



**SOLAR
INDUSTRIES
INDIA
LIMITED**

REGD.OFFICE :
11, ZADE LAYOUT, BHARAT NAGAR,
NAGPUR - 440 033, (M.S.) INDIA.
PHONES : +91-712-2561000, 2560010
FAX : +91-712-2560202
CIN : L74999MH1995PLC085878
e-mail : solar@solargroup.com
website : www.solargroup.com

01st September, 2015

To,
The Executive Director
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai.

Sub: Intimation of Postal Ballot

Dear Sir,

This is to inform you that pursuant to section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, we are conducting Postal Ballot for obtaining the approval of Shareholders for the Special Business appended below;

1. Special Resolution u/s 13 of the Companies Act, 2013 for amendment(s) in Memorandum of Association of the Company
2. Special Resolution u/s 5 and 14 of the Companies Act, 2013 for Adoption of New Set of Articles of Association of Company Inter-Alia pursuant to the companies Act, 2013

Mr. Tushar Pahade of M/s T.S Pahade & Associates, Practicing Company Secretaries, Nagpur has been appointed as a Scrutiniser for conducting the Postal Ballot process.

In this connection, please find attached here with the Postal Ballot Notice and blank Postal Ballot Form sent to the shareholders of the Company.

This is for your information and record.

Kindly acknowledge the receipt of the same.

Yours truly,

For Solar Industries India Limited


(Khushboo Pasari)
Company Secretary





SOLAR INDUSTRIES INDIA LIMITED

CIN:L74999MH1995PLC085878

Registered Office: 11, Zade Layout, Bharat Nagar, Nagpur - 440 033

Tel: 91-0712-2550151, Fax: 91-0712-2560202,

E-Mail: cs@solargroup.com, Website: www.solargroup.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

Notice is hereby given to the shareholder(s) pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) for seeking approval of the shareholders for resolutions appended below by way of Special Resolution to be passed as Special Business by way of Postal Ballot.

The company is seeking your consent for the proposal as contained in the respective draft resolutions. The Resolutions and relevant Explanatory Statement setting out the relevant material facts and the reasons for the Resolutions appended herewith for your consideration along with a Postal Ballot Form and a self-addressed postage pre-paid envelope.

The date of announcement of result of Postal Ballot shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said resolutions.

Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13th July 2012 of the Securities and Exchange Board of India and as per the Latest Rule specified under Companies (Management and Administration) Rules, 2014 the company is pleased to offer the option of e-voting facility as an alternate, to all the members of the company. It will enable to cast vote electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the notes to the Postal Ballot Notice. The Company has entered into agreement with Central Depository Services Limited (CDSL) for facilitating e-voting. Members who have registered their email id for the receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail. Members who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.solargroup.com or seek duplicate Postal Ballot Form from the Registered Office of the Company.

The Company has appointed Mr. Tushar Pahade of **M/s T.S Pahade & Associates**, Practicing Company Secretaries as Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage prepaid envelope, so as to reach the Scrutiniser on or before the close of working hours (5 p.m.) on October 01, 2015 at the following address:

Mr. Tushar Pahade of M/s. T S. Pahade & Associates
Practicing Company Secretaries
Scrutiniser
C/o: LINK INTIME INDIA PRIVATE LIMITED
Unit: SOLAR INDUSTRIES INDIA LIMITED
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bandup (W), Mumbai- 400078.

The Scrutiniser will submit his report to the Company after completion of the scrutiny of Postal Ballot Forms and the result of the voting by Postal Ballot will be declared on October 03, 2015 at the registered office of the Company at situated at 11, Zade Layout, Bharat Nagar, Nagpur- 440033 (M.S.).

The date of declaration of the result shall be deemed to be the date of passing of the said resolution. The result will also be published in the newspaper in English and in Vernacular language circulating in Nagpur and will also be hosted on the website of the company (www.solargroup.com)

SPECIAL BUSINESS

1. AMENDMENT(S) TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other rules and regulations, as may be applicable, the consent of the

Company be and is hereby accorded for alteration of Memorandum of Association of the Company by deleting Clause C - OTHER OBJECTS and accordingly Memorandum of Association will no longer carry Other Objects.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT Mr. Satyanarayan Nuwal, Chairman, and Mrs. Khushboo Pasari, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Satyanarayan Nuwal, Chairman, and Mrs. Khushboo Pasari, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

**By Order of the Board
For Solar Industries India Limited**

**Dated 10.08.2015
Place: Nagpur**

**(Khushboo A. Pasari)
Company Secretary**

Registered office:
11, Zade Layout, Bharat Nagar,
Nagpur - 440 033 (M.S.)
CIN: L74999MH1995PLC085878
Email : investor.relations@solargroup.com
Website: www.solargroup.com

Notes:

1. An Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 read with Section 110 of The Companies Act, 2013.
2. The Notice is being sent to all the Shareholders, 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) on August 21, 2015.

**By Order of the Board
For Solar Industries India Limited**

**Dated 10.08.2015
Place: Nagpur**

**(Khushboo A. Pasari)
Company Secretary**

Registered office:
11, Zade Layout, Bharat Nagar,
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE DATED AUGUST 10, 2015

ITEM NO. 1

AMENDMENT(S) TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

As per the provisions of Section 4 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 the Memorandum of Association of the Company will no longer carry other objects Clause. However, the existing Memorandum of Association of the Company carries other objects Clause.

In order to comply with Section 4 of the Act, it is proposed to alter Memorandum of Association of the Company by deleting **Clause C – OTHER OBJECTS** and accordingly Memorandum of Association will no longer carry other objects.

The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except holidays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

ITEM NO. 2

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013

The Articles of Association ("AOA") of the Company which was adopted in the year 2005 is presently in force. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive Sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions.

Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on August 10, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except holidays, between 11.00 a.m. to 6.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

**By Order of the Board
For Solar Industries India Limited**

**(Khushboo A. Pasari)
Company Secretary**

**Dated 10.08.2015
Place: Nagpur**

Registered office:
11, Zade Layout, Bharat Nagar,
Nagpur - 440 033 (M.S.)
CIN: L74999MH1995PLC085878
Email : investor.relations@solargroup.com
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Instructions

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday September 2, 2015 from 10.00 a.m. and ends on Thursday October 01, 2015 till 5.00 p.m. during this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 21, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

	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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of **Solar Industries India Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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 linked in the login 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 Scrutiniser to verify the same.
- (xx) 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

**SOLAR INDUSTRIES INDIA LIMITED**

CIN:L74999MH1995PLC085878

Registered Office: 11, Zade Layout, Bharat Nagar, Nagpur - 440 033

Tel: 91-0712-2550151, Fax: 91-0712-2560202,

e-mail: investor.relations@solargroup.com, Website: www.solargroup.com**POSTAL BALLOT FORM**

(Pl. read carefully the instructions printed overleaf before completing this form)

1. Name and Registered Address of Sole / :
First named Shareholder (in block letters)
2. Name(s) of Joint holder(s), if any (in block :
letters)
3. Registered Folio No. / DP ID No.* / Client :
ID No.* (*Applicable to Investors holding
shares in dematerialized form)
4. Number of Shares held (Equity Share of :
Rs.10/- each)
5. I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 10th August, 2015 by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) mark in the appropriate box below:

Item No.	Brief particulars of the resolution	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution u/s 13 of the Companies Act, 2013 for amendment(s) in Memorandum of Association of the Company			
2.	Special Resolution u/s 5 and 14 of the Companies Act, 2013 for Adoption of New Set of Articles of Association of Company Inter-Alia pursuant to the companies Act, 2013			

Place:

Date:

Signature of the Shareholder**ELECTRONIC VOTING PARTICULARS**
(Applicable for Individual Members only)

EVS (Electronic Voting Sequence Number)	* Default PAN
150822031	

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default number in the PAN field.

Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutiniser appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. 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 and in his / her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column 'assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot Forms are unsigned, incomplete or incorrectly filled;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutiniser to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or it is difficult to verify the signature, or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutiniser not later than the close of working hours (5 p.m.) on October 01, 2015. If any Postal Ballot Form is received after this date, it will be considered that no reply from the concerned Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutiniser not later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorised signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorised signatory (ies).
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelopes would be destroyed by the Scrutiniser and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. August 21, 2015.
13. The Scrutiniser's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutiniser, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.