



UJAAS ENERGY LIMITED

(formerly known as M And B Switchgears Limited)
Regd. Office: Survey No. 211/I, Opp. Sector C & Metalman,
Sanwer Road Industrial Area, Indore-452 015.
Tel No: 0731-4715300; Fax: 0731-4715344
E-mail: info@ujaas.com; Website: www.ujaas.com
CIN: L31200MP1999PLC013571

NOTICE OF POSTAL BALLOT **(Pursuant to Section 110 of the Companies Act, 2013)**

To
The Members
UJAAS ENERGY LIMITED
(formerly known as M And B Switchgears Limited)

NOTICE is hereby given pursuant to Section 110 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) (the "Rules") that the resolutions appended below are proposed to be passed by the Members as Special Resolutions by way of Postal Ballot.

1. Adoption of new set of Articles of Association of the Company as per Companies Act, 2013;
2. Approve the existing Borrowing limits of the Company;
3. Approve to Create mortgages/ charges on the assets of the Company; and
4. Approve to sell, lease or dispose-off the Undertaking of the Company.

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; C. P. No. 1925), Mumbai, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Pursuant to Clause 35B of the Equity Listing Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed and pursuant to the provisions of Section 110 of the Act read with the Companies Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Member votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer.

The e-voting facility is available at the link: <https://www.evotingindia.com> from 9.00 a.m. onwards on Wednesday August 27, 2014 till Friday, September 26, 2014 upto 6.00 p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through physical mode i.e., sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed and signed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e., 6.00 p.m. on Friday, September 26, 2014, failing which it will be treated as if no reply has been received from the concerned Member(s).

The Scrutinizer will submit his report after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced on Monday, the 29th day of September, 2014 at 04.00 p.m. at the Company's Corporate Office at 701-A, NRK Business Park, Block B-1, PU-4, Sc. No. 74, Vijay Nagar Square, Indore (M.P.) - 452 001, M. P. and will be displayed along with the Scrutinizer's report, on the website of the Company (www.ujaas.com) besides being communicated to BSE and NSE. The result of the Postal Ballot will be subsequently published in at least one English and one vernacular newspaper circulating in Indore. The date of declaration of the result of the postal ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.

Item of business requiring consent of shareholders through Postal Ballot:

1. To Adopt a new set of Articles of Association of the Company containing regulations in line with the Companies Act, 2013:

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a Special Resolution:

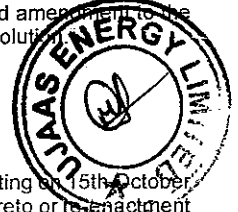
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded for the deletion of all the Articles of the existing Articles of Association of the Company and substitute the same with the new set of Articles of Association and the said new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for, and to exclusion of, all the existing articles thereof."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee of the Board thereof) be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

2. To approve and retain the existing Borrowing limits of the Company:

To consider and, if thought fit, to give assent or dissent to the following resolution proposed to be passed as a Special Resolution:

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company in an Extraordinary General Meeting on 15th October, 2010, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors to borrow from time to time such sum or sums of monies as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from company's



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bankers/financial institutions in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount upto which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs.1,000 Cr. (Rupees One Thousand Crores)."

"RESOLVED FURTHER THAT the Board of Directors or Committee thereof be and are hereby authorized to do all such acts, deeds, as they may, in their absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by them to be in the best interests of the Company, as they may deem fit."

3. To Create Mortgage / Charge on the Assets of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to sell, lease, mortgage or otherwise dispose of whole or substantially the whole of the undertaking of the Company or to create such mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wheresoever situate, present and future and such charge to rank either first, pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecations and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s), and/or to such other persons, if any, from whom the Company has proposed or proposes to borrow money/sums of moneys by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of Directors of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013."

"RESOLVED FURTHER THAT in connection with afore-stated Resolutions, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached thereto and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

4. To approve and retain the consent to sell, lease or dispose-off the Undertakings of the Company:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company through postal ballot dated 26th July, 2013 and pursuant to Sections 180(1)(a), and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to such other consents, permissions and sanctions, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to sell, transfer, assign, convey, lease and deliver or cause to be sold, assigned, transferred and delivered 14MWp Solar Power Generation Plant under Solar Power Generation Division of the Company, at Village Gagorni, District Rajgarh and at Village Dhabla Sondhiya, Jaisngpura Tehsil Barod, District Shajapur (both in the state of M.P.) (hereinafter referred to as the "Solar Power Generation Business") together with all its assets (including the assets under construction / acquisition under the ongoing capital expenditure plans of the said Solar Power Generation Business) and liabilities/ obligations of whatsoever nature and kind and wheresoever situated in whole or in part and to any Company or Enterprise, on any such date as the Board /Committee of Directors may deem fit, for a consideration as the Board/Committee of Directors deem fit, subject to adjustment for net working capital and on such terms and conditions (including without limitation, mode of receipt of the sale consideration) as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the Board/Committee of Directors be and are hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to sell/transfer the Solar Power Generation Business and to finalize and execute, deliver and perform Memorandum of Understanding and such agreements (including but not limited to business transfer agreement), contracts, deeds, undertakings, and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities, including Governmental authorities, and take all necessary steps in the matter as it may in its absolute discretion deem necessary (including but not limited to change/alter the Appointed Date), desirable or expedient to give effect the above resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

By order of the Board
For UJAAS ENERGY LIMITED

MONIKA CHOUKSE

COMPANY SECRETARY & COMPLIANCE OFFICER

Membership No. : A28563

Place: Indore
Date: 14.08.2014

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NOTES :

1. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 is annexed hereto.
2. The Notice is being sent under Registered Post Acknowledgment Due to all the Members, whose names would appear in the Register of Members / Record of Depositories as on Friday, the 15th August, 2014. The members who have registered their e-mail IDs for receipt of documents in electronic mode will be sent by e-mail. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on Friday, the 15th August, 2014.
3. The Board of Directors has appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; C. P. No. 1925) as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Corporate Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by scrutinizer i.e. Friday, 26th September, 2014.
5. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
6. The details of dispatch of Notice and Postal Ballot Paper to the members will be published in at least one (1) English and one (1) Vernacular language newspaper circulating in Madhya Pradesh.
7. Members are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote.
8. The result of the Postal Ballot shall be declared by the Chairman, or in his absence by Company Secretary, on Monday, 29th day of September, 2014, at 04.00 p.m. at the Corporate Office of the Company at 701-A, NRK Business Park, Vijay Nagar Square, Indore (M.P.) – 452 010 and the resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the Shareholders had assented to the Resolutions. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The result of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company www.ujaas.com and will also be informed to the Stock Exchanges.
9. Any query/grievance may please be addressed to Ms. Monika Choukse, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: cs@ujaas.com or Tel.: 0731-4715300 or Facsimile: 0731-4715344.
10. Members are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising their vote.

Instruction for e-voting

The instructions for members for voting electronically are as under:

(A) 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 "Ujaas Energy Limited" 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.
- (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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	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. Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
Dividend Bank Details	• 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 number of shares held by you as on 15th August, 2014, the cut off date 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 "Ujaas Energy Limited" 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.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to change 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.

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- (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 Corporates.
 - 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 favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (b) In case of Members' receiving Postal Ballot Form by Post and desiring to cast e-vote:
- (i) Initial password is provided at the bottom of the Postal Ballot Form
- (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xiv) of (a) above, to cast vote
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of: <http://www.evotingindia.com>
- (d) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

Item No. 1:

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted pursuant to the provisions from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

While some of the Articles of the existing Articles of Association of the Company require alteration or deletions, therefore it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. As per the provisions of Section 14 of the Companies Act, 2013, a Company cannot, except with the approval of the members, alter its Articles of Association. Members' approval is therefore sought by means of postal ballot to adopt new set of Articles of Association by substitution of existing Articles of Association.

The Proposed new draft of Articles of Association of the Company is also available for inspection at the registered office of the Company on all working days between 10.00 a.m. to 12.00 noon excluding Saturday and Sunday.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, either financially or otherwise, except to the extent of their shareholding in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution as set out in Item No.1 of the accompanying Notice for approval of the members through Postal Ballot.

Item No. 2 to 4:

In terms of the resolution passed by the members of the Company under Section 293(1)(d) of the Companies Act, 1956 at an Extraordinary General Meeting held on 15th October 2010, the amount of loans borrowed by the Board of Directors on behalf of the Company cannot exceed Rs.1000 crores (One Thousand Crore) over and above the aggregate of the paid up capital and free reserves, at any point of time and to create security by way of mortgage and/or charge on movable/immovable properties of the Company against the borrowings, under Section 293 (1)(a) of the Companies Act, 1956. As on March 31, 2014, the total borrowings of the Company amounted to Rs.120.32 Cr.

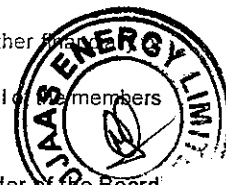
Further, the Members of the Company had granted authority to the Board of Directors under the provisions of Section 293 (1)(a) of the Companies Act, 1956, to sell, transfer, assign, convey, lease and deliver or cause to be sold, assigned, transferred and delivered 14MWp Solar Power Generation Plant under Solar Power Generation Division of the Company, at Village Gagorni, District Rajgarh and at Village Dhabla Sondhiya, Jaisngpura Tehsil Barod, District Shajapur (both in the state of M.P.), through Postal Ballot conducted in June, 2013 and for which Postal Ballot Results were announced on 26th July, 2013.

However, according to the clarification issued by GOI, MCA, vide General Circular No.04/2014 dated 25th March, 2014, the Resolution(s) passed u/s.293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013, for a period of 1 year from the date of its notification. Hence, in order to remain in compliant with the relevant provisions on borrowings and creation of security under the Companies Act, 2013 the consent of the members is hereby requested by way of proposed Special Resolution(s) under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013.

All the material documents are available for inspection at the registered office of the Company on all working days between 10.00 a.m. to 12.00 noon excluding Saturday and Sunday.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, either financially or otherwise, except to the extent of their shareholding in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution as set out in Item No. 2 of the accompanying Notice for approval of the members through Postal Ballot.



By order of the Board
For UJAAS ENERGY LIMITED

Place: Indore
Date: 14.08.2014

MONIKA CHOUKSE
COMPANY SECRETARY & COMPLIANCE OFFICER
Membership No. : A28563

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**UJAAS ENERGY LIMITED**

(formerly known as M And B Switchgears Limited)

Regd. Office: Survey No. 211/I, Opp. Sector C & Metalman, Sanwer Road Industrial Area, Indore-452 015.
Tel No: 0731-4715300; Fax: 0731-4715344; E-mail: info@ujaas.com; Website: www.ujaas.com
CIN: L31200MP1999PLC013571

POSTAL BALLOT FORM

(In Lieu of e-voting)

(Please read the instructions carefully before completing the Form)

1. Name & Registered Address of the :
Sole / First named shareholder

2. Name of joint shareholder(if any):

3. Registered Folio No. /:
DPID No./ Client ID No.*
(*Applicable to Members holding
shares in dematerialised form)

4. No. of Equity Shares held:

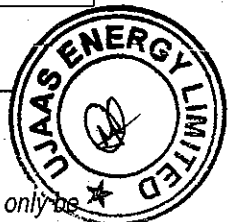
I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 14th August, 2014 of the Company, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Equity Shares	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Special Resolution u/s. 14 of the Companies Act, 2013, to adopt a new set of Articles of Association of the Company containing regulations in line with the Companies Act, 2013.			
2.	Special Resolution u/s. 180 (1)(c) of the Companies Act, 2013, for approving and retaining the existing Borrowing limits of the Company of Rs.1,000 Crores and authorizing the Board of Directors or its Committee to do all that is necessary in connection therewith.			
3.	Special Resolution u/s. 180 (1)(a) of the Companies Act, 2013, to mortgage and/or create, modify charge on the assets of the Company and authorizing the Board of Directors or its Committee to do all that is necessary in connection therewith.			
4.	Special Resolution u/s. 180 (1)(a) of the Companies Act, 2013, to authorising the Board / Committee of Directors to Sell / Transfer / dispose-off the Company's 14MWp Solar Power Generation Plant situated at Village Gagorni, Rajgarh District and at Village Dhabla Sondhiya, Jaisngpura Tehsil Barod, District Shajapur (both in the state of M.P.).			

Place:

Date:

Signature of Shareholder



Note: The postal Ballot Forms received by the Scrutinizer on or before Friday, September 26, 2014 by 06.00 p.m. shall only be considered as valid

Note: Please follow steps for e-voting as given in the Notice of Postal Ballot by logging onto www.evotingindia.com

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INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. S. Anantha Rama Subramanian, C/o. Bigshare Services Private Limited, E-2 and 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai- 400 072, Maharashtra, India, Tel.: +91 22 2847 0652, so as to reach latest by Thursday, September 25, 2014. Ballot Form received thereafter will strictly be treated as if not received.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board/Committee of Directors of the Company.
4. In the event member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Postal Ballot Form shall not be exercised by a proxy.
6. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (6.00 pm) on Friday, September 26, 2014.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Registrar and Transfer Agent of the Company (i.e. Bigshare Services Private Limited). Members are requested to keep the same updated.
8. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
9. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepared envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
11. There will be only one Postal Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
12. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Registrar and Transfer Agent and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
13. Where the Ballot Form has been signed by an Authorised Representative of the Body Corporate/Trust/ Society, etc. a certified copy of the relevant authorisation/Board Resolution to vote should accompany the Ballot Form.
14. Instructions for e-voting procedure are available in the Notice of Postal Ballot and are also placed on the website of the Company www.ujas.com.

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