

S. E. POWER LIMITED

S-547, IInd Floor, Main Road, Shakarpur, Delhi-110092

POSTAL BALLOT NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

Dear Shareholder(s),

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended time to time, that the resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot.

Members' consent is requested for the proposal contained in the resolution appended below. The Explanatory Statement, under Section 173(2) of the Companies Act 1956, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

SPECIAL BUSINESS

Alteration in Main Object Clause of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules 2011 including any statutory modification or re-enactment thereof for the time being in force, Articles of Association of the Company and subject to the necessary approval as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the Object Clause of the Memorandum of Association of Company be and is hereby amended by inclusion of the following new object clause as Clause No. 3 in the Main Object Clause III(A) of the Memorandum of Association of the Company after existing Clause No. 2:

3. To process and deal in any manner in all or any kinds of rubbers, plastics, fibers, liquid, steel, iron, nylon, granules, lattices & formulations thereof, in all or any type of waste treatment and/or environment friendly products and their by-products and derivatives of any nature and kind with or without use of any form of energy."

"FURTHER RESOLVED THAT the Board of Directors, hereinafter referred to as 'the Board' (which term shall also include its duly authorized Committee or individual Director or the Company Secretary) to accept such terms & conditions, alteration, suggestions, stipulation, amendments or modifications as may be required by Registrar of Companies or any other Statutory Authorities in this regard and the Board be and is hereby authorized to file necessary documents with Registrar of Companies and to do all such acts, deeds and things, as may be necessary to give effect to this resolution."

Date : 21/01/2013

Place : New Delhi

**By the order of the Board
For S. E. Power Limited**

**Sd/-
Manendra Singh
(Company Secretary)**

NOTES

1. An explanatory statement as required under Section 173 of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. In terms of Section 192A of the Companies Act, 1956 read with the Postal Ballot Rules, the items of business set out in the Notice above are sought to be passed by Postal Ballot.
3. The Board of Directors has appointed Mr. Anand Mohan Mishra, Advocate, 30, Sahyog Apartments, Mayur Vihar Phase - I, Delhi - 110091 as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the requirements of applicable laws and in a fair and transparent manner.

4. The shareholders are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before 01/03/2013. Any Postal Ballot Form received after 01/03/2013 shall be treated as if the reply from the shareholders has not been received.
5. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is not being provided by the Company.
6. The Scrutinizer will submit the report to the Company after completion of scrutiny of the Postal Ballot Forms.
7. The results of the Postal Ballot will be announced by the Managing Director or any other Director on 04/03/2013 at the Corporate Office of the Company and will also be informed to the stock exchanges, posted on the Company's website www.sepower.in and published in newspapers.
8. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favour are at least 3 times than the votes cast against the said Resolution and would be deemed to be passed at a proper and duly convened General Meeting.

EXPLANATORY STATEMENT

Annexure to Notice - Explanatory Statement under Section 173(2) of the Companies Act, 1956

As the members are aware, at present your Company is carrying business of power generation and distribution. The Board of Directors of the Company in their meeting held on 21/01/2013 decided to expand its activities further to achieve the object of processing and dealing in rubber, plastic, iron, steel, environment friendly and other allied products, which is to facilitate diversification and will also enlarge the area of operations of the Company.

Accordingly, to carry out these proposed activities, the Main Object Clause of Memorandum of Association of the Company is required to be altered by inserting a new clause as Clause no. 3 in Main Object Clause of the Memorandum of Association as set out in the Resolution.

Pursuant to provisions of Section 17(1) of the Companies Act, 1956, the above said proposal requires the consent of the Shareholders by way of Special Resolution.

The above proposal is in the interest of the Company and the Directors recommend the resolution for approval by the Shareholders through Postal Ballot.

None of the Directors of the Company is interested in the aforesaid resolution except to the extent of their shareholding in the Company.

Date : 21/01/2013
Place : New Delhi

**By the order of the Board
For S. E. Power Limited**

Sd/-
**Manendra Singh
(Company Secretary)**

S. E. POWER LIMITED

S-547, IInd Floor, Main Road, Shakarpur, Delhi-110092

POSTAL BALLOT FORM

1	Name(s) of the Share holder(s) (in Block letter) (including joint holder(s), if any)	
2	Registered Address of the sole/ first named shareholder(s)	
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 the company 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 Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent to the resolution
Special Resolution	Special Resolution authorising alteration of Clause III(A), the Main Object Clause of the Memorandum of Association of the Company			

Signature of the shareholder/
Authorised Representative

Place :
Date :

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

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 01/03/2013. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 01/03/2013 providing sufficient time for postal transit. Facility of voting through electronic mode is not being provided by the Company.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 30/01/2013.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any other paper(s) (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolution will be declared at the Corporate Office the of the Company at M-7, 1st Floor, M Block Market, G. K. 2, New Delhi-110048 on 04/03/2013. The results will thereafter be also informed to the stock exchanges, posted on the Company's website www.sepower.in and published in newspapers.
14. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. Manendra Singh, Company Secretary & Compliance Officer, S. E. Power Limited, at M-7, 1st Floor, M Block Market, G. K. 2, New Delhi-110048, Fax No. 011-43518816 and/or Email to: cs@sepower.in