

## POSTAL BALLOT NOTICE

(Notice issued to members pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act), and other applicable provisions of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules under the Act, that the resolutions appended below are proposed to be passed by way of postal ballot. Members' consent is requested for the proposal contained in the resolutions appended below. The explanatory statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form.

### **1. Issue of 5466375 equity shares on preferential basis in terms of ICDR Regulations on conversion of the Working Capital Term Loan (WCTL) to CDR Lenders based on the final reconciliation**

To consider and, if thought fit, to give assent/dissent to the following resolution, as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the equity listing agreements entered into by the Company with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), together with the BSE, the Stock Exchanges, provisions of Chapter VII – Preferential Issue and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations), and subject to the applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and any other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder or any person(s) authorized by the Board to exercise the powers conferred on the Board and in furtherance to the scheme of corporate debt restructuring(the CDR Package) by and between the Company and the lenders of the Company whose loans are restructured (the CDR Lenders) which has been approved by the Corporate Debt Restructuring Empowered Group (the CDR EG) on August 20, 2014, and further approved by CDR EG in their meeting held on June 22, 2016 and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and in terms of the Master Restructuring Agreement dated 20th September 2014 (the MRA) executed by and between the Company and the CDR Lenders, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 5466375 fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each, at a price of Rs. 23.25/- per equity share (including a premium of Rs.13.25/- per share) being the price calculated in accordance with the provisions of Regulation 76A of the ICDR Regulations for an amount not exceeding Rs.12.71 crores in consideration of the amounts outstanding from the Company to the CDR Lenders under the Working Capital Term Loan, as and when approved by their individual sanctioning authority, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT this resolution for issuance of 5466375 equity shares amends the earlier special resolution no.1 approved by the shareholders on February 11, 2016 and is also in addition to the special resolution no.1 approved by the shareholders on 26/08/2016 for issuance of equity shares to the CDR lenders in lieu of the WCTL, to the extent applicable."

"RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the 'Relevant Date', for determining the price of the equity shares being allotted to the CDR Lenders, on a preferential basis, is June 22, 2016, being the relevant date noted by CDR EG for the aforesaid WCTL conversion".

"RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution within the period prescribed under the ICDR Regulations and shall be in dematerialized form, fully paid-up at the time of allotment and shall rank pari passu in all respects including as to dividend, with the existing equity shares of the Company and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations."

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to Authorised Representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including negotiating the price in the best interests of the Company, deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc., and all such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, issue and allotment of the equity shares arising there from, including utilization of issue proceeds and to execute all such deeds, documents, applications, offer letters, forms, writings, agreements, and to appoint such consultants, advisors and all such agencies as may be required, in connection with the proposed issue as the Board may, in its absolute discretion, deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers hereinconferred to any other Committee of the Board to give effect to this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved and confirmed in all respects.”

## **2. Issue of equity shares on preferential basis to KPR Investments Pvt Ltd., (KPR)**

To consider and, if thought fit, to give assent/dissent to the following resolution, as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the equity listing agreements entered into by the Company with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), together with the BSE, the Stock Exchanges, provisions of Chapter VII – Preferential Issue and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations), and subject to the provisions of the Foreign Exchange Management Act, 1999, the applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and any other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder or any person(s) authorized by the Board to exercise the powers conferred on the Board), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 1,50,53,763 fully paid-up equity shares of the Company, having face value of Rs.10/- each, at a minimum price of Rs. 23.25/- (including a premium of Rs.13.25/-) per equity share or such other higher price, as may be arrived at in accordance with Regulation 76 of the ICDR Regulations for an amount not exceeding Rs. 35 crores (Rupees Thirty five Crores only), to KPR Investments P Ltd., (KPR) 46, Giri Road, T Nagar, Chennai -600017 by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determining the floor price of the equity shares in accordance with the provisions of Chapter VII of the SEBI (ICDR) regulations 2009 as amended from time to time under ICDR Regulations for the preferential allotment shall be April 4, 2017 i.e. 30 days prior to the date of declaration of results of postal ballot.

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution within the period prescribed under the ICDR Regulations shall be in dematerialized form, fully paid-up at the time of allotment and shall rank pari passu in all respects including as to dividend, with the existing equity shares of the Company and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to Authorised Representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including negotiating the price in the best interests of the Company, deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to the SEBI, RBI, the Government of India, etc., and all such other approvals (including approvals of the existing lenders of the Company if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, issue and allotment of the equity shares arising there from, including utilization of issue proceeds and to execute all

such deeds, documents, applications, offer letters, forms, writings, agreements, and to appoint such consultants, advisors and all such agencies as may be required, in connection with the proposed issue as the Board may, in its absolute discretion, deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers hereinconferred to any other Committee of the Board to give effect to this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved and confirmed in all respects.”

### **3. Increase of the Authorised Share Capital of the Company and approval for alteration the Memorandum of Association of the Company**

To consider and, if thought fit, to give assent/dissent to the following resolution, as an Ordinary Resolution

**RESOLVED THAT** pursuant to Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 the Authorised Share Capital of the Company be increased from Rs.1000,00,00,000 (Rupees One Thousand Crores Only) to Rs.1050,00,00,000 (Rupees One Thousand and Fifty Crores Only) and the existing Clause V of the Memorandum of Association of the Company is substituted by the following clause:

V. The Authorized Share Capital of the Company is Rs.1050,00,00,000 (Rupees One Thousand and fifty Crores Only) divided into 105,00,00,000 (one hundred five Crores) equity shares of Rs. 10/- (Rupees Ten Only) each with power to increase or reduce the capital and to divide and subdivide the shares into several classes and to attach there to respectively such preferential qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or as provided by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the following officials of the Company, Mr. T Shivaraman, Managing Director & CEO and Mr. K Suresh, Vice President & Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form(s) with the Registrar of Companies, Tamilnadu, Chennai.

### **4. Amendment of Articles of Association by insertion of new Articles**

To consider and, if thought fit, to give assent/dissent to the following resolution, as a Special Resolution

**RESOLVED THAT** pursuant to Section 14 of the Companies Act, 2013 this Meeting hereby approves the amendment of Articles of Association of the Company for the insertion of the following articles and other existing articles be renumbered accordingly:

#### **i) Article 9 – conversion of debentures/loans into shares**

Notwithstanding anything contained in sub-clauses(s) above, but subject, however, to Section 62 of the Companies Act, 2013, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company

#### **ii) Article 61- Maximum number of Board of Directors**

Until otherwise determined by a general meeting and subject to Section 11 of the Companies Act, 2013, the number of directors shall not be less than three and not more than fifteen.”

#### **iii) Article 69 – Nominee Director**

a) So long as any moneys remain owing by the Company to any All India Financial Institutions, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company controlled by the Reserve Bank of India or any such Company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the Debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such corporation so provides, the corporation shall have a right to appoint from time to time any person or persons as a Director or Directors whole- time or non whole- time (which Director or Director/s is/are hereinafter referred to as “Nominee Director/s) on the Board of the Company and to remove from such office any

b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

- c. The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as they holds or continues to hold Debentures/shares in the Company as result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall vacate such office immediately on the moneys owing by the Company to the Corporation are paid off or they ceasing to hold Debentures/Shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished.
- d. The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which Nominee Director/s is//are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- e. The Company shall pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.
- f. Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

**RESOLVED FURTHER THAT** Mr. T Shivaraman, (DIN:01312018)- Managing Director & CEO and Mr. K Suresh, Vice President & Company Secretary be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

By Order of the Board

Place: Chennai  
Date: April 1, 2017

K. Suresh  
Vice President & Company Secretary

Registered Office: Sigappi Achi Building, 4th Floor  
18/3 Rukmini Lakshmipathi Road,  
Egmore, Chennai-60000

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out all material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 24th March 2017.

The Board has appointed Mr. Rajiblochan Sarangi, (Membership No. 20312) Company Secretary in Practice, Chennai, as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.

The shareholders of the Company are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 05.00 P.M. on or before May 03,2017. Any postal ballot form received after this date shall be treated as if the reply from the shareholder of the Company has not been received.

The shareholders of the Company are required to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is also provided by the Company.

The special resolutions mentioned above shall be declared as passed if the number of votes cast in favour of the resolutions is three times more than the votes, if any, cast against the said resolutions.

The Scrutinizer will submit their report to either Mr. T Shivaraman – Managing Director & CEO of the Company or Mr. K Suresh, Vice President & Company Secretary of the Company after completion of the scrutiny and the results of the postal ballot will be announced by Mr. T Shivaraman – Managing Director & CEO or Mr. K Suresh, Vice President & Company Secretary or any one of the Directors of the Company on May 4, 2017 at 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmipathi Salai, Egmore, Chennai-600008. The date of declaration of the postal ballot result will be taken to be the date of passing of the resolutions. The results shall also be displayed on the website of the Company [www.shriramepc.com](http://www.shriramepc.com).

The results of the postal ballot will be published in one English Newspaper with nationwide circulation and in one Tamil Newspaper for the information of members, and will also be informed to the stock exchanges where the equity shares of the Company are listed.

In compliance with Clause 35B of the listing agreements entered into with the Stock Exchanges and the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for e-voting are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://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.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in 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)	
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.	

\*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 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.

Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case, both the details are not recorded with the depository and company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - b) The voting period begins on 10.00 a.m. on 4<sup>th</sup> April 2017 and ends on 05.00 p.m. on 3<sup>rd</sup> May, 2017. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24<sup>th</sup> March 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - c) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com).
- (xviii) Mr. Rajiblochan Sarangi, (Membership No. 20312) Company Secretary in Practice, Chennai, as the Scrutinizer has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link [https:// www.evotingindia.com](https://www.evotingindia.com) / or [www.shriramepc.com](http://www.shriramepc.com) or seek duplicate Postal Ballot Form from M/s. Cameo Corporate Services Limited fill in the details and send the same to the Scrutinizer.

Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa.

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

As per the CDR EG approval dated August 20, 2014 and the Master Restructuring Agreement dated 20th September 2014 executed by the Company, the CDR Lenders have an option for converting the entire Working Capital Term loan (WCTL) facilities into equity shares of the Company during the period of the loan repayment. The Company submitted a Corrective Action Plan (CAP) to the joint lenders at their meeting held on June 17, 2016 detailing the plan of the Company for the next 5 years and the growth prospects.

CDR EG in their meeting held on June 22, 2016, noted the proposed corrective action plan of the Company for the next 5 years and the growth plan and also the banker’s decision to look into converting their WCTL of Rs 1,282 crore into equity shares and the promoters infusion of Rs.265 crores. The relevant date for pricing of the shares was taken as 22.6.2016 for the bankers so that they could take up for final approval from their sanctioning authorities. On 29th August 2016, at the CDR EG meeting the lenders majority for the conversion of the WCTL was received and the Company went ahead in getting the shareholders in-principle approval and thereafter allotting shares to those bankers who provided their final sanction letter agreeing for conversion of the WCTL.

After reconciliation with the final numbers with the banks, the number of shares proposed to be issued have been reconciled and the present resolution no. 1 mentioned in this notice is in addition to the earlier resolutions, wherein it was noticed that a few bankers need to be issued additional shares in lieu of the balance WCTL, the details of which are mentioned herein below

S. No.	Name of Allottee	shares to be allotted-on reconciliation
1	Allahabad Bank	287609
2	Punjab National Bank	629235
3	State bank of Travancore	307674

S. No.	Name of Allottee	shares to be allotted-on reconciliation
4	Indus bank	300258
5	Federal Bank	196827
6	Central Bank of India	1329151
7	Dena Bank	236278
8	South Indian Bank	52672
9	Bank of Maharashtra	334953
10	State Bank of Mysore	237620
11	Corporation bank	247484
12	DBS Bank	655241
13	IDBI	651373
	<b>TOTAL</b>	<b>5466375</b>

The Equity Shares that are to be issued shall be listed at BSE Limited (the BSE) and the National Stock Exchange of India Limited (the NSE), together referred to as the Indian Stock Exchanges. The consent of the shareholders is also being sought pursuant to the provisions of Section 62, Section 42 and other applicable provisions of the Companies Act, 2013 and rules thereunder and in terms of the provisions of the listing agreement executed by the Company with the Indian Stock Exchanges. The said equity shares shall rank pari passu with the then existing equity shares of the Company in all respects.

The following details of the proposed preferential issue of equity shares are disclosed in accordance with the provisions of 'Chapter VII – Preferential Issue' of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations) and under the applicable provisions of the Companies Act, 2013 and Rules made thereunder:

**i. Objects of the preferential issue**

Based on the final reconciliation of the WCTL with the bankers, a few banks need to be issued additional shares. This will reduce the debt, savings in interest and improved financial ratios of the Company.

**ii. The total number of equity shares to be issued**

The Board intends to offer, issue and allot up to 5466375 fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, at a minimum price of Rs. 23.25/- per equity share, being the price calculated in accordance with Regulation 76A of the ICDR Regulations.

**iii. The price at which the allotment is proposed**

The Offer Price of Rs.23.25/- (Rupees Twenty Three & Twenty Five Paise Only) per fully paid-up equity share has been determined in accordance with Regulation 76A of the ICDR Regulations by an independent merchant banker vide their report dated July 9, 2016.

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

The same is not applicable in the present case since the Company is a listed Company, the pricing is as per Regulations.

**v. Relevant date with reference to which the price has been arrived at**

The "Relevant Date" in terms of Regulation 71(a) of the ICDR Regulations for determination of issue price for allotment of equity shares is June 22, 2016, being the relevant date on which the CDR EG noted the aforesaid WCTL conversion.

**vi. The class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the CDR Lenders in terms of the CDR Package for the WCTL portion.

**vii. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue**

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential issue.

**viii. Proposed time within which the allotment shall be completed**

The Company will issue and allot equity shares to the CDR Lenders within the time limit specified under the ICDR Regulations.

ix. **The identity of the proposed allottee, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottee**

Details of proposed Allottees:

Particulars	Pre-holding as on 15 <sup>th</sup> March 2017		Post issue holding*	
	No of shares	% holding	No of shares	% holding
Allahabad Bank	22447590	2.40%	22735199	2.37%
Punjab National Bank	54190436	5.78%	54819671	5.72%
State Bank of Travancore	37584936	4.01%	37892610	3.96%
IndusInd Bank	22570189	2.41%	22870447	2.39%
Federal Bank Limited	14696302	1.57%	14893129	1.56%
Central Bank of India	90797062	9.69%	92126213	9.62%
Dena bank	15782074	1.68%	16018352	1.67%
South Indian Bank	39642197	4.23%	39694869	4.15%
Bank of Maharashtra	23941704	2.56%	24276657	2.54%
Corporation bank	3944858	0.42%	18608771	1.94%
State bank of mysore	16476206	1.76%	16713826	1.75%
DBS Bank	0	0.00%	655241	0.00%
IDBI	58644409	6.26%	59295782	6.19%
	400717963	42.77%	406184338	42.34%

Notes:

- \* The post issue holding is based on the balance WCTL to be allotted to the bankers and the fresh shares to be issued to KPR Investments P Ltd for an amount not exceeding Rs.35 Crores.
- \* **The change in control, if any, in the Company that would occur consequent to the preferential offer**  
The Company believes the allotment proposed to be made to the CDR Lenders will not trigger any change in control post allotment. The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.
- \* **The number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price**

Post March 31, 2014 and up to the date of this Notice, the following preferential allotments have been made:

Date of allotment	No. of securities allotted	Issue Price	No. of allottee(s)	Remarks
14.11.2014	3,20,00,000	Rs.50 per share	one(1)	As per the CDR scheme, preferential issue to the Promoter, Shriram Industrial Holdings Ltd (SIHL) for the capital infusion made by them
15.11.2014	1,00,00,000	Rs.50 per share	one(1)	Fresh infusion by the promoters, SIHL
26.6.2015	2,29,26,016	Rs.32.98	Eleven(11)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
	2,29,83,770	Rs.40.05	Nine(9)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
	10,50,78,336	Rs.37.02	One (1)	Fresh infusion by the promoters



Date of allotment	No. of securities allotted	Issue Price	No. of allottee(s)	Remarks
09.7.2015	85,02,122	Rs.32.98	Twelve(12)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
	16,52,934	Rs.40.05	One (1)	Corporation bank who had opted to convert their sacrifice amt into equity based on the CDR scheme
31.7.2015	17,07,095	Rs.37.02	One (1)	Indusind bank who had opted to convert their FITL into equity based on the CDR scheme
26.8.2015	78,19,891	Rs.32.98	one(1)	Central bank of India who had opted to convert their FITL into equity based on the CDR scheme
	58,55,181	Rs.40.05	one(1)	Central bank of India who had opted to convert their sacrifice amt into equity based on the CDR scheme
30.9.2015	97,27,931	Rs.32.98	Fourteen(14)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
	29,58,801	Rs.40.05	One (1)	Indusind Bank who had opted to convert their sacrifice amt into equity based on the CDR scheme
27.10.2015	25,78,043	Rs.32.98	One (1)	Bank of India who had opted to convert their FITL into equity based on the CDR scheme
	11,38,577	Rs.40.05	One (1)	Bank of India who had opted to convert their sacrifice amt into equity based on the CDR scheme
28.12.2015	19,19,781	Rs.32.98	One (1)	Allahabad Bank who had opted to convert their FITL into equity based on the CDR scheme
	14,20,724	Rs.40.05	One (1)	Allahabad Bank who had opted to convert their sacrifice amt into equity based on the CDR scheme
28.1.2016	73,69,559	Rs.32.98	Sixteen(16)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
14.3.2016	18,31,788	Rs.32.98	One (1)	Dena Bank who had opted to convert their FITL into equity based on the CDR scheme
	6,94,132	Rs.40.05	One (1)	Dena Bank who had opted to convert their sacrifice amt into equity based on the CDR scheme
30.3.2016	143,31,574	Rs.32.98	Seventeen(17)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
30.3.2016	237,71,983	Rs. 23.25	Three(3)	To 3 bankers who had opted to convert their WCTL into equity based on the CDR scheme
01-09-2016	60,79,442	Rs.32.98	1	Allotment to State bank of Travancore for converting their FITL to equity
06-10-2016	344783271	Rs.23.25	13	Allotment to CDR lenders for converting their WCTL to equity
21-10-2016	296,91,631	Rs.23.25	1	Allotment to Axis Bank Ltd., for converting their WCTL to equity
	12,55,519	Rs.32.98	3	Allotment to CDR lenders for converting their FITL to equity
	4,06,991	Rs.40.05	1	Allotment to Lakshmi Vilas Bank for converting their sacrifice to equity
09-11-2016	706,61,913	Rs.23.25	2	Allotment to CDR lenders for converting their WCTL to equity
03-01-2017	130,18,293	Rs.23.25	1	Allotment to State Bank of Mysore for converting their WCTL to equity
19-01-2017	264,65,965	Rs.23.25	1	Allotment to Punjab National Bank for converting their WCTL to equity.
24-02-2017	11,39,78,495	Rs.23.25	1	Allotment made to SVL Limited – Promoters made on 24-02-2017 – Listing approvals awaited from both the Exchanges

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

The allotment is proposed to be made to the CDR Lenders in terms of the CDR Package for the WCTL portion. The Company being a listed company; the pricing is in terms of ICDR Regulations.

\* **The pre issue and post issue shareholding pattern of the Company**

Shareholder details	Pre issue shareholding as on 15.03.2017	Holding	Post issue shareholding*	Holding
	No. of Shares	%	No. of Shares	%
A. Promoters/ Promoter Group:				
a. Indian Promoters	279391356	29.82%	279391356	29.19%
b. Foreign Promoters				
<b>Total for Promoter Group (A)</b>	<b>279391356</b>	<b>29.82%</b>	<b>279391356</b>	<b>29.19%</b>
B. Public Shareholdings:				
i Institutional				
Financial Institutions / Banks	631552928	67.40%	637019303	66.55%
Insurance Companies	317646	0.03%	317646	0.03%
Foreign Institutional Investors	1123624	0.12%	1123624	0.12%
<b>Sub-total B 1</b>	<b>632994198</b>	<b>67.56%</b>	<b>638460573</b>	<b>66.70%</b>
ii Non Institutional				
- Bodies Corporate	5249329	0.56%	20043989	2.09%
- Individuals	6047668	0.65%	6047668	0.63%
iii Any Other				
- Directors & their Relatives & Friends	14120	0.00%	14120	0.00%
- NRIs	61259	0.01%	61259	0.01%
- Clearing Shareholders	14468	0.00%	14468	0.00%
- HUFs	266474	0.03%	266474	0.03%
- Trusts	2762779	0.29%	2762779	0.29%
- Foreign Corporate Bodies	10166290	1.09%	10166290	1.06%
<b>Sub-total B 2</b>	<b>24582387</b>	<b>2.62%</b>	<b>39377047</b>	<b>4.11%</b>
<b>Total Public Shareholdings (B)</b>	<b>657576585</b>	<b>70.18%</b>	<b>677837620</b>	<b>70.81%</b>
<b>GRAND TOTAL (A) + (B)</b>	<b>936967941</b>	<b>100.00%</b>	<b>957228976</b>	<b>100.00%</b>

Notes:

- \* The post issue holding is based on the balance WCTL to be allotted to the bankers and the fresh shares to be issued to KPR Investments P Ltd for an amount not exceeding Rs.35 Crores.

**Undertaking to recomputed price**

Not Applicable

- \* **Undertaking to put under lock-in till the recomputed price is paid**

Not Applicable

\* **Certificate from Statutory Auditor**

M/s Deloitte Haskins & Sells, Statutory Auditor of the Company, have certified that the issue of securities is being made in accordance with the ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days from 4<sup>th</sup> April 2017 till 3<sup>rd</sup> May 2017 (except Saturdays, Sundays and holidays) up to the date of announcement of the result of Postal Ballot.

\* **Lock-in Period**

The securities allotted shall be locked in as per Regulation 78 and other applicable provisions of ICDR Regulations.

The Board of Directors of the Company has at its meeting held on 24<sup>th</sup> March 2017 has approved the creation, offer, issuance and allotment of the above mentioned equity shares of the Company on preferential basis. Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1) (a) of the ICDR Regulations, the preferential issue requires approval of the shareholders by way of a special resolution. The Board recommends passing of the resolution under Item (1) as a special resolution.

The consent of the shareholders is sought for the issue of equity shares in terms of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution. Further the Promoters or Directors or Key Managerial Personnel of the Company do not have any shareholding interest in the proposed allottees.

In light of above, you are requested to accord approval to the Special Resolution as set out at Agenda Item No1 of the accompanying Notice.

**Item No. 2**

The following details of the proposed preferential issue of equity shares are disclosed in accordance with the provisions of 'Chapter VII – Preferential Issue' of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations) and under the applicable provisions of the Companies Act, 2013 and Rules made thereunder:

**i. Objects of the preferential issue**

This will be utilized for repaying loan taken and will enable the Company to have funds for working Capital apart from improving the networth and the financial ratios of the Company.

**ii. The total number of equity shares to be issued**

The Board intends to issue and allot, in one or more tranches, up to 15053763 fully paid-up equity shares of the Company, having face value of Rs. 10/- each, at a minimum price of approximately Rs. 23.25/- per equity share (including premium of Rs.13.25/- per equity share) for an amount not exceeding Rs.35 crores (Rupees Thirty Five Crores), to be arrived in accordance with the minimum issue price requirement set out in Regulation 76 of the ICDR Regulations.

**iii. The price or price band at / within which the allotment is proposed**

The issue price is minimum price of approximately Rs.23.25/- per equity share (including premium of Rs.13.25/- per equity share) to be arrived in accordance with the minimum issue price requirement set out in Regulation 76 of the ICDR Regulations.

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

The same is not applicable in the present case since the Company is a listed Company: the pricing is as per regulations.

**v. Relevant date with reference to which the price has been arrived at**

The "Relevant Date" in terms of Regulation 71 of the ICDR Regulations for determination of issue price for allotment of equity shares, shall be April 4, 2017, being 30 days prior to the date of the shareholders' approval.

**vi. The class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to KPR Investments P Limited.

**vii. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue**

None of the Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential issue.

**viii. Proposed time within which the allotment shall be completed**

The Company will issue and allot equity shares to the allottee within the time limit specified under the ICDR Regulations.

**ix. The identity of the proposed allottee, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottee**

Details of proposed allottee:

SI No	Proposed Allottee - Promoter	Pre issue as of 15.03.2017		Post Issue	
		No. of Shares	% of share capital	No. of Shares	% of share capital
1	KPR Investments P Ltd	-	-	15053763	1.57%
	<b>Total</b>	-	-	15053763	1.57%

Name of the proposed allottee	Category (Promoter/ Non-Promoter)	Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and /or who ultimately control KPR Investments P Ltd	No. of Equity Shares to be allotted
KPR Investments P Ltd CIN: U74900TN1986PLC013431	Non-Promoter	Shareholding of KPR Investments P Ltd Total Paid up Capital- Rs.104.50 lacs R Kannan - 88.42% Vasanthi Kannan - 6.12% R Kumeswaran - 5.46%	15053763

**Note:**

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of equity shares of the Company.

**x. The change in control, if any, in the Company that would occur consequent to the preferential offer:**

The existing Promoter of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment, except a corresponding change in shareholding pattern as well as voting rights.

**xi. The number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:**

Post March 31, 2014 and up to the date of this Notice, the following preferential allotments have been made:

Date of allotment	No. of securities allotted	Issue Price	No. of allottee(s)	Remarks
14.11.2014	3,20,00,000	Rs.50 per share	one(1)	As per the CDR scheme, preferential issue to the Promoter, Shriram Industrial Holdings Ltd (SIHL) for the capital infusion made by them
15.11.2014	1,00,00,000	Rs.50 per share	one(1)	Fresh infusion by the promoters, SIHL
26.6.2015	2,29,26,016	Rs.32.98	Eleven(11)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
	2,29,83,770	Rs.40.05	Nine(9)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme

Date of allotment	No. of securities allotted	Issue Price	No. of allottee(s)	Remarks
	10,50,78,336	Rs.37.02	One (1)	Fresh infusion by the promoters
09.7.2015	85,02,122	Rs.32.98	Twelve(12)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
	16,52,934	Rs.40.05	One (1)	Corporation bank who had opted to convert their sacrifice amt into equity based on the CDR scheme
31.7.2015	17,07,095	Rs.37.02	One (1)	Indusind bank who had opted to convert their FITL into equity based on the CDR scheme
26.8.2015	78,19,891	Rs.32.98	one(1)	Central bank of India who had opted to convert their FITL into equity based on the CDR scheme
	58,55,181	Rs.40.05	one(1)	Central bank of India who had opted to convert their sacrifice amt into equity based on the CDR scheme
30.9.2015	97,27,931	Rs.32.98	Fourteen(14)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
	29,58,801	Rs.40.05	One (1)	Indusind Bank who had opted to convert their sacrifice amt into equity based on the CDR scheme
27.10.2015	25,78,043	Rs.32.98	One (1)	Bank of India who had opted to convert their FITL into equity based on the CDR scheme
	11,38,577	Rs.40.05	One (1)	Bank of India who had opted to convert their sacrifice amt into equity based on the CDR scheme
28.12.2015	19,19,781	Rs.32.98	One (1)	Allahabad Bank who had opted to convert their FITL into equity based on the CDR scheme
	14,20,724	Rs.40.05	One (1)	Allahabad Bank who had opted to convert their sacrifice amt into equity based on the CDR scheme
28.1.2016	73,69,559	Rs.32.98	Sixteen(16)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
14.3.2016	18,31,788	Rs.32.98	One (1)	Dena Bank who had opted to convert their FITL into equity based on the CDR scheme
	6,94,132	Rs.40.05	One (1)	Dena Bank who had opted to convert their sacrifice amt into equity based on the CDR scheme
30.3.2016	143,31,574	Rs.32.98	Seventeen(17)	To various bankers who had opted to convert their FITL into equity based on the CDR scheme
30.3.2016	237,71,983	Rs.23.25	Three(3)	To 3 bankers who had opted to convert their WCTL into equity based on the CDR scheme
01-09-2016	60,79,442	Rs.32.98	1	Allotment to State bank of Travancore for converting their FITL to equity
06-10-2016	344783271	Rs.23.25	13	Allotment to CDR lenders for converting their WCTL to equity
21-10-2016	296,91,631	Rs.23.25	1	Allotment to Axis Bank Ltd., for converting their WCTL to equity
	12,55,519	Rs.32.98	3	Allotment to CDR lenders for converting their FITL to equity
	4,06,991	Rs.40.05	1	Allotment to Lakshmi Vilas Bank for converting their sacrifice to equity
09-11-2016	706,61,913	Rs.23.25	2	Allotment to CDR lenders for converting their WCTL to equity
03-01-2017	130,18,293	Rs.23.25	1	Allotment to State Bank of Mysore for converting their WCTL to equity

Date of allotment	No. of securities allotted	Issue Price	No. of allottee(s)	Remarks
19-01-2017	264,65,965	Rs.23.25	1	Allotment to Punjab National Bank for converting their WCTL to equity.
24-02-2017	11,39,78,494	Rs.23.25	1	Allotment made to SVL Limited – Promoters made on 24-02-2017 – Listing approvals awaited from both the Exchanges

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

Not applicable

**xiii. The pre issue and post issue shareholding pattern of the Company**

Shareholder details	Pre issue shareholding as on 15.03.2017	Holding	Post issue shareholding*	Holding
	No. of Shares	%	No. of Shares	%
A. Promoters/ Promoter Group:				
a. Indian Promoters	279391356	29.82%	279391356	29.19%
b. Foreign Promoters				
<b>Total for Promoter Group (A)</b>	<b>279391356</b>	<b>29.82%</b>	<b>279391356</b>	<b>29.19%</b>
B. Public Shareholdings:				
i Institutional				
Financial Institutions / Banks	631552928	67.40%	637019303	66.55%
Insurance Companies	317646	0.03%	317646	0.03%
Foreign Institutional Investors	1123624	0.12%	1123624	0.12%
<b>Sub-total B 1</b>	<b>632994198</b>	<b>67.56%</b>	<b>638460573</b>	<b>66.70%</b>
ii Non Institutional				
- Bodies Corporate	5249329	0.56%	20043989	2.09%
- Individuals	6047668	0.65%	6047668	0.63%
iii Any Other				
- Directors & their Relatives & Friends	14120	0.00%	14120	0.00%
- NRIs	61259	0.01%	61259	0.01%
- Clearing Shareholders	14468	0.00%	14468	0.00%
- HUFs	266474	0.03%	266474	0.03%
- Trusts	2762779	0.29%	2762779	0.29%
- Foreign Corporate Bodies	10166290	1.09%	10166290	1.06%
<b>Sub-total B 2</b>	<b>24582387</b>	<b>2.62%</b>	<b>39377047</b>	<b>4.11%</b>
<b>Total Public Shareholdings (B)</b>	<b>657576585</b>	<b>70.18%</b>	<b>677837620</b>	<b>70.81%</b>
<b>GRAND TOTAL (A) + (B)</b>	<b>936967941</b>	<b>100.00%</b>	<b>957228936</b>	<b>100.00%</b>

Note:

- \* The post issue holding is based on the balance WCTL to be allotted to the bankers and the fresh shares to be issued to KPR Investments P Ltd for an amount not exceeding Rs.35 Crores.

**xiv. Undertaking to recomputed price:**

Not Applicable

**xv. Undertaking to put under lock-in till the recomputed price is paid**

Not Applicable

**xvi. Certificate from Statutory Auditor**

M/s Deloitte Haskins & Sells, Statutory Auditor of the Company, have certified that the issue of securities is being made in accordance with the ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. from 4<sup>th</sup> April 2017 to 3<sup>rd</sup> May 2017 on all working days (except Saturdays, Sundays and holidays) up to the date of announcement of the result of Postal Ballot.

**xvii. Lock-in Period**

The securities allotted shall be locked in as per Regulation 78 and other applicable provisions of ICDR Regulations.

**xviii. Miscellaneous**

- (a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchanges;
- (b) The Company has obtained the Permanent Account Number of the Allottee;
- (c) The Allottee has not sold Equity Shares of the Company during the 6 (six) months preceding the Relevant Date, i.e. April 4, 2017;
- (d) The entire pre-Preferential Allotment shareholding of the Allottee, if any, in the Company shall be locked-in from the Relevant Date, i.e. April 4, 2017, up to a period of 6 months from the date of trading approval for Preferential Allotment;
- (e) The Equity Shares to be allotted to the Allottee pursuant to the Preferential Allotment shall be locked-in accordance with the provisions of the ICDR Regulations; and
- (f) All the Equity Shares, if any, held by the Allottee in the Company prior to the Preferential Allotment are in dematerialized form.

The Board of Directors of the Company has at their meeting held on 24<sup>th</sup> March 2017 approved the creation, offer, issuance and allotment of the above mentioned equity shares of the Company on preferential basis. Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1) (a) of the ICDR Regulations, the preferential issue requires approval of the shareholders by way of a special resolution. The Board recommends passing of the resolutions under Item 2 as a special resolution.

None of the Directors of the Company or their relatives, is deemed to be interested in the passing of this Resolution as set out in the accompanying Notice pursuant to Section 110 of the Companies Act, 2013, since he is also a Director of the Allottee.

None of the other Key Managerial Personnel of the Company or their relatives is concerned or interested.

Further, the Directors or Key Managerial Personnel of the Company do not have any shareholding interest in the proposed allottee.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No 2 of the accompanying Notice.

**Item No.3**

The present Authorized Share Capital of the Company is Rs.1000,00,00,000/- (Rupees one thousand Crores Only) comprising of 100,00,00,000 (one hundred Crores), of Equity shares of Rs. 10/- (Rupees ten Only). Since the lenders are to be issued additional shares based on the final reconciliation share and also the management has decided to issue and allot, in one or more

tranches, up to 15053763 fully paid-up equity shares of the Company, having face value of Rs. 10/- each, at a minimum price of approximately Rs. 23.25/- per equity share (including premium of Rs.13.25/- per equity share) for an amount not exceeding Rs.35 crores (Rupees Thirty Five Crores) to M/s. KPR Investments P. Ltd., towards repaying the short term facility, thereby improving the net worth and the financial ratios of the Company it has become necessary that the Authorised capital be increased from Rs.1000, 00,00,000/- (Rupees one thousand Crores Only) to Rs. 1050,00,00,000/- (Rupees one thousand and fifty Crores Only).

The Board of Directors, at their meeting held on 24<sup>th</sup> March 2017, subject to approval of the shareholders, approved the increase of the authorized share capital of the Company.

The necessary amendments in the Memorandum of Association are proposed to reflect the increased authorised share capital. As per the provisions of Section 13 and other applicable provisions, the alteration to the authorised share capital of the Company requires approval of the shareholders.

The copy of Memorandum of Association of the Company is open for inspection of the shareholders at the Registered Office of the Company between 2.00 p.m. to 5:00 p.m. on all working days from 4<sup>th</sup> April 2017 till 3<sup>rd</sup> May 2017 (except Saturdays, Sundays and holidays).

Your Directors recommend passing of the ordinary resolution under Item No. 3 of the Notice.

#### **Item No.4**

The Company had adopted the standard Table-F contents as required by Companies Act, 2013 which was approved by the Shareholders of the Company at the Deemed General Meeting held on 10<sup>th</sup> August 2015.

The Company in tune with its operations has proposed to modify the Articles of Association of the Company by inserting few additional articles, more specifically mentioned in the Resolution No.4 hereinabove.

The Board approved the same at their meeting held on 24<sup>th</sup> March 2017.

You are requested to accord your approval to the Special Resolution as set out at Agenda Item No.4 of the accompanying Notice.

None of the Directors of the Company, Key Managerial Personnels and their relatives are interested or concerned in the passing of the above resolution.

By Order of the Board

Place: Chennai  
Date: April 1, 2017

K.Suresh  
Vice President & Company Secretary

Registered Office: 4th Floor,  
Sigappi Achi Building,  
18/3 Rukmini Lakshmi pathi Salai,  
Egmore, Chennai-600008.