ARCOTECH LIMITED

CIN: L34300HR1981PLC012151

Registered Office:- 181, Sector-3, Industrial Growth Centre, Bawal, District-Rewari, Haryana 123501

(**Tel:** 01284-464160/161, **Fax:** 01284-264024)

Website: www.arcotech.in

Corporate Office:- F-701A, Lado Sarai, Mehrauli, New Delhi-110030

(**Tel:** 01129523251, **Fax:** 01129523020)

Email: contact@arcotech.in, investors@arcotech.in

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as Special Resolutions by way of postal ballot / e-voting.

Resolution 1:- Approval to Issue of Securities through QIP not exceeding Rs. 300.00 crores.

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

"RESOLVED THAT pursuant to Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof, for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR"), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities"), and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called 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 power conferred by this resolution), the Board be and is hereby authorised to create, issue, offer and allot equity shares/fully convertible debentures/partly convertible debentures/non-convertible debentures with warrants/ any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"), to the Qualified Institutional Buyers (QIBs) as per the SEBI ICDR, whether or not such QIBs are Members of the Company, on the basis of placement document(s), at such time or times in one or more tranche or tranches, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the Lead Managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not result in increase of the issued and subscribed equity share capital of the Company not exceeding Rs. 300 crores of the then issued and subscribed equity share capital of the Company".

"RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Company decide to open the proposed issue, or the date on which the holder of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be ("Relevant Date")".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares shall rank paripassu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document".

"RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion thinks fit in accordance with the provisions of law".

"RESOLVED FURTHER THAT the issue to the holders of the Securities with equity shares underlying such securities shall be, inter alia, subject to suitable adjustment in the number of shares, the price and the time period etc., in the event of any change in the equity capital structure of the Company consequent upon any merger, demerger, amalgamation, takeover or any other re-organisation or restructuring in the Company".

"RESOLVED FURTHER THAT the Board may at its absolute discretion issue Equity Shares at a discount of not more than five per cent or such other discount as may be permitted under the applicable regulations to the QIP Floor Price as determined in accordance with the SEBI ICDR Regulations".

"RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations".

"RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of QIP Securities or instruments representing the same, as described in paragraph (a) above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing and institution/ trustees/ agents and similar agreements/and to remunerate the Managers, underwriters and all other agencies/ intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit".

"RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer and allotment of QIP Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage/ hypothecation/ charge on the Company's assets under Section 180(1)(a) of the said Act in respect of the aforesaid QIP Securities either on paripassu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution".

"RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by GOI / RBI / SEBI/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

Resolution No.2:- Providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company.

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

"RESOLVED THAT in supersession to earlier resolution passed under section 293 (1)(a) of the Companies Act, 1956, by the Members at 32nd Annual General Meeting held on 28th September, 2013 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) & Articles of Association of the company and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to sell, lease, create such charges, mortgages/ hypothecations/ security/ encumber, from time to time, on behalf of the Company in addition to the existing charges/mortgages, hypothecation and other encumbrances, if any, created by the Company in respect of whole or substantially the whole of the undertaking/s of the Company including all or any of its movable and immovable property(ies), both present and future, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company whosesoever situate, or

otherwise dispose of whole or substantially the whole of the undertaking/s of the Company for securing the loan(s) up to Rs. 2000/- crores (Rupees Two Thousand Crores only) availed / to be availed by the Company, in any form or manner or otherwise, in one or more tranches, from any bank/ financial institution/other lenders, on such terms and conditions, as may be decided by the Board of Directors, from time to time.

"RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee/s to which the Board may delegate its powers, from time to time, be and are hereby authorized and empowered, on behalf of the Company, to do or cause to be done all such acts, deeds, things and matters, as may be necessary, and, also incidental thereto to give effect to this Resolution which include, to finalize, sign and/or execute any document(s)/ agreement(s), other deeds or writings, and affixing the common seal of the Company on such paper/s, as may be necessary, as per the provisions of the Articles of Association of the Company".

Resolution No.3:- Authority to borrow Rs. 2000/- crores (Rupees Two Thousand Crores only) over and above the aggregate of the paid up capital and free reserves of the Company,

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

"RESOLVED THAT in supersession to earlier resolution passed under Section 293(1)(d) of the Companies Act, 1956, by the Members at 32nd Annual General Meeting held on 28th September, 2013 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, read with the relevant rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) &Articles of Association of the company and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof), to borrow money(s), from time to time, for and on behalf of the Company, from any bank/ financial institution/lenders, in any form or manner or otherwise, in one or more tranches, whether secured or unsecured, on such terms and conditions as maybe decided by the Board of Directors, notwithstanding that the moneys to be borrowed together with money(s) already borrowed by the Company (apart from the temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of paid up share capital and free reserves of the Company, provided that the total amount of the borrowings by the Board of Directors, at any time shall not exceed the limit of Rs. 2000/- crores (Rupees Two Thousand Crores only) over and above the aggregate of paid up share capital and free reserves of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee/s to which the Board may delegateits powers, from time to time, be and are hereby authorized and empowered, on behalf of the Company, to do or cause to be done all such acts, deeds, things and matters, as may be necessary, and, also incidental thereto to give effect to this resolution which include, to finalize, sign and/or execute any document(s)/ agreement(s), other deeds or writings, and affixing the common seal of the Company on such paper/s, as may be necessary, as per the provisions of the Articles of Association of the Company".

By Order of the Board

Place : New Delhi
Date : 8th August, 2015

(R N Pattanayak)
Whole Time Director
DIN No. : 01189370

Registered Ofiice:
181, Sector-3, Industrial Growth Centre
Bawal, District-Rewari, Haryana-123501
Tel: 01284-464160/161, Fax: 01284-264024

Corporate Office:
F-701A, Lado Sarai, Mehrauli,
New Delhi-110030
***Tel:** 01129523251, **Fax:** 01129523020*

CIN: *L34300HR1981PLC012151*
Email: contact@arcotech.in , investors@arcotech.in
Website: www.arcotech.in

GENERAL NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The notice is being sent to all the Members, whose names appear on the Register of Members/ List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services Limited (CDSL) on August 14, 2015.
3. Shareholder(s) desiring to exercise vote by postal ballot should complete the Postal Ballot form and send it to Mr. Saurabh Agrawal, Company Secretary in Practice (CP No. 4868), the scrutinizer for Postal Ballot, C/o M/s. Saurabh Agrawal & Co., 403, Nirmal Tower, 26, Barakhamba Road, Connaught place, New Delhi-110001, India, in the attached postage pre-paid self-addressed envelope.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with rules made thereunder and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all Members of the Company to send their assent or dissent in respect of the resolutions through postal ballot/e-voting contained in Notice dated August 14, 2015.
5. Members holding shares in physical form are requested to inform any change of address, mobile number, Email-id, bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt Ltd, 6, Mangoe Lane, 2nd Floor, Kolkata-700001. Members holding shares in electronic form are requested to inform any change of address, Email -id, bank details etc. immediately to their respective depository participants.
6. **VOTING THROUGH ELECTRONIC MEANS:**

   In case of members receiving e-mail:

   (i) Log on to the e-voting website www.evotingindia.com

   (ii) Click on "Shareholders" tab.

   (iii) Now, select ARCOTECH LIMITED from the drop down menu and click on "SUBMIT"

   (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 & 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) • 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. - Sequence number is communicated in the Attendance Slip/ Covering Letter.
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. • 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.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(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 Postal Ballot of ARCOTECH LIMITED on which you choose to vote.

(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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- 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:

Please follow all steps from **SL. No. (i) to SL. No. (xvii)** above to cast vote.

(A) 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 under help section or write an email to helpdesk.evoting@cdslindia.com

(B) The voting period begins on 29th August, 2015 (9.00am) and ends on 27th September, 2015 (5.00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. At the end of the voting period, the portal where votes are cast shall forthwith be blocked.

(C) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date (record date) of 14th August, 2015

(D) Mr. Saurabh Agrawal c/o M/s. Saurabh Agrawal & Co., Company Secretaries, 403, Nirmal Tower, 26, Barakhamba Road, Connaught place, New Delhi-110001 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(E) The Scrutinizer shall, within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(F) The Results shall be declared within three days from the close of voting. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.arcotech.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

7. Members can opt for only one mode of voting i.e. either by way of physical postal ballot form or through e-voting. In case you opt to vote by physical ballot form, then please do not cast your vote by e-voting and vice-versa. **In case member(s) cast their vote using the physical ballot form and also votes electronically, then vote(s) cast electronically will be treated as valid votes(s) and the vote(s) cast physically will be treated as invalid.**

8. Resolutions passed by the members through Postal Ballot shall be deemed to be passed effectively at a general meeting of the members.

9. This Postal Ballot form should be completed and signed by the Shareholder, as per the specimen signature registered with the company or Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by

next named Shareholder. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Shareholder shall be annexed to the Postal Ballot Form.

10. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders. On receipt of the duplicate Postal Ballot Form, the original shall be considered only.
11. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of Board Resolution/ Authority together with the specimen signatures of the duly authorized signatory (ies).
12. A tick mark[√] should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid. Postal Ballot Forms bearing [√] mark in both the columns will render the form invalid.
13. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
14. Duly completed Postal Ballot Form should reach the scrutinizer not later then close of working hours on September 27, 2015. Postal Ballot received after this date and time will be strictly treated as if the reply from such Shareholder(s) has not been received.
15. The Postal Ballot shall not be exercised by a proxy.
16. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

EXPLA NATORY STATEMENT PURSUANT TO SECTION-102 OF THE COMPANIES ACT, 2013

Resolution No. 1

The Company, in order to strengthen its financial position and net worth by augmenting its long term resources. The Company to meet the requirements for general corporate purpose, as may be decided by the Board from time to time, it is proposed to seek authorisation of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted by the Board), without the need for any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR").

In view of above, the Board may, in one or more tranches, issue and allot equity shares / fully convertible debentures/ partly convertible debentures/ non convertible debentures with warrants / any other securities, which are convertible into or exchangeable with equity shares on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"). The QIP Securities proposed to be issued by the Board shall be subject to the provisions of the SEBI ICDR including the pricing, which will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date and premium/ discount as may be decided by the Board. The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decides to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be.

The pricing of the Equity Shares that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than 5 per cent or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.

For the reasons aforesaid, an enabling special resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchanges.

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by the issue of QIP Securities shall not exceed Rs 300.00crores. The proposed special resolution is only enabling in nature and the Board may from time to time consider the extent, if any, to which the proposed securities may be issued.

The QIP Securities issued pursuant to the offer, if necessary, may be secured by way of mortgage/ hypothecation of the Company's assets as may be finalised by the Board in consultation with the Security Holders / Trustees in favour of Security Holders / Trustees for the holders of the said securities. The security that may have to be created for the purposes of this issue, as above may come within the purview of Section 180(1)(a) of the Companies Act, 2013. Necessary approval is being sought by way of a special resolution under Section 180(1)(a) of the Act, included in the Notice at Item No. 2 & 3.

Section 62(1)(c) of the Companies Act, 2013 and Listing Agreement entered into with the Stock Exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorisation of the Members to the Board of Directors to offer, issue and allot the QIP Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries to any persons, whether or not they are members of the Company.

The Board of Directors accordingly recommend the Special Resolution set out at Resolution No. 1 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity holdings in the Company / institution in which they are directors or members.

Resolution No. 2 and 3

The Members of the Company at their Annual General Meeting held on 28th September, 2013 had inter alia, passed an ordinary resolution pursuant to Section 293 (1) (d) and 293(1) (a) of the Companies Act, 1956 authorizing the Board of Directors of the Company to borrow money in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the maximum limit of Rs. 2000/- crores (Rupees Two Thousand crores only) and also authorized to create mortgage/charge on assets/undertaking of the Company for securing the borrowings of the Company upto a limit of Rs. 2000/- crores (Rupees Two Thousand crores only) over and above the aggregate of the paid-up capital and free reserves of the Company.

Now, as per General Circular No. 32/2014 issued by Government of India, Ministry of Corporate Affairs on 23.07.2014, the resolutions approved or passed by the Shareholders under Companies Act 1956 during the period from 01st September, 2013 to 31st March, 2014 are valid till the completion of one year from the date of passing the resolution or 6 months from the commencement of corresponding provision in Companies Act, 2013, whichever is later. Therefore, the resolution authorizing the Board of Directors to borrow money (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) over and above the aggregate of the paid-up capital and free reserves of the Company and to sell, lease and create charges/security/mortgage on the assets of the Company are required to be replaced with Special Resolutions passed under the provisions of section 180 (1)(c)/180(1)(a) of the Companies Act, 2013.

Accordingly, in order to comply with the requirements of the aforesaid Circular, the Board of Directors of the Company decided to obtain yours consent by way of Special Resolutions in respect of borrowings as well as creation of security to secure such borrowings under 180 (1)(c)/180(1)(a) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution set out at No.2 and 3 above.