES LIMITED

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

ATTENDANCE SLIP

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

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

I hereby record my presence at the 26th Annual General Meeting at Umang Hall, Samrat Hotel, Prem Court, J. Tata
Road, Mumbai 400 020 on Tuesday, 27th September, 2011 at 9.00 a.m.

Signature of the Shareholders/Proxy

NOTES :

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

If Undelivered, Please return to :

SAT INDUSTRIES LIMITED

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