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

(Pursuant to Section 110 of the companies act 2013, read with the companies (Management and Administration) Rules, 2014)

Dear Member (s),

Notice is hereby given pursuant to the provision of section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including statutory notification or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and other applicable laws and regulation, that the resolution appended below, in relation to

ITEM NO.1

Migration of listing/trading of equity shares of the company FROM NSE SME Platform i.e. (EMERGE) to Main board of NSE (Capital Segment)

The proposed resolution is to be passed by the members through postal ballot/electronic voting(e-voting).

The proposed resolution, along with the explanatory statement setting out the material facts and reasons thereto, and appended below and a Postal Ballot Form is enclosed for your consideration.

The board of directors of the company has appointed Shazan Ali, SAS & Associates practicing Company Secretary (Membership No. 8748) as a scrutinizer for conducting the postal ballot and e-Voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instruction printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the scrutinizer not later than 1st October, 2016.

Members desiring to opt for e-Voting as per the facilities arranged by the company are requested to read the instructions in the notes under the section 'voting through electronic means' in this notice.

The scrutinizer will submit his report to the chairman or any director of the company after the completion of the scrutiny of the Postal Ballots (including e-Voting). The results of the postal ballot (including e-Voting) shall be declared on 4th October, 2016 and communicated to the NSE, the depository and the registrar and Share Transfer Agent and would also be displayed on the company's website at www.sancopipes.com

SPECIAL BUISNESS

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



Sanco Industries Limited

Corp. office :- D-161 Suraj Mal Vihar,
(Near Karkardooma Court) New Delhi-110092 (INDIA)

Phone :- 011-47315500 (100 lines),

Fax. :- 91-11-47315555

e-mail - sanco86@sancopipes.com

web site - www.sancopipes.com

Regd. office :- 9/51, Bazar Gali, Vishwas Nagar,
New Delhi-110032 (INDIA)

Works :- Village Satiwala, Tehsil

Paonta Sahib-173025 (H.P.) India

Ph. 09318970197

“**RESOLVED THAT** pursuant to applicable provisions of Securities and Exchange Board of India Act, 1992 and rules and regulations made there under, Securities Contract Regulation Act, 1956 and Rules made there under, SEBI (ICDR) Regulations, 2009 and Companies Act, 2013 and re-enactment or modification thereto and rules made there under subject to the provision of listing agreements entered into by the company applicable to small and medium enterprises and listing agreement of listing of securities on main board of a stock exchange particularly NSE and subject to the applicable laws and by-laws and rules and regulations of respective stock exchange and subject to all other modification, enactments, re-enactments and amendments to the above and all other applicable laws and subject to the approval if any or any of the statutory authorities such as Securities and Exchange Board of India (SEBI), NSE, concerned Registrar of Companies (ROC), Reserve Bank of India (RBI), Competition Commission of India and any other authority approval of which may be required for the purpose, approval of shareholder of the company be and is hereby accorded to the Board of Directors of the Company to apply and get 1,02,84,000 no. of Equity Shares of the Company of face value Rs. 10 Per Share, currently listed on National Stock Exchange EMERGE, migrated to main Board of National Stock Exchange and listed and traded on the exchange, from the date of Migration”

“**RESOLVED FURTHER THAT** the board be and is hereby authorized to all such acts, deeds, matters and things and to execute all such documents, instruments and writing as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any such committee of Directors or any Director and / or officer if the company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person / representative, to give effect to this resolution”

Place: Delhi

Date: 30th August, 2016

Registered Office
9/51 Bazar Gali
Vishwas Nagar
Shahadra- 110032

By Order of the Board of Directors


SANJAY GUPTA
(Managing Director)
DIN:00726005



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 26th August, 2016.
3. The Company has appointed Shazan Ali, SAS & Associates practicing Company Secretary, (Membership No. 8748) 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.

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 October 1, 2016 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 case of joint- holding, the postal ballot form must 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.
7. Unsigned, incomplete, improperly or incorrectly ticked postal ballot forms shall be rejected.
8. In compliance with provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 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.
9. The scrutinizer will submit the report to the chairman after the completion of the scrutiny of the postal ballot (including e-Voting). The result of the voting by postal ballot will be announced by the Managing Director or Company Secretary of the company duly authorized on 29th August, 2016 at the registered office of the company and will also be displayed on the website of the company (www.sancopipes.com) and RTA's or CDSL's Website and communicated to the National Stock Exchange of India limited, where the shares of the company are listed.
10. A member cannot exercise his/her vote by proxy on postal ballot.
11. Resolution passed by the members through postal ballot is deemed to have been passed as if they have been passed at a general meeting of the members.
12. The date of declaration of results of the postal ballot shall be date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in explanatory statement will be available for inspection at the registered office of the company during office hours on all working days from the date of dispatch of notice 30th August, 2016.
14. The board of directors has appointed the Managing Director and Company Secretary as person responsible for the entire Postal Ballot process.

E-VOTING INSTRUCTIONS

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

- The voting period begins from 9.00 am on 1st September, 2016 to 5:30pm on October 1, 2016. During this period shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date (record date) of 26/08/2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" tab to cast your votes.



- Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID.
 - b) For NDSL: 8 Character DP IP followed by 8 Digits Client ID.
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of the company, then your existing password is to be used.
- 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 when (Applicable for both demat shareholders as well as physical shareholders). <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 followed by folio/client id. • In case the folio no is less than 8 digits enter the applicable number of 0's (Zero) before the folio after the first two characters of the Name in CAPITAL letters. E.g. If your Name is Ramesh Kumar with folio R0013 then enter RA00R0013 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. If DOB not registered then enter it as 01/01/1990.

- After entering these details appropriately, click on "submit" tab.
- 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 this password is to be also used by the demat holder for voting resolution 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.
- For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- Click on the **EVSN (160827007)** for Sanco Industries Limited.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent the Resolution and option NO implies that you dissent the Resolution.
- Click on the "RESOLUTION FILE LINK" if you wish to view the entire resolution details.
- After the 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.
- Once you confirm your vote on resolution, you will not be allowed to modify your vote.
- You can also take print out of your voting done by you by clicking on "click here to print" option on your voting page.



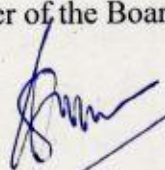
- If the demat account holder has forgotten the changed password then enter the user ID and the image verification code and click on forgot password & enter the details.

Place: Delhi

Date: 30th August, 2016

Registered Office
9/51 Bazar Gali
Vishwas Nagar
Shahadra- 110032

By Order of the Board of Directors


SANJAY GUPTA
(Managing Director)
DIN:00726005



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) and 110 OF THE COMPANIES ACT, 2013

As the members/shareholders are aware that the equity shares of the company are listed on SME platform of National Stock Exchange of India Ltd. (NSE) i.e. EMERGE w.e.f. 12th March, 2014. Company made an IPO in 2014 on SME platform of NSE i.e. EMERGE and raised an amount of Rs. 4, 32,00,000 which has been deployed on the objects. The equity shares of the company are traded on NSE i.e. EMERGE and the company has made a bonus of 1 Equity Share for every 5 Equity Shares held (1:5) in August 2016.

The company has been performing consistently and adding to the product portfolio year by year. The 'SANCO' brand has been gaining popularity through large network of dealers and customers in India. The listing of equity shares enhanced transparency in the functioning and the company has been benefitted. Over the period company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and company is geared up for moving on to the main board of NSE.

In terms of present rules/regulations the equity shares listed on SME platform can be migrated to Main Board of Exchange after an initial period of 2 years from the date of listing. Your company is well poised to migrate on the Main Board of NSE and the eligibility criteria's for migration on Main Board are fulfilled. The listing on Main Board of NSE will make your company one of the prestigious company listed on one of the largest Stock Exchange of India i.e. NSE. . The listing on Main Board is likely to have wider participation from investors at large and trading in the equity shares of the company on the Main Board will go on the long way in enchanting the image and goodwill of the company. The benefits of listing on Main Board in the form of market capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the shareholders of the company and will also open up avenues of considering further resources raising if required for the business purposes. This will help the company to grow further and expand the opportunities of business. The shareholder's approval for the said purpose is sought through this resolution.

Please note that the proposed special resolution shall be acted upon if the votes cast by public shareholders in favor of the proposal amount to at least 2 times the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the equity share of the company on the Main Board of NSE and hence management recommends the passing of said resolution and seeks your approval.



None of the directors and key Managerial Personnel of the company or their representative relatives is concerned or interested in the passing of the resolution

Place: Delhi

By Order of the Board of Directors

Date: 30th August, 2016

Registered Office
9/51 Bazar Gali
Vishwas Nagar
Shahadra
Pin: 110032



SANJAY GUPTA
(Managing Director)
DIN: 00726005

GENERAL INSTRUCTIONS:

- Pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rules prescribed in this behalf and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 assent or dissent of the shareholders in respect of the resolution contained in the Notice dated 30th August 2016 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. 8748) 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 26th August 2016 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. 1st October 2016.
- The results of Postal Ballot shall be declared by the Managing Director or Company Secretary 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.

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 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 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.	Special Resolution to accord consent to the migration from NSE SME Emerge Platform to NSE Main Board (Capital Segment).			

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 ENVELOPE ENCLOSED
HEREWITH.**

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 signatures 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.