

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of SAT INDUSTRIES LIMITED will be held at Umang Hall, Samrat Hotel, Prem Court, J. Tata Road, Mumbai -400 020 on Friday, the 30th day of August, 2013, at 9.00 A.M. to transact the following business:

ORDINARY :

(1) To receive, consider and adopt the audited accounts of the Company for the year ended on March 31, 2013 along with the Report of the Directors' and Auditors' thereon.

(2) To appoint a director in place of Mr. Ramesh Chandra Soni who retires by rotation and being eligible, offers himself for re-appointment.

(3) To appoint a director in place of Mr. Sunil Jain who retires by rotation and being eligible, offers himself for re-appointment.

(4) To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions relating to the appointment of the Auditors of the Company:

A. "RESOLVED THAT M/S R. Kabra & Co., Chartered Accountants, Mumbai (ICAI FRN : 104502W) be and are hereby re-appointed as the Statutory Auditors of the Company u/s 224 and other applicable provisions, if any, of the Companies Act, 1956, to hold office as such from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, at a remuneration including applicable service tax as may be decided by the Board of Directors of the Company."

B. "RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, the accounts of the Company's branch office at Sharjah (UAE) be audited by the persons other than the Statutory Auditors of the Company .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to appoint auditors, to audit the accounts of the Sharjah Branch in consultation with the Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration."

Registered Office : By Order of the Board of Directors
69-A, Rajgir Chambers, 8th Floor,
12/14, Shahid Bhagat Singh Marg,
Fort, Mumbai -400 023. H.K. Turgalia
Dated : 29.05.2013 Wholetime Director

Note :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 27.08.2013 to 30.08.2013 (both days inclusive).
3. An explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 of the Companies Act, 1956, in respect of items no.4 of the Notice as set out above, is annexed hereto.
4. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
5. Any query related to accounts should be notified to the Company at least 7 days before the date of the Annual General Meeting.
6. The Securities and Exchange Board of India has mandated compulsory trading of the Company's equity shares in demat form for all the investors. The International Securities Identification number (ISIN) code is INE 065D01027.

Annexure to Notice

Item no.4

(a) The Board of Directors of the Company have on the recommendation of the Audit Committee proposed that M/S R. Kabra & Co., Chartered Accountants, Mumbai be re-appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company. M/S R. Kabra & Co., Chartered Accountants, Mumbai have forwarded their certificates to the Company stating that their re-appointment, if made, will be within the limit specified in that behalf in Sub-section 1(B) of Section 224 of the Companies Act, 1956.

(b) The Board of Directors of the Company on the recommendations of the Audit Committee decided to have the accounts of the Sharjah Branch (UAE) of the Company be audited by a person other than the statutory Auditors of the Company in accordance with the provisions of section 228 of the Companies Act, 1956.

The resolutions as in this item of Notice are accordingly commended for the acceptance of the members.

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Brief resume and other information in respect of Non-Executive Director seeking appointment/ re-appointment at the Annual General Meeting :

(a) Mr. Ramesh Chandra Soni :

Mr. Ramesh Chandra Soni aged about 53 years is a Commerce Graduate and fellow member of the Institute of Chartered Accountants of India.

He is director in the Company since 2005.

He is a member of the Audit Committee and Remuneration Committee of the Board of Directors of the Company.

Nature of expertise in specific functional area : Accounts, audit, taxation and finance.

He is a director in Sah Polymers Limited and he is not Chairman /Member of the Committee in more than 10 companies.

He does not hold any share of the Company as on the date of this Notice.

(b) Mr. Sunil Jain:

Mr. Sunil Jain aged about 35 years is a Commerce Graduate.

He is director in the Company since 27-09-2011.

He is a member of the Remuneration Committee of the Board of Directors of the Company.

Nature of expertise in specific functional area : Finance and capital market.

He is not a director in any other company. Hence he is not Chairman /Member of the Committee in more than 10 Companies.

He does not hold any share of the Company as on the date of this Notice.

SAT INDUSTRIES LIMITED

Registered Office : 69-A, Rajgir Chambers, 8th Floor, 12/14, Shahid Bhagat Singh Marg,
Opp. Old Custom House, Fort, Mumbai 400 023

PROXY FORM

I / We _____
of _____
being the Member / Members of **SAT INDUSTRIES LIMITED** the named Company, hereby appoint
Mr./Ms. _____ of _____
_____ or failing him Mr./Ms. _____
_____ of _____

as my/our proxy to vote for me/us on my/our behalf at the ANNUAL GENERAL MEETING of the Company to be held at 9.00 a.m.
on Friday, 30th day of August, 2013 or at any adjournment thereof.

Regd. Folio No.	
DP Id.*	
Client Id.*	
No. of shares	

Affix
Revenue
Stamp of
not less than
Rs. 1.00

Signature : _____

Date : _____

* Applicable for investors holding shares in electronic form.

NOTES:

- The form should be signed across the stamp as per specimen signature registered with the Company.
- The Companies Act, 1956 lays down that the instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the time fixed for holding the Meeting.
- A Proxy need not be a Member.
- Company reserves the right to ask for identification of the proxy.

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Old Custom House, Fort, Mumbai 400 023

ATTENDANCE SLIP

PLEASE COMPLETE THE ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

- Name of the Attending Member : _____
(in Block Letters)
- Regd. Folio Number : _____
- DP Id.* : _____
- Client Id.* : _____
- Name of the Proxy (in Block Letters) : _____
(To be filled in if the proxy attends instead of member)
* Applicable for Investors holding shares in electronic form
No. of shares held : _____

I hereby record my presence at the Annual General Meeting at Umang Hall, Samrat Hotel, Prem Court, J. Tata Road,
Mumbai – 400 020 on Friday, 30th August, 2013 at 9.00 a.m.

Signature of the Shareholders/Proxy

NOTES :

- Shareholders / Proxyholders are requested to bring the attendance slip with them when they come to the meeting. No attendance slip will be issued at the time of meeting.
- This attendance slip is valid only in case shares are held on the date of AGM.

If Undelivered, Please return to :

SAT INDUSTRIES LIMITED

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