



February 29, 2016

Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 023
Scrip Code: 532717

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G
Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol: INDOTECH

Dear Sirs,

Sub: - Postal Ballot Notice

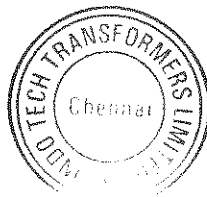
Further to our letter dated 10 February 2016, we attach the Postal Ballot Notice and Postal ballot form emailed / posted to the shareholders for your records in terms of the SEBI (LODR) Regulations, 2015.

Kindly acknowledge receipt.

Yours faithfully,

For Indo Tech Transformers Limited


Sathyamoorthy A
Company Secretary



Indo Tech Transformers Limited

S.No. 153-210, Illuppapattu Village, P.O. Rajakulam, KM. 64, Chennai Bangalore Highway,
Kancheepuram Dist., Tamil Nadu - 631 561, India Telefax : 044 - 37290518

Registered Office :

DP 14-19 & 36, SIDCO Industrial Estate, Thirumazhisai, Chennai - 600 124, India
Phone : + 91(0) 44 - 3028 9830 / 833 / 836, Fax : +91 (0) 44 - 3028 9874
info@prolec-geindia.com / www.prolecge.in

CIN : L29113TN1992PLC022011



Indo-Tech Transformers Limited

CIN: L29113TN1992PLC022011

Regd. Off. Address: DP-36, SIDCO Industrial Estate, Thirumazhisai, Chennai – 600 124

Website: www.prolecge.in E.mail : investor@prolec-geindia.com Tele: 044-30289830 Fax : 044 -30289874

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of The Companies (Management & Administration) Rules, 2014

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 ('the Rules'), (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the members of **Indo-Tech Transformers Limited** ('the Company') seeking consent for the resolutions appended below for shifting the registered office of the Company outside the city limits and is proposed to be passed as special resolution by way of postal ballot. The explanatory statement pertaining to the said resolutions setting out the material facts concerning the item and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the company at their meeting held on 10 February 2016 has appointed Mr G P Srinath of M/s G P Srinath & Associates, Practicing Company Secretaries, Chennai as Scrutinizer for conducting the postal ballot (physical and e-voting) process in accordance with the law in a fair and transparent manner.

The business of the Postal Ballot shall, in addition to physical voting, also be transacted through Electronic Voting System. Accordingly, the Company, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules 2015, (including any statutory modification or re-enactment thereof for the time being in force), provides the Members with the facility to exercise their right to vote on the matter set out in the Postal Ballot by electronic means i.e. through electronic voting system of Central Depository Services (India) Limited (CDSL).

However, those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached. It is pertinent to note that the Shareholder(s) can opt for only one mode of voting, i.e. either by e-voting or voting by physical mode. If you are opting for e-voting, then do not vote by physical Postal Ballot and vice versa. However, in case Shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid. After you vote, the vote cannot be changed subsequently.

Members are requested to read the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 pm) on 30 March 2016. Please note that any Postal Ballot Form(s) received after the said date will be treated as if reply from the Member has not been received. Members who have not received Postal Ballot forms may apply to the Company / RTA and obtain a duplicate thereof.

The Scrutinizer will submit his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorised by him, on 2 April 2016 at 5.00 pm at the Registered Office of the Company.

The results of the Postal Ballot, along with the Scrutinizer's report, will on such announcement date, be posted on the Company's website www.prolecge.in and CDSL e-voting website: e-voting@cdslindia.com besides communicating to the Stock Exchanges where the Company's shares are listed. The date of declaration of the results of the Postal Ballot by the Company shall be deemed to be the date of passing of the said Resolution.

Special Business:

Item No.1 : Shifting of Registered Office

To consider and if thought fit, to give assent / dissent to the following resolution as **Special Resolution:**

RESOLVED that pursuant to section 12(5) and all other applicable provisions of the Companies Act, 2013 and rules framed there under, including any statutory modification or re-enactment thereof for the time being in force, the consent of the members be and are hereby accorded for shifting of the Registered Office of the Company from "Dp.No.36, SIDCO Industrial Estate, Thirumazhisai Thiruvallur Dt, Tamilnadu 602107" to "Survey No.153-210, Illuppapattu Village Near Rajakulam, Kancheepuram 631561, Chennai Bangalore Highway, Kancheepuram District, Tamilnadu, India" which is within the jurisdiction of Registrar of Companies, Chennai and within the State of Tamilnadu.

FURTHER RESOLVED that Mr. Ajay Kumar Dhagat, Director, Mr. Ajay Kumar Sinha, Chief Executive Officer, Mr. Dhiraj Narula, Chief Financial officer and Mr. Sathyamoorthy A, Company Secretary beand are hereby authorized jointly and / or severally, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing of necessary e-form(s) for Change in address of registered office with the Registrar of Companies, Chennai, Tamilnadu / Stock Exchanges / Other Authorities.

By order of the Board of Directors
For Indo-Tech Transformers Limited

Sathyamoorthy A
(ACS:34130)
Company Secretary

Place: Chennai
Date: 10 February 2016

NOTES

- (1) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- (2) The notice of the Postal Ballot is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 19 February 2016.
- (3) In compliance with the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of through Postal Ballot Form. E-voting is optional for members.
- (4) This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on 19 February 2016 i.e. "the cut-off date". Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on 19 February 2016.
- (5) Members who have registered their e-mail id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through prescribed mode under the Act. The Members can also seek duplicate Postal Ballot Form from the Company STA, Link Intime India Private Limited, Unit: Indo-Tech Transformers Limited, C/13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078, India, or Registered Office of the Company.
- (6) Members desiring to exercise vote by Physical Postal Ballot are requested to read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage prepaid business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 pm on 30 March 2016. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 pm on 30 March 2016 would be strictly treated as if reply from the Members has not been received.
- (7) All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days of the Company between 2.00 pm to 5.00 pm up to the last date of voting.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The registered office of the company is currently situated at "Dp. No. 36, SIDCO Industrial Estate, Thirumazhisai Thiruvallur Dt, Tamilnadu-602107" while the administrative office is situated at "Survey no.153-210, Illuppapattu Village Near Rajakulam, Kancheepuram-631561, Chennai-Bangalore Highway, Kancheepuram District, Tamil Nadu, India". With a view to improve the operational efficiency, the Board of Directors of the Company considered and subject to the approval of the Members, approved the proposal for shifting the registered office to "Survey no.153-210, Illuppapattu Village Near Rajakulam, Kancheepuram-631561, Chennai Bangalore Highway, Kancheepuram District, Tamil Nadu, India".

Since the proposed location is outside the city limit, as per the provisions of section 12(5) and 110 of the Companies Act, 2013 and the rules framed thereunder, approval of the Members by way of special resolution is required. Hence the proposed resolution.

None of the (i) Directors, (ii) Key Managerial Personnel and (iii) relatives of the persons mentioned in (i) and (ii), are concerned or interested in the said Resolution.

Your Directors consider the said resolution in the interest of the Company and therefore recommends the same for your approval.

By order of the Board of Directors
For Indo-Tech Transformers Limited

Sathyamoorthy A
(ACS-34130)
Company Secretary

Place: Chennai
Date: 10 February 2016



INDO-TECH TRANSFORMERS LIMITED

CIN: L29113TN1992PLC022011

Reg. Off. Address: DP-36, SIDCO Industrial Estate, Thirumazhisai, Chennai – 600 124

Website: www.prolecge.in E.mail: investor@prolec-geindia.com Tele: 044-30289830 Fax: 044 -30289874

POSTAL BALLOT FORM

[Pursuant to section 110 (1) of the Companies Act, 2013 and rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Sr. No:

S.No	Particulars	Details
1.	Name and Registered Address of the First Named Shareholder / Beneficial Owner(s) (In Block Letters)	
2.	Name (s) of the Joint Holder (s), if any	
3.	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby exercise my/our vote in respect of **Special Resolution** enumerated below by recording assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent from the resolution (Against)
1	Shifting of Registered Office			

Place:

Date:

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

(Please read the e-voting instructions given overleaf before exercising the e-vote)

EVS (Electronic Voting Sequence Number)	* Default PAN
160222004	

*Only those Members who have not updated their PAN with the Company/Depository Participant shall be use "Default PAN" in the field PAN

INSTRUCTIONS

Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the Shareholders in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process. All the Equity Shares of the Company are presently held in physical form as well as demat form. The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM.

1. A member / beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered member/beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member/beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (V) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their shares in the paid up Equity Share Capital of the Company as on 19 February 2016.
7. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
8. Duly completed Postal Ballot Form should reach the Company or the Scrutinizer not later than the close of working hours on 30 March 2016. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/beneficial owner has not been received.
9. The results of the Voting by Postal Ballot will be announced by the Chairperson of the Company or in his absence, any other person authorized by him, on 02 April 2016 at the Registered Office of the Company.
10. In case of shares held by Company(ies), Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority, authorising the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
11. Members /beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members /beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
12. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (8) above.
13. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
14. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
15. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written Postal Ballot Forms will be rejected.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Sections 108, read with the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules 2015, the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Company has appointed Mr. G P Srinath of M/s G P Srinath & Associates, Practicing Company Secretaries, Chennai as Scrutinizer.

The procedure and instructions for e-voting are as under:

- (i) The voting period begins on 1 March 2016 and ends on 30 March 2016. 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 19 February 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on Shareholders.

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.
- (ii) Next enter the Image Verification as displayed and Click on Login.
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.
If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Members holding shares in physical form will then directly reach 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.
- (v) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN of Indo-Tech Transformers Limited.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiii) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

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.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

INDO-TECH TRANSFORMERS LIMITED