

CONSOLIDATED CONSTRUCTION CONSORTIUM LIMITED
Regd.Office: No.5, II Link Street, C.I.T. Colony, Mylapore, Chennai 600 004.
Phone: 2345 4514 :: Email: secl@ccclindia.com

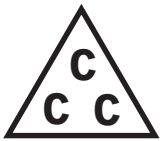
POSTAL BALLOT FORM

Sr. No.

1. Name(s) of Shareholder(s) / Beneficial Holder(s)
(In block letters) (including joint holder, if any)
2. Registered address of the sole/first
named shareholder
3. Registered Folio No. / DP ID NO. /
Client ID No.*
(*Applicable to investors holding
shares in dematerialized form)
4. Number of shares held

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the notice of the Company. I/We have marked my/our assent or dissent to the said resolution by placing the (✓) mark at the appropriate box below:

Particulars	No. of Equity Shares	I/We assent to the Resolution	I/We dissent to the Resolution
<u>Item No.1:</u> Ordinary Resolution for Re appointment of Statutory Auditors consequent to the change in the name of Audit Firm		[]	[]
<u>Item No.2:</u> Ordinary Resolution for investment / lending / Guarantees in / to CCCL Infrastructure Limited, Wholly Owned Subsidiary Company		[]	[]
<u>Item No.3:</u> Ordinary Resolution for investment / lending / Guarantees in / to Delhi South Extension Car Park Limited, (a Subsidiary Company)		[]	[]
<u>Item No.4:</u> Ordinary Resolution for investment / lending / Guarantees in / to CCCL Pearl City Food Port SEZ Limited, Wholly Owned Subsidiary Company of CCCL Infrastructure Limited		[]	[]
<u>Item No.5:</u> Special Resolution approving mortgage / creation of charge under Section 293(1)(a) of the Companies Act, 1956		[]	[]



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NOTICE

Dear Member(s):

Notice pursuant to Section 192A(2) of the Companies Act, 1956

Your Company is seeking your consent for the proposals as contained in the Resolutions appended below. An Explanatory Statement pertaining to the said Resolutions setting out all material facts and the reasons for which such resolutions are proposed is also annexed.

As per Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders is required by means of a Postal Ballot. The Resolutions and the Explanatory Statement are being sent to you along with a Postal Ballot Form for your consideration. The Company has appointed Mr. N. Balachandran, a Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid envelope as to reach the Scrutinizer on or before Monday the 18th April 2011. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman on Wednesday, the 20th April 2011 at 4 PM at the Registered Office of the Company at No.5, Second Link Street, C.I.T. Colony, Mylapore, Chennai 600 004.

SPECIAL BUSINESS:

Item No.1:

Re appointment of Statutory Auditors consequent to the change in Name of Audit firm:

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

"RESOLVED THAT M/s. ASA & Associates, Chartered Accountants, (Firm Registration No.09571N) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Murali Associates, Chartered Accountants, (Firm Registration No.02164S) which has since been merged with M/s. ASA & Associates, to hold office till the conclusion of the Annual General Meeting to be held during the Calendar Year 2011.

RESOLVED FURTHER that the Board be and is hereby authorized to fix the remuneration payable to M/s.ASA & Associates, and to do and cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution."

Item No.2:

Investments/Lending/ Guarantees in / to CCCL Infrastructure Limited, wholly owned subsidiary:

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

"RESOLVED THAT consent be and is hereby given to the Board to invest/lend/give guarantee / mortgage / to give collateral security as the case may be, up to an estimated amount of Rs.60.00 Crores in CCCL Infrastructure Ltd., a wholly owned subsidiary, towards Project cost for development of Grid connected Solar Power Project (5 MW) near Tuticorin under Jawaharlal Nehru National Solar Mission, including fund based and non-fund based assistance.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to execute necessary documents/agreements and to do all acts, deeds and things as may be found necessary to give effect to the above resolution."

Item No.3:

Investments/Lending/ Guarantees in / to Delhi South Extension Car Park Limited, (a subsidiary Company):

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

"RESOLVED THAT consent be and is hereby given to the Board to invest/lend/give guarantee / mortgage / to give collateral security as the case may be, up to an estimated amount of Rs.270.00 crores in Delhi South Extension Car Park Ltd., a subsidiary company, towards Project Cost of setting up a Multi Level Car Park (MLCP) in South Extension, New Delhi, including fund and non-fund based assistance.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to execute necessary documents/agreements and to do all acts, deeds and things as may be found necessary to give effect to the above resolution."

Item No.4:

Investments/Lending/ Guarantees in / to CCCL Pearl City Food Port SEZ Limited, wholly owned subsidiary of CCCL Infrastructure Limited:

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

"RESOLVED THAT consent be and is hereby given to the Board to invest/lend/give guarantee / mortgage / to give collateral security as the case may be, up to an estimated amount of Rs.134.00 crores in CCCL Pearl City Food Port SEZ Ltd., either through CCCL Infrastructure Ltd., a wholly owned subsidiary, or directly in/to the Company, towards Project Cost of development of infrastructure facilities in Special Economic Zone (SEZ) at Tuticorin, and further funds towards Project cost for Phase I of SEZ, including fund based and non-fund based assistance.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to execute necessary documents/agreements and to do all acts, deeds and things as may be found necessary to give effect to the above resolution."

Item No.5:

Approve to mortgage/create charge under Section 293(1)(a):

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

"RESOLVED that in addition to the Special Resolution passed at the 13th Annual General Meeting held at Chennai on 24th June 2010 and pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956 and all other applicable provisions, enactments for the time being in force (including any statutory modification or re-enactment thereof), consent of the Company be and is hereby granted to the Board of Directors of the Company (which shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), to create mortgage(s) and/or any charge(s) and/or hypothecation(s) in addition to the mortgages and/or charges and/or hypothecation already created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and/or immovable properties and assets of all kinds of the Company and/or its subsidiaries and/or step down subsidiaries, associates, both present and future and/or the whole or any part of the undertaking(s) of the Company and/or subsidiaries in favour of financial institutions/Bank(s)/Lender(s)/Agent(s) and/or Trust(s)/Trustee(s) for securing the borrowings availed/to be availed by the Company and/ or subsidiaries (either directly or through holding company), by way of loans (in rupee and/or foreign currency) and securities (comprising of fully/partly convertible bonds/debentures/warrants/non convertible Debentures or other debt instrument(s) issued/to be issued by the Company or subsidiaries, from time to time, subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956, together with interest, premium (if any) on redemption, all other costs, charges and expenses and other monies payable by the Company or subsidiary or step down subsidiary, in terms of the Loan Agreement(s)/Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and/or subsidiary and the Lender(s)/Agent(s) and/or Trust(s)/Trustee(s), in respect of the said loans/borrowings/bonds/debentures/warrants containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or committee thereof and the lender(s)/Agent(s)/Trustee(s)."

RESOLVED FURTHER THAT the Board and/or its duly constituted Committee be and is hereby authorized to finalise and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary and to settle any question or doubt or difficulty that may arise in regard to creating mortgages/charges/hypothecation as aforesaid."

By order of the Board

M.V.M. Sundar
Company Secretary

Place: Chennai
Date: 4th March, 2011

Notes:

1. Shareholders who wish to be present at the time of declaration of the result may do so.
2. Only a shareholder entitled to vote is entitled to exercise his vote through Postal Ballot.

Place:

Date:

(Signature of the Shareholder / Beneficial holder)

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173 of the Companies Act, 1956:

Item No.1:

At the 13th AGM held on 24th June 2010, M/s.Murali Associates, Chartered Accountants, Chennai (Firm Registration No. 02164S) were reappointed as Statutory Auditors of the company to hold office till the conclusion of the next AGM.

Pursuant to the communication received from the Audit Firm, M/s. Murali Associates, they have merged their existing firm with another firm of Chartered Accountants viz., M/s. ASA & Associates, (Firm Registration No.09571N) with effect from 1st February, 2011 and further stated and confirmed that both the merged Firms are now known as "M/s. ASA & Associates".

Further it has been stated that this merger of both the Firms viz., M/s. Murali Associates and M/s. ASA & Associates have fully complied with relevant regulations of the Institute of Chartered Accountants of India (ICAI) including the capacity building measures as laid down by the ICAI from time to time. Consequent upon the above merger and the resultant entity known as M/ s. ASA & Associates, we place before the Members a Resolution for their approval. Accordingly, the accounts for the year ending 31.3.2011 will be audited and signed by M/s. ASA & Associates as Statutory Auditors.

The terms of remuneration payable to Statutory Auditors remains unchanged as decided at the 13th Annual General Meeting held on 24th June 2010 or it will be decided by the Board of Directors in consultation with Statutory Auditors. M/s.ASA & Associates have confirmed to the effect that their appointment, if made, would be well within the limits prescribed under Section 224(1 B) of the Companies Act, 1956.

Members are informed hereby that the change is in the name and constitution of firm only and no other significant change in the scope, standard and quality of audit is envisaged.

The Board of Directors recommends the resolution.

None of the directors of the company are interested or concerned in any way, in the resolution except to the extent of their shareholding in CCCL.

Item No.2:

CCCL Infrastructure Limited (CCCL Infra) was formed in 2007 with the object of setting up of a special economic zone (SEZ) near Tuticorin. In this connection, the Company obtained SEZ approval on 26.07.2007 and the same is valid for 3 years till 25.07.2010. The license was further renewed and the same is valid till 25.07.2011. CCCL Infra has spent an amount of around Rs.23 Crores as on 31.12.2010 for the development of SEZ.

One of the objects of CCCL Infra is to undertake turn key power project of all kinds including solar power projects. Towards this end, CCCL Infra had been awarded a Letter of Intent on 11th December 2010 by NTPC Vidyut Vyapar Nigam Limited (NVVN) under the Jawaharlal Nehru National Solar Mission, to set up a Grid connected 5MW capacity Solar Power Project in Tuticorin District. A Power Purchase Agreement (PPA) was also signed on 10th January 2011 and accordingly, financial closure is to be achieved within 180 days and Project shall be commissioned within 12 months from the date of signing of PPA.

The Project cost for setting up 5MW solar power project is estimated to be Rs.60 crores apart from an investment already made by CCCL (holding company of CCCL Infra) to an extent of Rs.23.00 crores.

Members approval is sought to invest/lend/give guarantee / mortgage / to give collateral security as the case may be, to CCCL Infra up to an amount of Rs.60 crores. Through this arrangement, CCCL will be benefited in due course from the returns arising out of the above operations.

The Board of Directors recommends the resolution.

Some of the directors of holding company, CCCL are directors of CCCL Infrastructure Ltd. and hence are interested/concerned in the resolution.

Item No.3:

A new Subsidiary company was incorporated in 2010 with an authorised share capital of Rs.10 Crores, in the name and style of Delhi South Extension Car Park Ltd. for executing Multi Level Car Park (MLCP) at Delhi, under Build, Own, Operate and Transfer (BOOT) system. The multi level car park will be executed in tie up with a Korean firm, Samjung Tech. The equity participation by CCCL and Samjung Tech will be in the ratio of 90:10. The shareholding pattern shall be maintained at least in the ratio of 51% by CCCL and 10% by the Korean company till the completion of the project. A project cost of Rs.270 crores has been estimated to be incurred in the project and the Board places before the members the resolution for their approval of investment in/lending to/provide guarantee / mortgage / to give collateral security as the case may be, to Delhi South Extension Car Park Limited in the ordinary course of business.

Members approval is sought to invest/lend/give guarantee / mortgage / to give collateral security as the case may be, to the company up to an amount of Rs.270 crores. Through this arrangement, CCCL will be benefited in due course from the returns arising out of the above MLCP operations.

The Board recommends the resolution.

Some of the directors of holding company, CCCL are directors of Delhi South Extension Car Park Ltd. and hence are interested/concerned in the resolution

Item No.4:

The shareholders in their 13th Annual General Meeting held on 24th June 2010, gave general powers to the Board of Directors to invest / lend / give guarantee as the case may be, in its subsidiaries/associates, to the extent of Rs.3500 Crores as a whole. The Directors of your Company felt that the Special Economic Zone (SEZ) business should be run on a stand alone basis and in view of the equity participation of Tamilnadu Industrial Development Corporation (TIDCO) for the development of SEZ, CCCL Pearl City Food Port SEZ Limited was floated during 2009 as a Subsidiary of CCCL Infrastructure Limited.

As per the project report submitted by M/s Ernst & Young, the project cost towards development of SEZ was envisaged as Rs.134 crores for Phase I and Rs.417 crores for Phase II totaling to Rs.552 crores. Plan of execution for Phase I will be spread over a period of 3-4 years. At the implementation stage, basic infrastructure facilities are necessary to market the SEZ operations and the company is receiving good response for the same. In order to attract more participants, it is planned to provide infrastructure facilities with an estimated cost of Rs.50 Crores, during the ensuing financial year (2011-2012).

In order to develop the SEZ, your company plans to invest / lend/provide guarantee / mortgage / to give collateral security to CCCL Pearl City Food Port SEZ Ltd., either through CCCL Infrastructure Ltd., or directly, an amount of Rs.134.00 crores for which members' approval is sought. Through this arrangement, CCCL will be benefited either directly or indirectly in due course from the returns arising out of the SEZ operations.

The Board of Directors recommends the resolution.

Some of the directors of holding company, CCCL are directors of CCCL Pearl City Food Port SEZ Ltd. and hence are interested/concerned in the resolution.

Item No.5:

The Board places before the members a resolution enabling the company to mortgage/create charge/hypothecate the movable and immovable properties of the Company or its subsidiaries (including step down subsidiaries), associates for the purpose of availing loans and advances from financial institutions/banks/other lenders either directly or indirectly in the ordinary course of business.

During the AGM 2010 held on 24th June 2010, members had approved a borrowing limit under Section 293(1)(d) of the Companies Act, 1956 up to Rs.3500 Crores, exclusive of interest, charges at any time, on such terms and conditions as to repayment as may be decided by the Board.

Similarly, in the same meeting, shareholders also gave general powers under Section 372A of the Companies Act, 1956 to invest and lend in various formats to all its subsidiaries (including step down subsidiaries), associates to the extent of Rs.3500 Crores.

Since creating of charge by way of hypothecation or mortgage on all or any of the movable and immovable properties of the company or its subsidiaries is construed as disposal of whole or substantially the whole of the undertaking/s of the company within the meaning of Section 293(1)(a) of the Companies Act, 1956, it is necessitated to obtain the approval of the members under Section 293(1)(a) of the Companies Act, 1956, and hence, the resolution is put forth.

The Board recommends the resolution.

None of the Directors are interested or concerned in any way in the resolution.

INSTRUCTIONS:

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, the form should be completed and signed by the first named Member and in his absence, by the next named Member. Unsigned Postal Ballot Forms will be rejected.
4. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form. In case of shares held by trusts, societies, etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of Board Resolution/authority.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 PM on Monday, the 18th April 2011. Any Postal Ballot Form received after this date will be treated as if the reply from the shareholder has not been received.
6. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item (5) above.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on 4th March 2011.
8. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
9. The result of the Postal Ballot will be declared at the Registered Office of the Company on Wednesday the 20th of April, 2011 at 4.00 PM.

By Order of the Board

M.V.M. Sundar
Company Secretary

Place: Chennai
Date: 4th March, 2011