

NUMERIC POWER SYSTEMS LIMITED

Regd Office: "NUMERIC HOUSE", 5 Sir P S Sivasamy Salai,
Mylapore, Chennai - 600 004



The ultimate in clean power

NOTICE OF POSTAL BALLOT

To
The Member(s),

Notice pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001, that the resolution appended below for the purpose of the alteration in the Objects Clause of Memorandum, is a business necessarily required to be transacted by voting by Postal Ballot. Accordingly, approval of the Shareholders is sought on the special resolution through Postal Ballot.

Item No. 1

To consider and, if thought fit, to pass the following Resolution as a Special Resolution.

RESOLVED THAT in accordance with the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, the Memorandum of Association of the Company be altered by inclusion of Clauses 6,7,8,9 and 10 in the Main Objects (III)(A) of the Memorandum of Association of the Company, as under:

6. To Design, Develop, Undertake the jobs of Engineering, Procurement, Commissioning , Operation and Maintenance of Renewable Energy based power generating systems/Power Plants including and not limiting to Wind Energy, Solar Photovoltaic (SPV), Solar Thermal, Solar Energy farms using SPV technology, Bio-Thermal and all other forms of Renewable Energy generation and marketing of energy to authorized power transmission and distribution companies including the State Electricity Boards and Power Grid anywhere in India and abroad using Indigenous and Imported Technology.
7. To Design, Develop, Manufacture, Supply, Install, Operate and Maintain Solar Cells, Solar Modules and panels suitable for Renewable Energy power generation using Indigenous and Imported Technology.
8. To Design, Develop, Manufacture, Supply, Install, Operate and Maintain wind energy generators and integration of Wind, Solar, Tidal, Bio-mass energy and any other form of renewable/non-conventional energy generation systems using Indigenous and Imported Technology.
9. To Design, Develop, Manufacture, Supply, Install, Operate and Maintain Invertors for Solar and all forms of renewable energy including solar charge controllers of all types, junction boxes, power handling devices, mechanical structures, cable connectors and all other devices involved in the renewable production, conversion and Supply to various Grids using Indigenous and Imported Technology.
10. To Design, Develop, Manufacture, Supply, Install, Operate and Maintain Diesel Generators, Sound proofed Gen-sets, Control panels, canopies and accessories, Compressor and components including machined components for Diesel and Wind Generators, Machined components for Automotive, Mining, Construction Engineering, Earthmoving equipments, Lighting Fixtures, LED Lighting Fixtures, Precision Die Castings, Emergency lighting, Power Supplies, Aluminium extrusions,

Place : Chennai
Date : 18.9.2010

By Order of the Board
For NUMERIC POWER SYSTEMS LIMITED.
Sd-
S Krishnamurthy
Company Secretary

Note:

- (1) Only a shareholder who is entitled to vote is eligible to exercise his/her vote through Postal Ballot.
- (2) The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons therefor is annexed. The said Special Resolution and the Explanatory Statement are being sent to you along with a Postal Ballot Form (the "Form") for your consideration. The Board has appointed Mr. S. Annadurai, Retired Commercial Banker as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- (3) You are requested to carefully read the instructions printed on the Form and return the same duly completed, in the attached 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 p.m. on or before Monday the 15th November 2010. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be announced on Wednesday the 17th November 2010, at 5 p.m. at the Registered Office of the Company.

ANNEXURE TO THE NOTICE

Explanatory Statement for the Resolution mentioned under Item No.1 pursuant to Section 173(2) and 192A(2) of the Companies Act, 1956.

Energy sector and Energy conservation fields are fast growing in India. Taking into account the emerging energy scenario in the country, your Company proposes to avail of the opportunity that may be thrown open to the industry. Though the Clause III (A) of the Main Objects of the Memorandum of Association of the Company, broadly covers areas of non-conventional energy systems, it is proposed to specifically cover areas pertaining to Solar Power, Wind Energy, Generator, Energy efficient Lighting Solutions.

The Board of Directors at their meeting held on 18th September, 2010 approved alteration in the Objects Clause of the Memorandum of Association of the Company.

In terms of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the alteration in the objects clause of Memorandum, is a business necessarily required to be transacted by voting by Postal Ballot. Accordingly, approval of the Shareholders is sought on the special resolution through Postal Ballot pursuant to Section 17 read with Section 192A of the Companies Act, 1956.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at its Registered Office from 11 a.m. to 3 p.m. on any working day of the Company upto Monday the 15th November 2010.

The Board recommends the Resolution for approval of the shareholders.

None of the Directors of the Company are, in any way, concerned with or interested in the Special Resolution.

Place : Chennai
Date : 18.9.2010

By Order of the Board
For NUMERIC POWER SYSTEMS LIMITED.

Sd-
S Krishnamurthy
Company Secretary