

# S. E. POWER LIMITED

CIN : L40106DL2010PLC206937

**PHOENIX**  
RUBBER REBORN

**Date: 7/10/2015**

The Asstt. Vice President  
National Stock Exchange of India Limited  
Exchange Plaza, BandraKurla Complex  
Bandra (East)  
Mumbai-400051

The Manager  
Department of Corporate Relationship  
Bombay Stock Exchange Limited  
25 P. J. Towers, Dalal Street  
Mumbai-400001

**Scrip Code/ Symbol of Company : at BSE -534598, at NSE- SEPOWER**

**Sub: Result of Special Resolution passed through Postal Ballot.**

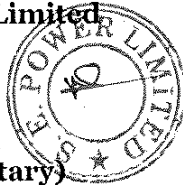
Dear Sir,

With reference to our letter dated 28<sup>th</sup> August, 2015 and Notice of Postal Ballot dated 25<sup>th</sup> August, 2015 please find herewith copy of Result of Postal Ballot declared by the Chairman of the Company at 11:00 a.m. on 7<sup>th</sup> October, 2015 along with the copy of Scrutinizer's Report.

Kind take the information on your record.

**For S. E. Power Limited**

*Manendra Singh*  
**Manendra Singh**  
(Company Secretary)



**Registered Office**  
S-547, 2nd Floor, School Block,  
Main Road, Shakarpur,  
Delhi-110092 India.  
Phone: +91 11 22485032

**Camp Office**  
17, Kamal Kunj Society, Behind Bank of Baroda,  
Deluxe Crossroad, Nizampura,  
Vadodara-390002, Gujarat, India.  
Phone + 91 265 2785566

**Works**  
Survey No. 54/B, Pratagnagar,  
Savli Jarod Road, Samlaya,  
Vadodara-391520 Gujarat, India  
Phone +91 2667 251566

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**RESULT OF POSTAL BALLOT**

Pursuant to the Section 110 of Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 the approval of Members of the Company was sought by Postal Ballot through Special Resolution for shifting of registered office of the Company from the National Capital Territory of Delhi to the State of Gujarat.

The Board of Directors has appointed Mr. Satish Kumar Jadon, Company Secretary in Practice (Membership. No. 23580) as Scrutinizer for conducting the process of the voting by Postal Ballot in this regard.

The last date fixed for casting vote through e-voting and to receive the replies in the Postal Ballot Forms duly completed and signed by the Members was 5<sup>th</sup> October, 2015 till 5:00 p.m.

Vote cast by the Members have been duly scrutinized by the Scrutinizer and the Report dated 6<sup>th</sup> October, 2015 has been submitted by him to the Company.

Based on the said Report of Scrutinizer, the result of voting by Postal Ballot is declared as under:

**Special Resolution:**

Shifting of registered office of the Company from the National Capital Territory of Delhi to the State of Gujarat

| Particulars                                             | No. of Shares<br>(Through<br>Postal<br>Ballot) | No. of<br>Shares<br>(Through<br>E-Voting) | Total No.<br>of Shares | % of Net<br>Valid<br>Votes |
|---------------------------------------------------------|------------------------------------------------|-------------------------------------------|------------------------|----------------------------|
| Total No. of votes cast                                 | 2626973                                        | 12477109                                  | 15104082               | 100.000                    |
| Less: Invalid votes                                     | 0                                              | 0                                         | 0                      | 0                          |
| Net valid no. of votes cast                             | 2626973                                        | 12477109                                  | 15104082               | 100.000                    |
| Total no. of votes cast in favour of Special resolution | 2626973                                        | 12476361                                  | 15103334               | 99.995                     |
| Total no. of votes cast against the Special resolution  | 0                                              | 748                                       | 748                    | 0.005                      |



Pursuant to Clause 35A of the Listing Agreement: details regarding the Result of the Postal Ballot are as follows:

**Resolution: 1**

Shifting of registered office of the Company from the National Capital Territory of Delhi to the State of Gujarat

| Promoter/<br>Public                  | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of<br>votes<br>polled on<br>out-<br>standing<br>shares | No. of<br>votes in<br>favour | No. of<br>votes<br>against | % of votes<br>in favour<br>on votes<br>polled | % of votes<br>against on<br>votes<br>polled |
|--------------------------------------|--------------------------|---------------------------|----------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------|---------------------------------------------|
|                                      | (1)                      | (2)                       | (3)=<br>[(2)/(1)]*<br>100                                | (4)                          | (5)                        | (6)=<br>[(4)/(2)]*<br>100                     | (7)=<br>[(5)/(2)]*<br>100                   |
| Promoter<br>and<br>Promoter<br>Group | 10484506                 | 10484506                  | 100                                                      | 10484506                     | 0                          | 100                                           | 0                                           |
| Public<br>Institutional<br>Holders   | 0                        | 0                         | 0                                                        | 0                            | 0                          | 0                                             | 0                                           |
| Public<br>Others                     | 30125494                 | 4619576                   | 15.33                                                    | 4618828                      | 748                        | 99.98                                         | 0.02                                        |

Accordingly, the Special Resolution as mentioned in the notice of the Postal Ballot dated 25<sup>th</sup> August, 2015 has been passed with requisite majority.

As required under the Rule 22(13) of the Companies (Management and Administration) Rules, 2014, copy of Scrutinizer's Report along with the above results is enclosed.

**Date :** 7<sup>th</sup> October, 2015

**Place :** Delhi



**For S. E. Power Limited**

**Dr. Arun Gopal Agarwal**  
(Chairman)

## SCRUTINIZER'S REPORT

To,  
**The Chairman,**  
M/s S. E. Power Limited  
S-547, IInd Floor, Main Road,  
Shakarpur, Delhi-110092

Dear Sir,

The Board of Directors of M/s S. E. Power Limited (the Company) at its meeting held on August 25, 2015 has appointed me as Scrutinizer for conducting the Postal Ballot (Physical & Electronic) process in respect of Special Resolution as circulated in the postal Ballot Notice dated August 25, 2015.

### **I submit my report as under:**

1. Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has on September 5, 2015, completed the dispatch/sending emails of Notice of Postal Ballot along with Postal Ballot Form to all its Members whose names appeared in the Register of Members/Beneficiary Position maintained by the Depository as on August 29, 2015.
2. As stated in the Notice of Postal Ballot sent to the Members, the Company has fixed the period for physical and electronic voting from September 6, 2015 (9:00 a.m.) to October 5, 2015 (5:00 p.m.).
3. Pursuant to provisions of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, an advertisement was published by the Company in "Business Standard" English Edition and Hindi Edition newspapers, informing about the despatch of Notice of Postal Ballot to the Members along with the other related matters mentioned therein.
4. Postal Ballot Forms received during the voting period together with all the votes cast by e-voting through NSDL e-voting system, upto 5:00 p.m. of October 5, 2015, being the last date fixed by the Company for receipt of the Postal Ballot Forms/e-voting, were considered for scrutiny.
5. During the course of scrutiny of Postal Ballot Forms, I have not come across any mutilated Postal Ballot.
6. Members has exercised their voting right through Postal Ballot Forms and e-voting facility provided by the Company in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. Particular of the votes cast through e-voting and postal ballot forms by the Members have been entered in a register maintained for this purpose.
7. The details of polling results for the business placed before the members for their consideration are given below:



**Resolution No. 1 as Special Resolution:****Shifting of registered office of the Company from National Capital Territory of Delhi to the State of Gujarat**

**“RESOLVED THAT** pursuant to provisions of Section 12, 13, 110 and other applicable provisions of the Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of Regional Director or the Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the National Capital Territory of Delhi to the State of Gujarat and that Clause II of the Memorandum of Association of the Company be substituted by the following:

II. The Registered Office of the Company will be situated in the State of Gujarat.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any persons(s) authorised and/or Committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

| S. No | Particulars                                                            | No. of Postal Ballot Forms/Votes cast electronically | No. of Shares | % of total paid up equity capital | % of total votes polled (Physical + E-voting) |
|-------|------------------------------------------------------------------------|------------------------------------------------------|---------------|-----------------------------------|-----------------------------------------------|
| 1     | <b>Physical Mode:</b>                                                  |                                                      |               |                                   |                                               |
| A     | Total no. of Postal Ballot Forms received                              | 10                                                   | 2626973       | 6.469                             | 17.392                                        |
| B     | Less: Invalid Postal Ballot Forms                                      | 0                                                    | 0             | 0.000                             | 0.000                                         |
| C     | Net valid Postal Ballot Forms received through physical mode (A-B)     | 10                                                   | 2626973       | 6.469                             | 17.392                                        |
| 2     | <b>Electronic Mode:</b>                                                |                                                      |               |                                   |                                               |
| D     | Total No. of votes cast through e-voting                               | 55                                                   | 12477109      | 30.724                            | 82.608                                        |
| E     | Less: Invalid votes cast through e-voting                              | 0                                                    | 0             | 0.000                             | 0.000                                         |
| F     | Net valid votes cast through electronic mode (D-E)                     | 55                                                   | 12477109      | 30.724                            | 82.608                                        |
| 3     | <b>Net valid votes cast through physical and electronic mode (C+F)</b> | 65                                                   | 15104082      | 37.193                            | 100.000                                       |
| 4     | <b>Result</b>                                                          |                                                      |               |                                   |                                               |
| G     | Votes cast in favour of Special Resolution                             | 59                                                   | 15103334      | 30.722                            | 99.995                                        |
| H     | Votes cast against Special Resolution                                  | 6                                                    | 748           | 0.002                             | 0.005                                         |



8. The percentage of the total votes cast in favour of the Special Resolution is 99.995 % and total votes cast against the Special Resolution is 0.005 %
9. Special Resolution for shifting of registered office of the Company from the National Capital Territory of Delhi to the State of Gujarat has been passed by the Members of the Company M/s S. E. Power Limited.
10. The register and other related papers and records will be handed over to the Company Secretary for the safe custody once the Postal Ballot Minutes get signed by the Chairman or Other Authorised Director(s) of the Company.
11. You may accordingly declare the result on the voting by Postal Ballot on the Special Resolution for shifting of registered office.

Thanking you,

Yours faithfully,

**Date: 6.10.2015**

**Place: Delhi**

**For Satish Jadon & Associates  
Company Secretaries**



A handwritten signature in dark ink, appearing to read "Jadon".

**(Satish Kumar Jadon)  
Proprietor  
COP No. 9810**