

## NOTICE OF POSTAL BALLOT

### Notice to Members Pursuant To Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Rajesh Gulati, Practicing Chartered Accountant as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

In accordance with Clause 35B of equity listing agreement entered into by the Company with Stock exchanges wherein the Company's equity shares are listed and in terms of Section 110 of the Companies Act, 2013, and the Rules made thereunder, the Company has appointed National Securities Depository Limited ("NSDL") as the agency for electronic voting. Shareholders who wish to vote electronically are advised to follow the detailed instructions given for e-voting as annexed to this notice.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 12<sup>th</sup> January, 2015 at 06:00 p.m. (IST).

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by the Managing Director or the Company Secretary of the Company on 15<sup>th</sup> January, 2015 at the Registered Office of the Company.

The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz. [www.sindhutrade.com](http://www.sindhutrade.com)

### **SPECIAL BUSINESS**

#### **1. Alteration into the Main objects of the Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to Section 13, and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to "the Act") (to the extent notified) and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and all other provisions of applicable laws, consent of the members 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to alter the main objects of the Memorandum Of Association of the Company by inserting the following new clause 19 under Clause III (A) of the Memorandum Of Association of the Company:

19. To carry on in India or elsewhere the business of mining, trading and / or otherwise to deal in all types of minerals their concentrates, compounds, products, by-products, derivatives, mixtures, ingredients & residues, available on the planet of earth i.e. on land, water or otherwise and other allied goods, present or future and to do all incidental acts & things necessary for the attainment of foregoing objects. Also to prospect, explore, operate and work on mines, quarries, oil fields, wells and to set, crush, melt, manufacture, process, excavate, produce, commercialize, develop, distribute, derive, discover, excavate, dig, blast, grade, handle, manipulate, operate, organize, prepare, promote, supply, import, export, buy, sell, turn to account and to act as

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**Corporate Office: C-11, Rajouri Garden, Ring Road, New Delhi-110027**

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agent, broker, concessionaries, consultant, mine owner, quarry owner, loader, unloader, transporter, collaborator, jobworker for the above mentioned purpose.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Sh. Satya Pal Sindhu, Managing Director and Ms. Mahima Jain, Company Secretary and Compliance officer of the Company be and are hereby severally authorized on behalf of the Company to take all such steps and / or actions, as may be necessary, desirable or expedient for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to sign, seal and execute all 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 that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid matter.”

**2. Power to make Inter- Corporate loan (s)/ provide Security(ies) or give guarantee(s)**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members 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 include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to make loans, investment from time to time by way of subscription, purchase from existing Shareholders or otherwise in the securities (including equity / ordinary Shares, preference Shares, debentures or any other kind of instruments, whether convertible or not) or give guarantee or provide any security in connection with its subsidiary i.e. Shyam Indus Power Solutions Private Limited amounting to 85.50 Crores, which is in excess of 60 percent of the paid up Share capital and free reserves of the Company or 100 percent of the free reserves of the Company, whichever is higher.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Sh. Satya Pal Sindhu, Managing Director and Ms. Mahima Jain, Company Secretary and Compliance officer of the Company be and are hereby severally authorized on behalf of the Company to take all such steps and / or actions, as may be necessary, desirable or expedient for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to sign, seal and execute all 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 that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid matter.”

**By order of the Board of Directors  
FOR SINDHU TRADE LINKS LIMITED**

Sd/-

**Mahima Jain**  
(Company Secretary)  
FCS No.-7734

Place: New Delhi  
Date: 05.12.2014

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
2. The Company Has appointed Mr. Rajesh Gulati, Practicing Chartered Accountant, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The notice is being sent to all the members / list of beneficial owners as received from Registrar and Transfer Agent, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on 08<sup>th</sup> December, 2014.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
5. Members are requested to notify any change of address:
  - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
  - b. To Registrar and Share Transfer Agent of the Company- **Indus Portfolio Private Limited** whose office is located at **at G-65, Bali Nagar, New Delhi-110015**, in respect of shares in physical form, to notify their change of address/ residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. Electronic copy of the Notice of the Postal Ballot of the Company inter alia indicating the process and manner of e- voting along with Attendance Slip is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Members has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice of the Postal Ballot of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip is being sent in the permitted mode.
10. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website [www.sindhutrade.com](http://www.sindhutrade.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. For any communication, the Shareholders may also send requests to the Company's investor email id: [corporatecompliance@sindhutrade.com](mailto:corporatecompliance@sindhutrade.com)
11. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to her at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: [corporatecompliance@sindhutrade.com](mailto:corporatecompliance@sindhutrade.com)

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## 12. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Postal Ballot by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Members receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)]:
- i. Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - ii. Open internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii. Click on Shareholder - Login
  - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - vii. Select “EVEN” of Sindhu Trade Links Limited.
  - viii. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [r.gulati64@gmail.com](mailto:r.gulati64@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Members receives physical copy of the Notice of Postal Ballot [for Members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the Notice of Postal ballot :

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

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- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. 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).
- V. The e-voting period commences on 13<sup>th</sup> December, 2014 (9:00 a.m.) (IST) and ends on 12<sup>th</sup> January, 2015 (05:00 p.m.) (IST). 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 08.12.2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 08.12.2014.
- VII. Mr. Rajesh Gulati, Chartered Accountant (Membership No. 089046) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on 15<sup>th</sup> January, 2015. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.sindhutrade.com](http://www.sindhutrade.com) and on the website of NSDL within two(2) days of passing of the resolutions of the Company and communicated to the BSE Limited.
13. Shareholders exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 12<sup>th</sup> January, 2015 at 06:00 p.m. (IST).
- Please note that all postal ballot forms received after 12<sup>th</sup> January, 2015 at 06:00 p.m. (IST) will be strictly treated as if the reply from the member has not been received.
14. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or download from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the 'Investor Centre' page on the website of the Company [www.sindhutrade.com](http://www.sindhutrade.com).
15. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
16. 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 letter together with attested specimen signature(s) of the duly authorized signatory/ ies, giving requisite authority to the person voting on the Postal Ballot Form.
17. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
18. The vote in this Postal Ballot cannot be exercised through proxy.
19. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / e-voting will be final.
20. The Results of e-voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's

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website [www.sindhutrade.com](http://www.sindhutrade.com) and on the website of NSDL within two(2) days of passing of the resolutions and communicated to the Stock Exchanges.

By order of the Board of Directors  
FOR SINDHU TRADE LINKS LIMITED

Sd/-

**Mahima Jain**  
(Company Secretary)  
FCS No.-7734

Place: New Delhi  
Date: 05.12.2014

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**Explanatory Statement Pursuant To Section 102 of the Companies Act, 2013**

Item No. 1

The Members are hereby informed that the Clause III-A consists of all the main operations carried on by the Company. However, to expand the business activities of the Company in the area of mining and other allied activities thereto, the Management has decided to amend the main objects of the MOA by inclusion of new clause (Clause No. 19).

It may be noted that the alterations are in the nature of additions and consolidation of the current clauses and that the scope of the existing clauses remain as before.

Alteration in Clause III-A (Main Object Clause) pursuant to section 13 of the Companies Act, 2013 requires approval of shareholders by passing the special resolution through Postal Ballot as per Section 110 read with the Companies (Management and Administration) Rules, 2014.

None of the Directors, Manager or KMP or their relatives is interested or concerned in the passing of this resolution.

**Item No. 2**

The Members are hereby informed that Company has decided to provide Corporate Guarantee to its subsidiary i.e. Shyam Indus Power Solutions Private Limited amounting to Rs. 85,50,00,000 ( Rupees Eighty Five Crores and fifty lacs only) for meeting its business operations.

As per the provisions of the Section 186 of the Companies Act, 2013 and other applicable provisions, the above mentioned guarantee together with the aggregate of the Company's loans/ inter corporate deposits and guarantee or security to or investments in securities in, other bodies corporate outstanding as and when the aforesaid investments made may exceed 60% of the Company's paid up share capital and free reserves or 100% Of the free reserves whichever is more.

Therefore, the approval of the Members requires approval of shareholders by passing the Special resolution through Postal Ballot.

None of the Directors, Manager or KMP or their relatives interested or concerned in the passing of this resolution.

**By order of the Board of Directors  
FOR SINDHU TRADE LINKS LIMITED**

Sd/-

**Mahima Jain**  
(Company Secretary)  
FCS No.-7734

**Place: New Delhi**  
**Date: 05.12.2014**

**Form No. MGT- 12**  
**Polling Paper**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies  
(Management and Administration) Rules, 2014]*

**Name of the Company:** Sindhu Trade Links Limited  
**Registered Office:** 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi-110035  
**CIN:** L63020DL1992PLC121695

**BALLOT PAPER**

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To alter the main objects of the Company by insertion of the clause 19 in the Memorandum of Association of the Company			
2.	To provide Corporate Guarante to M/s Shyam Indus Poower Solutions Private Limited amounting to Rs.85.50 Crores.			

**Place:**

**Date:**

**(Signature of the shareholder\*)**

(\*as per Company records)