



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 though 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