

S. E. POWER LIMITED

CIN : L40106DL2010PLC206937

Registered Office: S-547, IInd Floor, Main Road, Shakarpur, Delhi-110092

Phone: 91 11 22485032, Fax: 91 11 22481340 Website: www.sepower.in, E-mail: cs@sepower.in

Dear Members,

NOTICE OF POSTAL BALLOT

**(Pursuant to Section 110 of the Companies Act, 2013)
read with the Companies (Management and Administration) Rules, 2014**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, 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) to the Members of S. E. Power Limited (hereinafter referred to as 'the Company') to seek approval by way of postal ballot for shifting of the Registered Office of the Company from National Capital Territory of Delhi to the State of Gujarat. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the aforesaid proposal is annexed hereto along with the Postal Ballot Form for your consideration.

The Board of Directors of the Company at its meeting held on 25th August, 2015 has appointed Mr. Satish Kumar Jadon, Proprietor Satish Jadon & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in accordance with 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 the clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, is pleased to provide the Members, whether holding shares in physical or dematerialized form, with the facility to exercise their right to vote on the matter set out in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period will commence on 6th September, 2015 (9:00 a.m.) and end on 5th October, 2015 (5:00 p.m.). Please read carefully and follow the instructions for e-voting as printed in this Notice.

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 herewith. Once the vote cast it cannot be changed subsequently. It is pertinent to note that the Member(s) can opt only one mode of voting i.e. either by e-voting or voting by physical mode through Postal Ballot. If Members are opting for e-voting, then do not vote by physical ballot and *vice versa*. However, in case Members 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.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed and signed in the attached self-addressed envelope, so as to reach the Scrutinizer before the close of working hours (5:00 p.m.) on 5th October, 2015. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if reply from the Member has not been received. Members who have not received Postal Ballot Form may apply to the Company and obtain duplicate thereof or form can be downloaded from the link <https://www.evoting.nsdl.com> or <https://www.sepower.in>.

The Scrutinizer will submit his report to the Chairman or in his absence, any person authorized by him, after the completion of the scrutiny of the Postal Ballots (physical and e-voting). The results of the voting by the Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on 7th October, 2015 at the Registered Office of the Company. The result of the Postal Ballot, along with the Scrutinizer's Report, will on such announcement date, be posted on the Company's website www.sepower.in beside 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 said resolution.

Members requiring any clarification on e-voting may contact NSDL by email at evoting@nsdl.co.in or call on: 1800222 990.

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PROPOSED RESOLUTION

ITEM NO. 1

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

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

“**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 (NCT) 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.”

**By Order of the Board of Directors of
S. E. Power Limited**

Sd/-

**Manendra Singh
(Company Secretary)**

Date : 25/08/2015

Place : Delhi

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NOTES:

1. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business is annexed hereto.
2. The Postal Ballot Notice is being sent to all Members whose names appear in the Register of Members/Beneficiary Position maintained by the Depositories as on 29th August, 2015.
3. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name(s) of Members as on 29th August, 2015.
4. The dispatch of the Postal Ballot Notices will be completed by 5th September, 2015. The voting through Postal Ballot/e-voting will commence on 6th September, 2015 and end on 5th October, 2015
5. A Member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects, should reach the Scrutinizer before 5.00 P.M. on 5th October, 2015. The Postal Ballot received after the said date and time will be treated as if reply from the Member has not been received.
6. Resolution passed by the Members through Postal Ballots is deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
7. The Board of Directors of the Company has appointed Mr. Satish Kumar Jadon, Company Secretary in Practice, (Mem. No. 23580) as Scrutinizer for conducting the postal ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman or in his absence, any person authorized by him.
8. Relevant documents referred in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 10:00 a.m. to 5:00 p.m. up to the last date of receipt of Postal Ballot Forms.
9. The Resolution will be taken as passed effectively on the date of announcement of the result by the the Chairman of the Company or in his absence, any person authorized by him, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolution. The result of the Postal Ballot will be declared on 7th October, 2015 at 11.00 A.M., at the Registered Office of the Company at Delhi. After declaration, the result of the Postal Ballot will also be posted on the Company's website www.sepower.in and NSDL e-voting website i.e. www.evoting.nsdl.com besides communicating the same to the Stock Exchanges where the shares of the Company are listed.
10. The Postal Ballot Form and the self-addressed reply envelope are enclosed for use of Members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
11. 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, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a Member opts for e-voting, then he/she should not vote by Postal Ballot and vice-versa. However, in case Members cast their vote, via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by physical Postal Ballot shall be treated as invalid.
12. Procedure and Instructions for E-Voting:-
The process and manner in which e-Voting is to be carried out is given below:
 - a) Open the attached PDF file 'SEPOWER e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You may not receive this PDF file if you are already registered with NSDL for e-voting.
 - b) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - c) Click on Shareholder - Login.
 - d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

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- e) If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
- f) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- g) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
- h) Select “EVEN” (E-Voting Event Number) of S. E. Power Ltd.
- i) Now you are ready for e-voting as Cast Vote page opens.
- j) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- k) Upon confirmation, the message “Vote cast successfully” will be displayed.
- l) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- m) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sepower.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.
- n) In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

EXPLANATORY STATEMENT

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

The Registered Office of the Company presently located at S-547, 2nd Floor, Main Road, Shakarpur, Delhi-110092 and its reclaimed rubber manufacturing unit is situated in the State of Gujarat at Vadodara. Post the shifting of Registered Office of the Company from National Capital Territory (NCT) of Delhi to Gujarat, the main business activities of the Company can be carried out more efficiently, economically and conveniently.

In light of above, shifting of the Registered Office is in the best interests of the Company and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution through Postal Ballot and further requires approval by Central Government.

The Board recommends the Resolution as set out at Item No. 1 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution.

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Serial No.:.....

POSTAL BALLOT FORM

1	Name(s) of the Member(s)/Beneficial Owner(s) (including joint holder(s), if any) (IN BLOCK LETTER)	
2	Registered Address of the sole/First named Member/Beneficial Owner	
3	Registered Folio No./ DP ID No. and 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 the Special Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot issued by the Company dated 25th August, 2015 by sending my/ our assent or dissent to the said resolution by placing (✓) mark at the appropriate box below:-

Type of Resolution	Description	No. of Equity Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution	Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Gujarat.			

Place: _____

Date :, 2015

Signature of the Member/Beneficial Owner/
Authorized Representative

Following particulars to be used only in case Members opts for e-voting

Details of e-voting

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

Pursuant to provisions of Section 110 and other applicable provisions, if any, 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 Members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process. The Member(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 ballot and vice versa. However, in case Member(s) 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.

Voting in Physical form:

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier at the expenses of the registered Member will also be accepted.
2. The self-addressed envelope bears the address as Satish Kumar Jadon (Scrutinizer), S. E. Power Limited, S-547, IInd Floor, Main Road, Shakarpur, Delhi-110092.
3. 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 absence, by the next named Member. 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 (?) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
6. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form will be rejected.
7. The voting rights of Member shall be in proportion to their shares of the paid up equity share capital of the Company as on Saturday, 29th August, 2015.
8. Duly completed Postal Ballot Form should reach the Company or the scrutinizer not later than the close of working hours (5.00 p.m.) on Monday, 5th October, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member has not been received.
9. The results of the Voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on Wednesday, 7th October, 2015, at 11 a.m. at the Registered Office of the Company and will be displayed at the Registered Office of the Company.
10. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority, authorizing 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 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 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 Member 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, overwritten Postal Ballot Forms will be rejected.
16. There will be one Postal Ballot for every Folio/Client ID.
17. Member are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode.

Voting through electronic means:

In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and Rules made there under and Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by M/s National Securities Depository Limited (NSDL).

The process and manner in which e-Voting is to be carried out is given below:

1. Open the attached PDF file 'SEPOWER e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
3. Click on Shareholder - Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
5. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of S. E. Power Ltd.
9. Now you are ready for e-voting as Cast Vote page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
13. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sepower.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.
14. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.