

CSS TECHNERGY LIMITED

Registered Office: 6-1-85/10, Opp. Telephone Bhavan Saifabad, Hyderabad – 500 004, Telangana
CIN: L72200TG1994PLC017415

Email Id: comsec@csstechnergy.com, Web: www.csstechnergy.com
Tel.: +91 (40) 2323 0305 / 0306, Fax: +91 (40) 2323 0313

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

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking approval of shareholders for the Special Resolutions appended below to be passed by Postal Ballot for the following:

1. To change the name of the Company from CSS Technergy Limited to COSYN Limited.
2. To alter Object Clause of Memorandum of Association of the Company.

An Explanatory Statement pertaining to the resolution setting out the material facts and the reasons for the proposal is annexed. The said Special Resolutions, Explanatory Statement, the Postal Ballot Form (the 'Form') and a self addressed postage pre-paid envelope are being sent alongwith the Notice for your consideration.

Mr. Devendra Sharma, Practising Company Secretary (M.No. A19674), Hyderabad, has been appointed as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process thereto in accordance with the provisions of the Act and Rules made thereunder, in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed with your assent (for) or dissent (against), in the enclosed self-addressed pre-paid envelope, so as to reach the Scrutinizer before 6.00pm, 18th July 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder.

In Compliance with Clause 35B of the Listing Agreement and provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules 2014, the Company is pleased to provide e-voting facility as an alternate, to all its shareholders, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in the notes to this Notice. The voting through Postal Ballot/e-voting will commence at 10.00 a.m. on Thursday, 18th June, 2015 and end at 6.00 p.m. on Saturday, the 18th July, 2015.

The Scrutinizer will submit his report to the Chairman or any other Director/Officer so authorized by the Chairman of the Company, after completion of the scrutiny. The results of Postal Ballot will be announced by the Chairman or any Director/Officer, so authorized by the Chairman on 19th July 2015 at 11.30 a.m. at the registered office of the Company. The results and the report of the scrutinizer of the Postal Ballot will also be displayed at the registered office of your Company at 6-1-85/10, Opp: Telephone Bhavan Saifabad, Hyderabad – 500 004, Telangana and communicated to the stock exchanges where your Company's shares are listed. The results will also be put on the Company's website i.e. 'www.csstechnergy.com'. The resolution, if approved, will be taken as passed effectively on the date of declaration of results.

Special Business:

Item No.1: To change the name of the Company from CSS Technergy Limited to COSYN LIMITED.

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

“RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and any other applicable provisions or rules of Companies Act, 2013 thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Central Government and other regulatory authorities as may be necessary, consent of the members be and is hereby given for the change of name of the Company from “CSS TECHNERGY LIMITED” to “COSYN LIMITED”.

RESOLVED FURTHER THAT the name “CSS TECHNERGY LIMITED” wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the new name “COSYN LIMITED”.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things on behalf of the Company, as may be necessary, desirable or expedient to give effect to the above resolution.”

Item No.2: To alter Main Object Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, consent of the members be and is hereby given for the alteration of main objects clause of the Memorandum of Association of the Company as follows:

1. Existing Clause III(A)(3) of main objects be renumbered as Clause III(A)(1).
2. Existing Clause III(A)(4) of main objects be renumbered as Clause III(A)(2) and the same be replaced with the new objects clause as follows:
“To manufacture, produce, supply, buy, sell, deal, trade, import, export, to carry out any business activity in connection with agriculture, metal, chemical or any article.”
3. Existing Clause III(A)(1) of main objects be renumbered as Clause III(A)(3).
4. Existing Clause III(A)(2) of main objects be renumbered as Clause III(A)(4).

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things on behalf of the Company, as may be necessary, desirable or expedient to give effect to the above resolution.”

Date :11th June, 2015 Place : Hyderabad	By Order of the Board For CSS Technergy Limited Sd/- Ravi Vishnu Managing Director Din: 01144902
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Notes:-

1. The Explanatory statement setting out the material facts relating to Special Businesses at the meeting pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
2. The Notice is being sent to all shareholders by the prescribed mode under the Rules, whose names appear in the Register of Members/ List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Securities Depository Limited (CDSL) as on 12th June, 2015. The voting rights shall also be reckoned on the paid up value of shares registered in the name of the member(s) as on the said date. The Notice is also uploaded on the website of the Company (www.csstechnergy.com).
3. All documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto 18th July, 2015.
4. The Company has appointed Mr Devendra Sharma, Practising Company Secretary (M No. A19674) to act as Scrutinizer for conducting the postal ballot and electronic voting process in fair & transparent manner.
5. Members are also informed that the Company has received direct listing approval from the Bombay Stock Exchange Limited, vide their notice number 20150127-23 dated 27th January 2015. Shareholders may take note of new BSE scrip code 538922. Earlier, the shares of the Company were listed at the Bangalore Stock Exchange Limited, which was derecognized by SEBI vide "Exit Order" No.WTM/RKA/MRD/163/2014 issued on December 26, 2014.
6. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrar and Transfer Agents/ Depositories in order to receive the Company's Annual Report and other communications electronically.
7. A member who has not received the postal ballot form may request the company for a duplicate form or download the same from the Company's website www.csstechnergy.com.
8. A Member cannot exercise his/her vote by proxy on postal ballot.
9. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. 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 together with the specimen signature of the Authorised Signatories

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**Item No.1**

The present name of the Company "CSS Technergy Limited" conveyed a domain-bound meaning by the use of TECHNERGY signifying TECHNOLOGY in the ENERGY domain (TECHNOLOGY + ENERGY). 'COSYN' – is an acronym for CComputer SYNergetics which was the erstwhile (first) name of the Company with which the Company was incorporated. With the opening up of new global opportunities, innovations and markets – the Company aims to address a wider gamut of services and domains including but not limited to manufacturing and data sciences. Word 'COSYN' is inline with the current trend of compact and easy-marketable brand names and is more global and universal in brand-recall than 'CSS Technergy Limited'.

Pursuant to the provisions of Section 13(2) of the Companies Act, 2013, any alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals. The Board of Directors had proposed the name of the Company be changed from "CSS TECHNERGY LIMITED" to "COSYN LIMITED". Availability of proposed new name has been confirmed by the Registrar of Companies, Hyderabad vide their letter dated 28th May 2015.

The Board recommends passing of the Special Resolution set out in Item no. 1 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the Special Resolution, except as shareholders of the Company.

All documents referred to in this Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto 18th July, 2015.

Item No.2

The main objects are proposed to be renumbered in line with the focus of your Company's business. Further, the Company intends to venture into business activities in connection with agriculture and metals in place of the business activities mentioned in the existing Clause III(A)(4) of main objects of the Memorandum of Association. Proposed alteration in the main objects clause will enable the Company to carry out business activities in a better way.

Pursuant to Section 13 of the Companies Act, 2013, members' approval by way of special resolution is required to alter the Object Clause of Memorandum of Association of the Company.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

The Board recommends the Resolution set out at Item No.2 of this Notice for approval of the Members as Special Resolution. Memorandum of Association with the proposed alteration in the Object Clause shall be available for inspection to the members during business hours up to the date of declaration of result of E-voting and Postal Ballot. And the same will also be available at the company's website at www.csstechnergy.com

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the Special Resolution, except as shareholders of the Company.

Date :11th June, 2015 Place : Hyderabad	By Order of the Board For CSS Technergy Limited Sd/- Ravi Vishnu Managing Director Din: 01144902
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The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on **18-06-2015 at 10am** and ends on **18-07-2015 at 6pm**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 12-06-2015, 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.

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 (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 and the 8 digits of the sequence number 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.
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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ❖ Please enter the DOB or Dividend Bank Details in order to login. If 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).

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for CSS Technergy Limited.

- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (x) 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.
- (xi) 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.
- (xii) 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.

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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sr. No.	Particulars	Details
1	Name and Registered Address of the Sole / First Named Shareholder (IN BLOCK LETTERS)	
2	Name(s) of Joint shareholders, if any (IN BLOCK LETTERS)	
3	Registered Folio No. / DP ID No.*/ Client ID No.>(*Applicable to Investors holding shares in dematerialized form)	
4	Number of equity Shares held	

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the special business stated in the Notice of the Company dated 11th June, 2015 by sending my/our assent/dissent to the said Resolutions by marking (✓) in the appropriate box below :

Item No.	Description	No. of equity shares	I/We assent to the Resolution	I/We dissent to the Resolution
1	Special Resolution under section 13 of the Companies Act, 2013 for changing the name of the Company from "CSS Technergy Limited" to "COSYN Limited"			
2	Special Resolution under section 13 of the Companies Act, 2013 to alter Main Object Clause of the Memorandum of Association of the Company			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password

Notes:

- 1)Each equity share of the company carries one vote.
- 2)Please read carefully the instructions before exercising the vote.