

ADTECH SYSTEMS LIMITED

Registered Office: 18, 3rd Floor, R.M.S. Apartments,
12, Gopalakrishna Iyer Road,
T.Nagar, Chennai-600 017., Tamil Nadu, India - 600017
e-mail: balamuralis@adtechindia.in Website: www.adtechindia.com
CIN: L33111TN1990PLC018678

Dear Member,

NOTICE 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. 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") is attached for your consideration. The Board of Directors of the Company (the "Board") has appointed Mr. Krishna Prasad R.S & Co., Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. 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. 5.30 p.m. on Thursday, 24th September 2015. 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 a Director or the Company Secretary of the Company on 30th September, Wednesday 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.adtechindia.com.

RESOLUTION:

RESOLVED THAT subject to the provisions of Section 13 and 110 any other applicable provisions, if any, of the Companies Act, 2013 and Rule 22 of The Companies (Management and Administration) Rules, 2014, approval of Shareholders is hereby given by Postal Ballot by a Special Resolution, the Memorandum of Association of the Company be altered by adding the following clauses as IIIA 6 and IIIA 7, after the existing clause IIIA 5 in the Memorandum of Association of the Company.

Clause III A 6 To purchase, manufacture, sell, supply, acquire, lease, install, commission, maintain, run and operate Solar and other type of Power Plants for generation of power of whatever form, whether from non conventional and/or renewable energy sources or not, in India and abroad and for that purpose enter into technical/financial business collaboration with such persons/firms/companies as may be required.

Clause III A 7 To purchase, manufacture, sell, supply, acquire, lease, install, commission Electric Vehicles, Electric Propulsion Systems, Electric Outboard Motors, Drones, Electric and Solar Power Boards, in India and abroad and for that purpose enter into technical/financial business collaboration with such persons/firms/companies as may be required.

RESOLVED further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or proper to give effect to this resolution.

Date: 17 August 2015
Place: Trivandrum

By the Order of the Board

Balamurali S
Company Secretary and Compliance Officer

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolution above, are appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 18th August 2015
3. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the 'Investors' section on the Company's website.
4. Shareholders may please send their assent or dissent in writing on a postal ballot either by
 - (a) post by expressing their assent (For) or Dissent (Against) by a tick (✓) mark in the appropriate column in the postal ballot form attached to this notice, and despatching the same to the Scrutinizer who is available at the Registered Office of the Company in the pre-stamped postal envelope in the name of the Scrutinizer or
 - (b) by remote voting by electronic means as per procedure detailed below.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered by Postal Ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through postal ballot paper is also available and members who have not cast their vote by remote e-voting shall be able to exercise their right by postal ballot.
- III. The remote e-voting period commences on 25th August 2015 (9:30 am) and ends on 24th September 2015 (5:30 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th August 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV The process and manner for remote e-voting are as under:
 - A. In case a Member 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 viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Adtech Systems Limited".
- (viii) Now you are ready for remote 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 krishnaprasadcs@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Notice of Postal Ballot

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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(ii) Please follow all steps from Sl. No.	(ii) to Sl. No.	(xii) above, to cast vote.
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IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VI. 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).

VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18 August 2015

VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th August 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or balamuralis@adtechindia.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting through postal ballot.
- X. Mr.Krishna Prasad R S, Company Secretary in Practice (Membership No FCS 7080) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall after expiry of the time allowed for receipt of postal ballot votes by post will first count the votes cast by postal ballot and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than seven days of the conclusion time allowed to cast votes, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company –www.adtechindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Ahmedabad Stock Exchange Asscn Ltd. .

An explanatory statement pursuant to Section 102 of the Act

The Company intends to diversify its operations into generation and supply of electricity from renewable energy sources . The Company has identified solar power projects to be a new business opportunity and hence proposes to do supply, installation, testing, commissioning and maintenance of Solar Power plants in various forms as may be required by the customers and also for generation and sale of electricity. The Company intends to target requirement of large project customized solar power plants. The new initiatives taken by Government of India promotes the installation of Solar Power plants by Government Authorities which can be tapped to increase revenue.

The Company also intends to diversify into new technology products so that new avenues for revenue are explored. The addition of new product line is required to increase the revenue.

None of the Directors including the Key Managerial Personnel and their relatives are concerned or interested in this resolution.

ADTECH SYSTEMS LIMITED

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12, Gopalakrishna Iyer Road,
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E-Mail: balamuralis@adtechindia.in Website: www.adtechindia.com/
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Postal Ballot Form

No.

Registered Folio No	DP ID No.	Client ID No.	No. of Shares held

Name and Address of the Sole/
First named Shareholder

Joint Holder's Name (if any)

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 13th August 2015 by sending my/our assent or dissent to the said resolutions by placing a tick mark in the suitable box below.

Item No.	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	<p>Special Resolution for Alteration of the Objects Clause of Memorandum of Association of the Company by insertion of new Clauses IIIA 6 and IIIA 7, after the existing clause IIIA 5 in the Memorandum of Association of the Company.</p> <p>Clause III A 6 To purchase, manufacture, sell, supply, acquire, lease, install, commission, maintain, run and operate Solar and other type of Power Plants for generation of power of whatever form, whether from non conventional and/or renewable energy sources or not, in India and abroad and for that purpose enter into technical/financial business collaboration with such persons/firms/companies as may be required.</p> <p>Clause III A 7 To purchase, manufacture, sell, supply, acquire, lease, install, commission Electric Vehicles, Electric Propulsion Systems Electric Outboard Motors, Drones, Electric and Solar Power Boards, in India and abroad and for that purpose enter into technical/financial business collaboration with such persons/firms/companies as may be required.</p> <p>RESOLVED further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem necessary, expedient or proper to give effect to this resolution.</p>			

Place: _____

Date:

Signature of the shareholder

INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A member desiring to exercise his/her vote by postal ballot, may send duly completed form in the enclosed self addressed Business Reply Envelope. The envelope bears the name of Krishna Prasad R S & Co., Company Secretaries, appointed as the Scrutinizer by the Board of Directors of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot(s) may also be deposited personally at the Company's Registered office at 418,3rd Floor,R.M.S.Appartments12,Gopalakrishna Iyer Road, T.Nagar,Chennai-600 017.,Tamil Nadu, India - 600017
4. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours i.e. 1730 hours 24th September , 2015. A Postal Ballot Form received after this date and time will be strictly treated as if the reply from the member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal Ballot Form bearing (√) mark both the column will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorised signatory(ies).
9. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
10. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on 18th August 2015.

12. A Member 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 in Point no. 4 above.
13. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
14. Members are requested not to send any other paper along with the Postal Ballot Form (except those authorised by the Company) in the enclosed self addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. The Resolutions, if assented by requisite majority, shall be considered as passed on 30th September, 2015 (i.e. the date of Declaration of the Postal Ballot Result).

