

SANCO INDUSTRIES LIMITED

CIN: L74899DL1989PLC035549

Regd. Office: - 9/51, Bazar Gali, Vishwas Nagar, Delhi – 110032

Corp. Office:- D-161, Surajmal Vihar, Delhi – 110092

Contact No: +91 11 47315500 (100 lines)

NOTICE FOR POSTAL BALLOT

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

Dear Shareholder,

The Board of Directors of the Company at its meeting held on 27th February, 2015, approved the businesses, as set out in the accompanying postal ballot form, for approval of the members of the Company through Postal Ballot.

Accordingly, the proposed Resolutions and the Explanatory Statement thereto is sent to you along with a Postal Ballot Form for your consideration.

You are requested to read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (FOR) or dissent (AGAINST), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer before the close of working hours (5:30 p.m) on April 3, 2015. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.

Members may note that as required under Clause 35B of the Listing Agreement, the company has engaged the services of Central Depository Service (India) Limited to provide Electronic Voting facility (e-voting) to Members of the Company. Accordingly the Company is providing e-voting facility although Postal Ballot as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot. E-voting is available from 9.00 a.m on March 3, 2015 to 5:30 p.m on April 3, 2015. 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 February 27, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only Members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the notice as an intimation only. Detailed instructions to use the facility are given separately in this notice.

Shazan Ali, SAS & Associates practicing Company Secretary, (Membership No. 25996) Delhi has been appointed by the board as Scrutinizer to scrutinize the e-voting process and the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman/ Board of Directors of your Company after completion of the e-voting and scrutiny of postal ballot. The combined results of the e-voting and Postal Ballot will be announced by the Chairman or any Directors of your Company after completion of the e-voting and scrutiny of postal ballots. The Combined results of the e-voting and Postal Ballot will be announced by the Chairman or any Director of the Company on April 7, 2015. The declaration/announcement of the results by the Chairman or any Director as stated above shall be treated as declaration of result at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable Rules there under. After the above declaration, the results will be posted on the Company's website viz. www.sancopipes.com and also communicated to the Stock Exchanges, where the Company's shares are listed.

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Special Business

ITEM NO.1

RE-APPOINTMENT OF MR. SANJEEV KUMAR JAIN AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of section 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and The Companies (Appointment and Qualifications of Directors) Rules 2014, (including any statutory modifications and re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013.Mr. Sanjeev Kumar Jain (holding DIN : 03121505), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a five consecutive years with effect from 1st April 2015.

RESOLVED FURTHER that the Board of Directors (which term shall include any Committee constituted or to be constituted by the Board) and/ or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.”

ITEM NO.2

RE-APPOINTMENT OF MR. DEEPAK GUPTA AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of section 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and The Companies (Appointment and Qualifications of Directors) Rules 2014, (including any statutory modifications and re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013.Mr. Deepak Gupta(holding DIN :02643569), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a five consecutive years with effect from 1st April 2015.

RESOLVED FURTHER that the Board of Directors (which term shall include any Committee constituted or to be constituted by the Board) and/ or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to his resolution and to do all such acts, deeds, and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.”

ITEM NO.3

RE-APPOINTMENT OF MR. SAURABH GUPTA AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of section 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and The Companies (Appointment and Qualifications of Directors) Rules 2014, (including any statutory modifications and re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013.Mr. Saurabh Gupta (holding DIN :03093901), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a five consecutive years with effect from 1st April 2015.

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RESOLVED FURTHER that the Board of Directors (which term shall include any Committee constituted or to be constituted by the Board) and/ or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to his resolution and to do all such acts, deeds, and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.”

ITEM NO. 4

CREATION OF CHARGES/MORTGAGES IN RESPECT OF BORROWINGS

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

“**RESOLVED THAT** in supersession of resolution passed under Section 293(1)(a) of the Companies Act, 1956 by Shareholders through Extra Ordinary General Meeting held on 5th December 2008, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) thereof) under Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any amendment thereto or enactment/re-enactment thereof), to sell, lease or otherwise dispose of whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings or create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, in favor of the Banks/Financial Institutions/NBFCs/Lenders, other investing agencies and trustees for the holders of debentures/bonds and/or other securities/instruments to secure rupee/foreign currency loans and/or the issue of any securities/debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee/foreign currency convertible bonds/securities and/or bonds/securities with detachable share warrants and any other form of loan/borrowing of whatever nature or by whatever name (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of `150 crore (Rupees One Hundred Fifty Crores only).”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 5

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modifications or amendment thereto and re-enactment thereof for the time being in force) the existing Articles of Associations of the Company be and is hereby replaced with the new set of Articles of Associations and the said Articles of Associations be and is hereby approved and adopted as the Articles of Associations of the Company in place of, in substitution and in entire exclusion of the existing Articles of Associations.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper and expedient to give effect to this resolution.”

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ITEM NO.6

TO AMEND MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the main Objects of the Memorandum of Association of the Company be altered by adding with following clauses III (A) (6) and III (A) (7).

6. To carry on the business of manufacturing and or trading or import/export of all kinds of LED lights and their components.
7. To carry on the business of power generation through solar and/ or wind power projects and distribution thereof.”

ITEM NO.7

DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be altered by completely deleting all the existing clauses III(C) 1 to III(C) 19.”

ITEM NO.8

AMENDMENT OF THE LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV.

Clause IV. “*The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.*”

ITEM NO.9

TO AMEND “ANCILLARY OR INCIDENTAL TO THE ATTAINMENT OF THE MAIN OBJECTS” CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** in accordance with the provisions of section 4,13 and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”)(including any statutory modifications or re-enactment thereof for the time being in force), and subject to necessary approvals if any, clause III(B) of the Memorandum of Association that is “ancillary or incidental to the attainment of the main objects” of the Memorandum of Association be and are hereby replaced with the Title “Matters which are necessary for furtherance of the objects specified in clause III(A)”.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

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ITEM NO. 10

APPOINTMENT OF MRS. RITA GUPTA AS WHOLE-TIME DIRECTOR

To consider and, if thought fit, to assent / dissent the following resolution as a Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 197 and 203 of the Companies Act, 2013 and other provision if applicable read with Schedule V of the Act, the appointment of Mrs. Rita Gupta (DIN 00725987) as Whole time Director of the Company w.e.f. 1st April, 2015 for a period of three (03) Years on the remuneration and terms and conditions as given below, be and is hereby approved, confirmed and ratified:-

a). Remuneration

Rs. 50,000/- p.m (Rupees Fifty Thousand Only) with such annual increments/increase as may be decided by the Board of Directors from time to time.

b). Perquisites

1. HRA & Transport allowances.
2. Contribution to provident fund, superannuation fund and payment to gratuity as per rules of the company.
3. Other Perquisites & Allowances as per service rules of the Company, as applicable.

c). Valuation of perquisites

Perquisites/allowances shall be valued as per the Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

d). Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013 from time to time.

e). Other Terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the provisions of the said Act or any amendments made therein or with the approval of the Central government, if required.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts and deeds, matters or things as may be deemed necessary, appropriate, expedient or desirable to give effect to above resolution or otherwise considered by it in the best interest of the Company.”

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is attached herewith.
2. The Notice of Postal Ballot is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) on 27th February, 2015.
3. The Company has appointed Shazan Ali, SAS & Associates practicing Company Secretary, (Membership No. 25996) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent notice of Postal Ballot by e-mail and to others are being sent by Registered Post along with Postal Ballot Form.

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5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed on the attached self-addressed Business Reply Envelope. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 p.m. on April 3, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The e-Voting module shall also be disabled for voting thereafter.

6. In compliance with provisions of Clause 35B of the Listing Agreement as well as Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering E-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for providing e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

Place: Delhi

By Order of the Board of Directors

Date: 27th February, 2015

Registered Office

9/51 Bazar Gali

Vishwas Nagar

Shahadra

Pin: 110032

SANJAY GUPTA
(Managing Director)
DIN: 00720065

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Mr. Sanjeev Kumar Jain is a Commerce graduate and Member of Institute of Chartered Accountants of India. He handles the audit and taxation assignments of various private sector organizations, banks, insurance companies and financial institutions for more than 19 years of experience. He joined the Board as on 4th May, 2010 and since then; he made effective contribution towards the working of the company in capacity of an Independent Director during his tenure. Company has benefited a lot by the knowledge and experience of Mr. Sanjeev Kumar Jain.

He is a non-executive independent director of the Company and is considered an Independent Director under Clause 52 of SME Listed Agreement.

As per the provisions of Section 149(10) of the Companies Act, 2013("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a special resolution by the company for a further period of five years. However, for the purpose of section 149(10) of the Co. Act, 2013 any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term. Furthermore, in term of section 149 (13) read with explanation to the section 152(6) of the Co. Act, 2013 Independent Directors are not liable to retire by rotation.

Additionally, the Ministry of Corporate Affairs, Government of India, by a notification, has clarified that if a company intends to appoint existing Independent Director as an Independent Director under Companies Act, 2013; such appointment must be made expressly within one year from 1st April, 2015 and the notification of the MCA.

Mr. Sanjeev Kumar Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as Director in term of section 164 of the Co. Act 2013 and has given his consent to act as a Director of the Company.

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The matter regarding appointment of Mr. Sanjeev Kumar Jain as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director from 1st April 2015 TO 31st March 2020.

In the opinion of the Board, Mr. Sanjeev Kumar Jain, fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is Independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sanjeev Kumar Jain, as Independent Director is now being placed before the Members by postal ballot.

None of the Directors or key managerial personnel (KMP) or relatives of directors and KMP, Except Mr. Sanjeev Kumar Jain, is concerned or interested in the Resolution at Item No. 1 of the Notice.

ITEM NO.2

Mr. Deepak Gupta is an Art graduate and LL.B. He has more than 32 years of experience. He joined the Board as on 4th May, 2010 and since then; he made effective contribution towards the working of the company in capacity of an Independent Director during his tenure. Company has benefited a lot by the knowledge and experience of Mr. Deepak Gupta.

He is a non-executive independent director of the Company and is considered an Independent Director under Clause 52 of SME Listed Agreement.

As per the provisions of Section 149(10) of the Companies Act, 2013(“Act”) which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a special resolution by the company for a further period of five years. However, for the purpose of section 149(10) of the Co. Act, 2013 any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term. Furthermore, in term of section 149 (13) read with explanation to the section 152(6)of the Co. Act, 2013 Independent Directors are not liable to retire by rotation.

Additionally, the Ministry of Corporate Affairs, Government of India, by a notification, has clarified that if a company intends to appoint existing Independent Director as an Independent Director under Companies Act, 2013; such appointment must be made expressly within one year from 1st April, 2015 and the notification of the MCA.

Mr. Deepak Gupta has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as Director in term of section 164 of the Co. Act 2013 and has given his consent to act as a Director of the Company.

The matter regarding appointment of Mr. Deepak Gupta as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director from 1st April 2015 TO 31st March 2020.

In the opinion of the Board, Mr. Deepak Gupta fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is Independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Deepak Gupta, as Independent Director is now being placed before the Members by postal ballot.

None of the Directors or key managerial personnel (KMP) or relatives of directors and KMP, Except Mr. Deepak Gupta, is concerned or interested in the Resolution at Item No. 2 of the Notice.

ITEM NO. 3

Mr. Saurabh Gupta is a Commerce graduate and Member of Institute of Chartered Accountants of India. He also possesses Post qualification Diploma in System audit from Institute of Chartered Accountants of India. He has more than 10 years of experience. He joined the Board as on 4th May, 2010 and since then; he made effective contribution towards the working of the company in capacity of an Independent Director during his tenure. Company has benefited a lot by the knowledge and experience of Mr. Saurabh Gupta.

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He is a non-executive independent director of the Company and is considered an Independent Director under Clause 52 of SME Listed Agreement.

As per the provisions of Section 149(10) of the Companies Act, 2013(“Act”) which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a special resolution by the company for a further period of five years. However, for the purpose of section 149(10) of the Co. Act, 2013 any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term. Furthermore, in term of section 149 (13) read with explanation to the section 152(6) of the Co. Act, 2013 Independent Directors are not liable to retire by rotation.

Additionally, the Ministry of Corporate Affairs, Government of India, by a notification, has clarified that if a company intends to appoint existing Independent Director as an Independent Director under Companies Act, 2013; such appointment must be made expressly within one year from 1st April, 2015 and the notification of the MCA.

Mr. Saurabh Gupta has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as Director in term of section 164 of the Co. Act 2013 and has given his consent to act as a Director of the Company.

The matter regarding appointment of Mr. Saurabh Gupta as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director from 1st April 2015 TO 31st March 2020.

In the opinion of the Board, Mr. Saurabh Gupta, fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is Independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Saurabh Gupta, as Independent Director is now being placed before the Members by postal ballot.

None of the Directors or key managerial personnel (KMP) or relatives of directors and KMP, Except Mr. Saurabh Gupta, is concerned or interested in the Resolution at Item No. 3 of the Notice.

ITEM NO.4

The Members of the Company at their Extra Ordinary General Meeting held on 5th December 2008 by way of Special Resolution under Section 293(1) (a) if the Companies Act, 1956, has authorized the Board to create charges and/ or mortgages on all or any of the moveable and immovable properties of the Company in favor of the banks, financial institutions, non-banking finance companies and other lending agencies up to an aggregate amount of Rs. 100 crore.

As per provisions of Section 180(1) (a) of the companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a special Resolution.

Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to create charge on the moveable and immovable properties of the Company for a value not exceeding Rs. 150 crores (Rupees one hundred fifty Crores only)

The Directors recommend the resolution for your approval as a special resolution through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO.5

The existing Article of Association are based on the Companies Act, 1956 and several regulations in the existing Article of Association contain references to specific section of the Companies Act, 1956 and some regulation in the existing Article of Association are no longer in conformity with the Companies Act, 2013.

With coming into force of the Companies Act, 2013, several regulations of the existing AOA of the company require alteration or deletion in several articles. Given this position it is considered expedient to wholly replace the existing AOA by a new set of Articles.

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The new AOA to be substituted in place of existing AOA are based on “Table F” of the act which sets out the model AOA for a company limited by shares.

The proposed new draft of AOA is available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

ITEM NO.6

Consequent to the proposed deletions of the entire Other Objects Clause in the Memorandum of Association, the main objects clause has been suitably modified. The shareholders can obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ITEM NO.7

In order to comply with the provisions of Section 4(1) (c), Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard. The shareholders of the Company can obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ITEM NO. 8

In order to comply with the provisions of Section 4(1) (d) (i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

ITEM NO.9

In order to comply with the provisions of the Companies Act, 2013, the Company needs to amend the ancillary or incidental to attainment of the main Objects Clause of the Memorandum of Association by replacing the Title “Matters which are necessary for furtherance of the objects specified in clause III (A).” Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours in registered office of the company

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

SANCO INDUSTRIES LIMITED

CIN: L74899DL1989PLC035549

Regd. Office: - 9/51, Bazar Gali, Vishwas Nagar, Delhi – 110032

Corp. Office:- D-161, Surajmal Vihar, Delhi – 110092

Contact No: +91 11 47315500 (100 lines)

ITEM NO.10

Mrs. Rita Gupta, aged 46 years, is the Promoter and Director of our Company. She is post graduate in English from CCS University U.P. She has experience of more than 20 years in various fields of Business and Official Management. She is responsible for overall office management of our Company. She has been appointed as an additional Director of our Company as on 29/12/2014.

Mrs. Rita Gupta is appointed as Whole time Director, subject to the approval of shareholders for a period of three (03) years.

In view of above, you are requested to grant your consent to the ordinary resolution as set out in postal ballot notice

Mrs. Rita Gupta and his relative are interested in this resolution to the extent of her appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

Place: Delhi

By Order of the Board of Directors

Date: 27th February, 2015

Registered Office

9/51 Bazar Gali

Vishwas Nagar

Shahadra

Pin: 110032

SANJAY GUPTA
(Managing Director)
DIN: 00720065

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GENERAL INSTRUCTIONS:

- Pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rules prescribed in this behalf and Clause 35B of the Listing Agreement, assent or dissent of the shareholders in respect of the resolution contained in the Notice dated 27th February 2015 is being taken through postal ballot/e-voting.
- Under the green initiative of Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the shareholders, who have registered their e-mail ids with Company /RTA, through e-mail and to all other shareholders by post along with Postal Ballot Form.
- The Company has appointed Shazan Ali, SAS & Associates practicing Company Secretary, (Membership No. 25996) as the Scrutinizer for conducting the postal ballot E-voting Process.
- The notice of postal ballot/e-voting is being sent to the members, whose names appear in the register of members as on 27th February 2015 and Shareholders holding equity shares shall have one vote per share as shown against their holding.
- The Scrutinizer will submit his final report as soon as possible after the last date of receipt for postal ballot/e-voting i.e. 3rd April 2015.
- The results of Postal Ballot shall be declared by the Chairman or his authorized representative or any Director at registered office of the company. The date of declaration of the results of postal ballot/e-voting will be taken to be the date of passing of the resolution.
- The results of the postal ballot/e-voting will be placed at the website of the Company www.sancopipes.com.
- The shareholders can opt for only one mode of voting i.e. through postal ballot or e-voting. If the shareholder decides to vote through postal ballot they are advised not to vote through e-voting and vice-versa. In case of voting by both the modes, voting through a valid e-voting will be considered and counted and through physical Postal Form of such shareholders will be treated as invalid.
- There will be one Postal Ballot/e-voting for every folio/client id irrespective of the number of the joint holders.
- Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
- The Scrutinizer's decision on the validity of Postal Ballot/e-voting will be final.

E-VOTING INSTRUCTIONS

The instructions for members for voting electronically are as under:-

- The voting period begins from 9.00 am on 3rd March, 2015 to 5:30pm on April 3, 2015. During this period shareholder's of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date (record date) of 27/02/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT."
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.

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- (vi) 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.

- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">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.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then reach directly 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xii) 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- (B) The voting period begins on 3rd March, 2015 and ends on 3rd April, 2015. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (27th February, 2015) of 27th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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POSTAL BALLOT FORM

1. Name & Address of Shareholder(s)
(First named Shareholder/Member):
2. Names of joint holders, if any:
3. Registered FolioNo./DPIDNo./ClientIDNo.
(Applicable to investors holding shares in demat form)
4. Number of Shares held:
5. I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the following Resolutions by placing tick (✓) mark at the appropriate box below.:

S.No.	Description	No .of Votes Exercised corresponding To total number of voting rights	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	Re-Appointment of Mr. Sanjeev Kumar Jain as an Independent Director			
2.	Re-Appointment of Mr. Deepak Gupta as an Independent Director			
3.	Re-Appointment of Mr. Saurabh Gupta as an Independent Director			
4.	Creation Of Charges/Mortgages In Respect Of Borrowings			
5.	Adoption Of New Set Of Articles Of Association			
6.	To Amend Main Objects Of The Memorandum Of Association			
7.	Deletion Of The Other Objects Clause Of The Memorandum Of Association			
8.	Amendment Of The Liability Clause Of Memorandum Of Association			
9.	To Amend Incidental Object Clause Of The Memorandum Of Association Of The Company			
10..	Appointment Of Mrs. Rita Gupta As Whole-Time Director			

Place: Delhi

Date:

Signature of the Member

**NOTES: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF CAREFULLY BEFORE EXERCISING YOUR VOTE.
PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOP ENCLOSED HERewith.**

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Voting In Physical Form

- A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However, any envelope containing Postal Ballot Form, if deposited in person or if sent by courier at the expense of the Member will also be accepted. The Postal Ballot Form(s) may also be deposited personally.
- The votes should be casted either in favor or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick mark in both column will render the Form invalid.
- Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.
- This Form should be duly 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 or furnished by Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively) by the first named Member and in his absence, by the next named joint holder.
- 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 the board resolution/ authority letter, with signature's of authorized signatory(ies), duly attested.
- Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
- Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- Shareholders are requested not to send any other matter along with Postal Ballot Form in the enclosed postage pre-paid self addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified as above.