



EPIC ENERGY LIMITED
An: ISO9001:2008 Company
A BEE Short Listed ESCO Company
Registered Office: 304, A Wing, Winsway Complex, Old Police
Lane, Andheri (East); Mumbai - 400 069
Telefax: +91-22 - 26822238
CIN: L67120MH1991PLC063103; **E-mail:** info@epicenergy.biz; **Website:** www.epicenergy.biz

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Dear Member(s)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) read with the Companies (Management and Administration) Rules, 2014 (“Rules”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”) including any statutory modification or re-enactment thereof for the time being in force, and pursuant to other applicable laws and regulations, for seeking the consent of the members of Epic Energy Limited (“Company”) and to pass the following resolutions through postal ballot:

- i) To increase the Authorised Share Capital of the Company.
- ii) Amendment in the Memorandum of Association of the Company.
- iii) To consider preferential issue of an aggregate of 15,00,000 Equity Shares to the following persons not belonging to promoter and promoter group:
 - a) Rahul Surendrakumar Gupta
 - b) Brian A D’Souza
 - c) Devki Chakrabahadur Bhandari
 - d) Ashish Saraf
 - e) Trupti Bharat Rawool
- iv) Shifting of Registered Office of the Company from 304, A Wing, Winsway Complex, Old Police Lane, Andheri (East), Mumbai - 400 069 to 119, Patil Wadi, Office Nos 1-3, Near Rabale Railway Station, Rabale (W), Navi Mumbai, 400071.

The proposed resolutions along with explanatory statement setting out the material facts and the reasons thereof are enclosed along with the postal ballot form for your consideration. The attached postal ballot form and self-addressed postage pre-paid envelope for voting is to be used by the members for the purpose of exercising their vote in respect of the said resolution.

As per the provisions of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereto, the Company has appointed Mr. Jaiprakash Singh, Practising Company Secretary, proprietor of Jaiprakash R Singh & Associates (CP. 4412, FCS 7391) as an independent person to act as a scrutinizer for conducting the entire process of postal ballot in a fair and transparent manner. Mr. Jaiprakash Singh, Practising Company Secretary, has conveyed to the Company his willingness to act as such.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (“SEBI Listing Regulations”) and provisions of Section 110 of the Act read with the Rules, e-voting facility as an alternate is being provided to all the members which would enable them to cast their votes electronically instead of dispatching postal ballot form.

The Company has engaged Central Depository Services Limited (“CSDL”) to provide e-voting facilities to the members.

Members, who opt to vote physically using postal ballot forms or do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form.

The e-voting facility will be available at the link: <https://www.evotingindia.com/> starting from 9.00 a.m. on Thursday, October 27, 2016, until 5.00 p.m. on Friday, November 25, 2016.

Members are requested to read carefully and follow the instructions printed on the enclosed postal ballot form (no other form or photocopy is permitted) and return the Form, duly completed and signed, in the attached postage-pre-paid self-addressed envelope so as to reach the scrutinizer by 5.00 p.m. on Friday, November 25, 2016. Postal ballot forms received after this date will be strictly treated as if the reply from the concerned

member has not been received. The postage will be borne and paid by the Company. However, envelopes containing postal ballots deposited in person or sent by courier at the expense of the member will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the scrutinizer.

The scrutinizer will submit his report to the Chairman of the Company or in his absence, to any person authorized by him, after completion of the scrutiny of physical postal ballot forms / e-voting, and the result of the postal ballot will be announced at 5.00 p.m. on Saturday, November 26, 2016, at the registered office of the Company at i.e. 304, A Wing, Winsway Complex, Old Police Lane, Andheri (East), Mumbai - 400 069 and shall thereafter be published in newspapers. The result of the postal ballot shall also be displayed on the Company's website www.epicenergy.biz and the website of CDSL i.e. <https://www.evotingindia.com/>, besides being communicated to the stock exchange where the securities of the Company are listed and will be published in newspaper(s). The special resolutions, if approved, will be taken as effectively passed on the date of declaration of postal ballot result.

Members requiring any clarifications on e-voting may contact CDSL on toll-free number 1800- 200-5533 or by email at helpdesk.evoting@cdslindia.com desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instruction to the form. References to postal ballot(s) in this notice include votes received electronically.

**By Order of the Board of Directors
Epic Energy Limited**

**Nikhil Champaklal Morsawala
Director (DIN: 00214587)**

Place: Mumbai
Date: October 10, 2016

Following resolutions is requested to be passed by the members through postal ballot:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- each to 12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lac) equity shares of Rs. 10/- each by creation of additional 20,00,000 (Twenty Lac) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing equity shares of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a duly authorised Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."

2. AMENDMENT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules framed there under the consent of the members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

"V. The Authorised Share Capital of the Company is Rs.12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 equity shares of Rs. 10/- each, with the rights, privileges & conditions specified in the Articles of Association of the company and with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force."

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a duly authorised Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

3. ALLOTMENT OF 15,00,000 EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, in accordance with the provisions on preferential issue as contained in the SEBI ICDR Regulations, relevant provisions of SEBI Listing Regulations and Uniform Listing Agreement entered into by the Company with the stock exchange where the shares of the Company are listed and subject to the requisite approvals, permissions or consents, if any, of the Central Government, Reserve Bank of India, stock exchange, SEBI, banks, financial institutions, and any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time (“Concerned Authorities”) in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to the consent, approval of the member of the Company be and is hereby accorded to the Board to create, offer, issue and allot an aggregate of 15,00,000 equity shares (“Equity Shares”), for cash, at a price of Rs. 15/- (Rupees Fifteen only) per Equity Share including a premium of Rs. 5/- (Rupees Five Only) per Equity Share to the following persons (“Allottees”).

The issue price is not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations.

The details of Allottees are as under:

Sr. No	Name of Allottees	Address	PAN No.	No. of Equity Shares to be allotted
1.	Rahul Surendrakumar Gupta	Elita, Flat No 402, 4th Floor, B Wing, D.N Nagar, Andheri (W), Mumbai 400052.	AACPG7076N	3,00,000
2.	Brian A D'Souza	Sunkist Apts # 7, 3rd Floor, 20 Rebello Road, Opp Supari Talao, Near Mehboob Studios, Bandra West, Mumbai 400050.	AAHPD6973E	5,00,000
3.	Devki Chakrabahadur Bhandari	C/303, Om Arihant, Vastushilp, Sopara Road, Sai Nagar, Nala Sopara (W), Thane, 401203.	AWYPB1440M	2,00,000
4.	Ashish Saraf	B-45, Inderpuri, New Delhi 110012.	AKJPS4920L	3,00,000
5.	Trupti Bharat Rawool	Ganesh Mitra Mandal, Ram Niwas, Devipada, Borivili (E), Mumbai 400066.	BEHPR3965P	2,00,000
TOTAL				15,00,000

“RESOLVED FURTHER THAT the relevant date of the Equity Shares shall be per the regulations under chapter VII of SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT since the equity shares of the Company are not frequently traded, the price determined by the Company shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of equity shares of the Company as specified under chapter VII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Equity Shares to be allotted under shall be in dematerialised form and they shall rank pari passu with the existing equity shares of the Company in all respects, including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and the Articles of the Company.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in, for a period of one (1) year from the date of trading approval granted as specified under the regulations of Chapter VII of SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT there is no pre-preferential shareholding of Allottees and hence, no pre-preferential lock-in requirements shall apply as per SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

4. SHIFTING OF REGISTERED OFFICE ADDRESS OF THE COMPANY:

“RESOLVED THAT pursuant to the Section 12(5) and other applicable provisions of the Companies Act, 2013, if any, the registered office of the Company be and is hereby shifted from its present situation at 304, A Wing, Winsway Complex, Old Police Lane, Opp. Andheri Rly. Stn., Andheri (East), Mumbai 400 069 to 119, Patil Wadi, Office No. 1,2 & 3, Near Rabale Rly. Stn., Rabale (West), Navi Mumbai 400 701 a place falling under the jurisdiction of Rabale police station which is outside the local limits of the city where it is presently situated but within the same state.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to file the necessary documents in Form INC-22 with the Registrar of Companies to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

**By Order of the Board of Directors
Epic Energy Limited**

**Nikhil Champaklal Morsawala
Director (DIN: 00214587)**

Place: Mumbai

Date: October 10, 2016

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the resolutions is annexed hereto.
2. All documents referred to in this postal ballot notice and explanatory statement setting out material facts are open for inspection by the members at the Registered Office of the Company during normal business hours 10:00 a.m. to 1:00 p.m. on all working days (excluding Saturday and Sunday and public holiday) from the date hereof up to Friday, November 25, 2016.
3. The notice of postal ballot is being sent to all members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, October 14, 2016.
4. The postal ballot form, along with the instructions for postal ballot voting and e-voting, is enclosed separately.
5. The postal ballot notice along with the postal ballot form shall also be hosted on Company's website: www.epicenergy.biz
6. Shareholders who wish to avail physical copies of the postal ballot notice / form shall be provided the same upon request.
7. Shareholders can also register their e-mail IDs and contact numbers with the Company by sending

details to info@epicenergy.biz or with our Registrar and Transfer Agent, viz., Adroit Corporate Services Private Limited on info@adroitcorporate.com **Tele No: 9122 42270400** to enable the Company to communicate to the shareholders, the information about various developments in the Company via e-mail / SMS.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Companies Act”) accompanying the Notice.

ITEM NO. 1 & 2

The Authorised Share Capital of the Company as reflected in the Memorandum of Association as on date is Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- each. The Board of Directors of the Company in their meeting held on October 10, 2016, subject to requisite approvals and consents, resolved to offer Equity Shares to the persons other than promoter and promoter group of the Company on preferential basis. In view of the proposed preferential issue of Equity Shares, the Authorised Share Capital of the Company needs to be increased from existing Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- each to 12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lac) equity shares of Rs. 10/- each by creation of additional 20,00,000 (Twenty Lac) equity shares of Rs. 10/- ranking pari passu in all respect with the existing equity shares of the Company.

Consequent to the increase of Authorised Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company needs to be altered as indicated in Resolution No. 2.

The Board of Directors of the Company hereby recommend the resolutions set out as at item No. 1 & 2 for the consent of the members of the Company. None of the directors, key managerial personnel and relatives of the directors / key managerial personnel of the Company is interested in the proposed resolutions except to the extent of their shareholding in the Company.

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the members at the Registered Office of the Company during normal business hours 10:00 a.m. to 1:00 p.m. on all working days (excluding Saturday and Sunday and public holiday) from the date hereof up to Friday, November 25, 2016.

ITEM NO. 3

The Board of Directors of the Company at its meeting held on Monday, October 10, 2016 approved the proposal to create, offer, issue and allot an aggregate of 15,00,000 equity shares (“**Equity Shares**”), for cash, at a price of Rs. 15/- (Rupees Fifteen only) per Equity Share including a premium of Rs. 5/- (Rupees Five Only) per Equity Share to the Allottees as mentioned below.

The issue price is not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations. The relevant date of the Equity Shares shall be per the regulations under chapter VII of SEBI ICDR Regulations.

The following disclosure is made in accordance with the provisions of Chapter VII of SEBI ICDR Regulations and the Companies (Share Capital and Debentures) Rules, 2014 and any amendments thereto for the preferential issue:

1. Objects of the preferential issue and details of utilization of proceeds:

It is necessary to augment the capital. The strengthening of the capital base would also enhance the Company’s ability to participate in tendering and execution of future expansion of projects if any.

2. Intention of the promoters/ directors/ key managerial personnel to subscribe to the offer:

The preferential issue is being made, to persons other than promoter and promoter group. None of the directors/ key managerial personnel of the Company would be subscribing to this preferential issue of Equity Shares proposed to be issued by the Company.

3. Basis on which the price has been arrived at along with report of the registered valuer:

The price of the Equity Shares to be issued is being calculated in accordance with the provisions laid under Chapter VII of SEBI ICDR Regulations and since the shares of the Company are not frequently traded, we have taken into consideration various valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of the equity shares of our Company.

A certificate from an independent chartered accountant, having a minimum experience of ten years, for valuation of Equity Shares of the Company, has been issued by Mr. K. K. Maloo (Membership No.: 075872), partner of Maheshwari & Co., Chartered Accountants (Firm Registration No.: 105834N) dated October 8, 2016 has been obtained.

4. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in, for a period of one (1) year from the date of trading approval granted as specified under the regulations of Chapter VII of SEBI ICDR Regulations.

There is no pre-preferential shareholding of Allottees and hence, no pre-preferential lock-in requirements shall apply as per SEBI ICDR Regulations.

5. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares are to be allotted to the persons other than promoter and promoter group and their details are as follows:

Sr. No	Name of Allottees	Address	PAN No.	No. of Equity Shares to be allotted
1.	Rahul Surendrakumar Gupta	Elita, Flat No 402, 4th Floor, B Wing, DN Nagar, Andheri (W), Mumbai 400052.	AACPG7076N	3,00,000
2.	Brian A D'Souza	Sunkist Apts # 7, 3rd Floor, 20 Rebello Road, Opp Supari Talao, Near Mehboob Studios, Bandra West, Mumbai 400050.	AAHPD6973E	5,00,000
3.	Devki Chakrabahadur Bhandari	C/303, Om Arihant, Vastushilp, Sopara Road, Sai Nagar, Nala Sopara (W), Thane, 401203.	AWYYPB1440M	2,00,000
4.	Ashish Saraf	B-45, Inderpuri, New Delhi 110012.	AKJPS4920L	3,00,000
5.	Trupti Bharat Rawool	Ganesh Mitra Mandal, Ram Niwas, Devipada, Borivili (E), Mumbai 400066.	BEHPR3965P	2,00,000
TOTAL				15,00,000

6. Pre and Post preferential issue shareholding pattern:

Sr. No.	Category	Pre Issue (as on Sep 30, 2016)		Post issue of Equity Shares	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters Holding:				
1	Indian :				
	Individual	1,678,065	25.00	1,678,065	20.44
2	Foreign Promoters				
	Sub Total (A)	1,678,065	25.00	1,678,065	20.44
B	Non – Promoters’ Holding :				
1	Institutional Investors	-	-	-	-
2	Central Government/State Government	-	-	-	-
3	Non-Institution				
	Individual	4,108,698	61.22	5,608,698	68.30
	NBFCs Registered with RBI	-	-	-	-
	Employees Trusts	-	-	-	-
	Overseas Depositories (holding DRs)	-	-	-	-
	Bodies Corporate	866,611	12.91	866,611	10.55
	Clearing Members	610	0.01	610	0.01
	Non Residents	57,516	0.86	57,516	0.70
	Sub Total (B)	5,033,435	75.00	6,533,435	79.56
	Grand Total (A + B)	6,711,500	100.00	8,211,500	100.00

7. The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the Allottees is as follows:

Identity of the proposed Allottees	Category	Pre Issue shareholding	The maximum number of Equity Shares proposed to be allotted to Allottees	% shareholding post issue of Equity Shares
Rahul Surendrakumar Gupta	Non - promoter	Nil	3,00,000	3.65
Brian A D'Souza	Non - promoter	Nil	5,00,000	6.09
Devki Chakrabahadur Bhandari	Non - promoter	Nil	2,00,000	2.44
Ashish Saraf	Non - promoter	Nil	3,00,000	3.65
Trupti Bharat Rawool	Non - promoter	Nil	2,00,000	2.44

Since Allottees are individuals, hence no ultimate beneficial owners of the Allottees other than the Allottees.

8. Proposed time within which allotment shall be completed:

The Equity Shares shall be issued and allotted within a period of fifteen (15) days from the date of passing of the special resolution provided that where the allotment of such Equity Shares is pending on account of pendency of any regulatory approval for such allotment, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time.

9. Change in Control:

There will be no change in the Board of Directors and no change in the control over the company consequent to the preferential issue as aforesaid.

10. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed company the pricing is in terms of SEBI ICDR Regulations. Further, the proposed allotment is for cash consideration.

11. Undertaking:

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

- i) It shall re compute the issue price of the specified securities in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- ii) If the amount payable on account of re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the specified securities shall continue to be locked in till the time such amount is paid by Allottees.
- iii) The Company, directors and none of our promoters are categorized as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI

12. Number of persons to whom allotment on preferential basis has been made in the current financial year, in terms of number of securities as well as the price:

Post 31st March, 2016 and up to the date of this Notice, no allotment has been made on preferential basis.

13. Auditor's Certificate:-

A copy of certificate from the Statutory Auditors certifying that the issue is being made in accordance with the requirements of SEBI ICDR Regulations shall be made available for inspection at the registered office of the Company during normal business hours 10:00 a.m. to 1:00 p.m. on all working days (excluding Saturday and Sunday and public holiday) from the date hereof up to Friday, November 25, 2016.

Pursuant to the provisions of Section 62(1) (c) of the Companies Act, 2013 and as per SEBI ICDR Regulations, the above preferential issue requires approval of members by way of Special Resolution.

The Board recommends the said resolution to be passed as a Special Resolution.

None of the others directors, key managerial persons of the Company or any relatives of such directors/ promoters or key managerial persons are in any way concerned or interested in the proposed resolution.

Documents referred in the accompanying Notice are open for inspection at the registered office of the Company during normal business hours 10:00 a.m. to 1:00 p.m. on all working days (excluding Saturday and Sunday and public holiday) from the date hereof up to Friday, November 25, 2016.

ITEM NO. 4

The registered office of the company is situated at Andheri (East). The company also has a workshop at Rabale, Navi Mumbai. Having different locations in close proximity leads to additional operational and administrative costs. Therefore, the Board of directors of the company, at its meeting held on 19th August, 2016 resolved that the registered office of the company is to be shifted to Rabale, Navi Mumbai, a place outside the local limits of the city where the company's registered office is presently situated but which is within the same State. The Company also has its workshop at the same location. Having a common location for its operating and administrative staff would bring operational efficiencies. Moreover, the company's administrative expenses will also be reduced there.

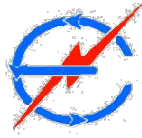
The Company has already considered the above matter in the Annual General Meeting held on September 29, 2016 and the members have passed a special resolution for the same. However, a postal ballot for the above agenda must be conducted and hence, the Board of Directors of the Company have decided to adopt this in this postal ballot.

None of the directors of the company is concerned or interested in the proposed resolution

By Order of the Board of Directors
Epic Energy
Limited

Nikhil Champaklal Morsawala
Director (DIN: 00214587)

Place: Mumbai
Date: October 10, 2016



EPIC ENERGY LIMITED

An: ISO9001:2008 Company

A BEE Short Listed ESCO Company

Registered Office: 304, A Wing, Winsway Complex, Old Police Lane, Andheri (East); Mumbai - 400 069

Telefax: +91-22 - 26822238

CIN: L67120MH1991PLC063103; **E-mail:** info@epicenergy.biz; **Website:** www.epicenergy.biz

POSTAL BALLOT FORM

Serial No :-

- (1) **Name(s) of the Shareholder(s)**
(in block letters)
including Joint holders, if any.
- (2) **Registered Address of the Sole/
First named Shareholder**
- (3) **Folio No. or DP ID & Client ID No***
(*Applicable to investors holding
shares in dematerialised form)
- (4) **Number of Shares held**

I/We hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing tick () mark at the appropriate box below:

Description	No. of Shares*	I/We assent to the resolutions (For)	I/We dissent to the resolutions (Against)
Ordinary Resolution for increase in authorised capital of the Company			
Special Resolution for amendment of Memorandum of Association of the Company			
Special Resolution for allotment of an aggregate of 15,00,000 Equity Shares on preferential basis			
Special Resolution for shifting of registered office of the Company			

Place:

Date:

Signature of Shareholder(s)

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password/PIN

NOTE: PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE.

INSTRUCTIONS

1. GENERAL INFORMATION

- (a) There will be one postal ballot form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint -holders.
- (b) Members can opt for only one mode of voting, i.e., either by postal ballot or through e-voting. In case you are opting for voting by postal ballot, then please do not cast your vote by e-voting and vice -versa. In case members cast their votes both by postal ballot and e-voting, the votes cast through postal ballot shall prevail and the votes cast through e-voting shall be considered invalid.
- (c) Voting rights in the postal ballot / e-voting cannot be exercised by a Proxy. However, Corporate and Institutional shareholders shall be entitled to vote through their Authorised Representatives with proof of their authorisation, as stated below.
- (d) The Board of Directors has appointed Mr. Jaiprakash Singh, Practising Company Secretary, as the scrutinizer to conduct the voting through postal ballot, in fair and transparent manner and to receive and scrutinize the completed ballot papers from the members. The postal ballot form and the self-addressed business reply envelope are enclosed for use of the members.
- (e) You are requested to return the said postal ballot form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the scrutinizer on or before 5:00 p.m., on Friday, November 25, 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 scrutinizer will submit her report to the Chairman of the Company or in his absence, to any person authorized by him, after completion of the scrutiny of physical postal ballot forms / e-voting, and the result of the postal ballot will be announced at 5.00 p.m. on Saturday, November 26, 2016, at the registered office of the Company at 304, A Wing, Winsway Complex, Old Police Lane, Andheri (East); Mumbai - 400 069 and shall thereafter be published in newspapers. The result of the postal ballot shall also be displayed on the Company's website www.epicenergy.biz and the website of CDSL, besides being communicated to the Stock Exchange(s) where the securities of the Company are listed and will be published in newspaper(s). The special resolutions, if approved, will be taken as effectively passed on the date of declaration of postal ballot result.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- (a) Members desiring to cast their vote by postal ballot should complete and sign this postal ballot form and send it to the scrutinizer, Mr. Jaiprakash Singh, Practising Company Secretary, in the enclosed postage-prepaid self addressed envelope. Postal ballot forms deposited in person or sent by post or courier at the expense of the member will also be accepted. Members residing outside India should stamp the envelopes appropriately.
- (b) There shall be one postal ballot for every folio, irrespective of the number of joint-holders. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on the cut-off date, i.e., Friday, October 14, 2016.
- (c) In case of joint-holding, this postal ballot Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by CDSL to the Company in respect of shares held in dematerialised form) by the first-named shareholder and failing him, by the next-named shareholder.
- (d) In case of shares held by Corporate and Institutional shareholders (Companies, Trusts, Societies, etc.), the completed postal ballot form should be accompanied by a Certified True Copy of the appropriate Board Resolution / Authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- (e) Duly completed postal ballot forms should reach the scrutinizer not later than 5.00 p.m. on Friday, November 25, 2016. postal ballot forms received after this date shall be considered invalid.
- (f) Postal ballot forms which are incomplete / unsigned or defective in any manner shall be rejected. The scrutinizer's decision in this regard shall be final and binding.
- (g) Members who have received the postal ballot notice by email and who wish to vote through postal ballot form or a member seeking duplicate postal ballot forms or desiring any guidance pertaining to the ballot process can write to Company's Registrar & Transfer Agent – Adroit Corporate Services Private Limited at 19/20 Jaferbhoy Ind Estate, Makwana Road, Marol Naka, Mumbai 400059, Maharashtra,. It may be noted that the duplicate postal ballot forms, should reach the scrutinizer not later than 5.00 p.m. on Friday, November 25, 2016.
- (h) Members are requested not to send any other paper (other than the resolution / authority as mentioned under point 2 (d) above) along with the postal ballot form in the enclosed postage-prepaid self-addressed envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelop would not be considered and would be destroyed by the scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (i) The voting period begins on Thursday, October 27, 2016 at 9.00 a.m. and ends on Friday, November 25, 2016 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, October 14, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- a) For CDSL: 16 digits beneficiary ID,
b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Stick indicated in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 that this password is to be also used by the demat holders for voting for resolutions 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Company 'Epic Energy Limited'.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The scrutinizer shall unblock the remote e-voting facility at the end of the e-voting period; in presence of atleast two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against if any, to the Chairman.