



VISAKA INDUSTRIES LIMITED

Registered Office: Survey No. 315, Yelumala Village, R.C. Puram Mandal, Medak District, Telangana – 502 300.

POSTAL BALLOT NOTICE

(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 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the resolution set out below is proposed to be passed by Postal Ballot.

Accordingly, your consent is sought for the proposal as contained in the resolution appended hereunder along with an explanatory statement pertaining to the resolution setting out all material facts and the reasons thereof. Postal Ballot Form is enclosed.

The members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the scrutinizer at the corporate office of the Company on or before the close of working hours on May 06, 2015. Members may choose to vote using 'e-voting facility', the details whereof are specified under instructions for e-voting as contained under 'Notes'.

The Board of Directors has appointed M/s. P V Ramana Kumar & Associates, Practicing Chartered Accountants, Hyderabad to act as the scrutinisers, for conducting the postal ballot process as well as e-voting, in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members.

Postal Ballot results will be announced on or before May 12, 2015 after completion of the scrutiny and submission of the Scrutinizer's report. The said report will be displayed on the website of the Company (www.visaka.in), besides communicating the same to the Bombay Stock Exchange Limited and National Stock Exchange Limited, where the shares of the Company are listed after the said announcement.

RESOLUTION:

1. To Consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED that pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013; clause 130(e) of Articles of Association of the Company be amended by substituting with the following new clause:(e) The Managing Director shall not be liable to retire by rotation as long as he/she holds office as Managing Director of the Company"

By Order of the Board
For VISAKA INDUSTRIES LIMITED

Date: 30.03.2015
Place: Hyderabad

I SRINIVAS
Assistant Vice President (Corporate Affairs) and Company Secretary

Notes:

1. Explanatory Statement and reasons for the proposed special business pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Notice is being sent under Registered Post to all the Members, whose names would appear in the Register of Members/ Record of Depositories as on 27th March, 2015.
3. The Scrutiniser will submit scrutiny report to the Chairman or in his absence to the Company Secretary of the Company.
4. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman or in his absence by the Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolution. The result of the Postal Ballot will be declared on or before May 12, 2015.
5. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Corporate Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by the scrutinizer i.e. May 6, 2015.
6. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Shareholders are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
7. The Company pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, is extending e-voting facility for its Members to enable them to cast their vote electronically instead of sending the postal ballot form as suggested above. E-voting facility provided in pursuance of this notice, means remote e-voting. The Company has appointed M/s. P V Ramana Kumar & Associates, Practicing Chartered Accountants, who, in the opinion of the Board, is a duly qualified to be appointed as a Scrutinizer. The Scrutinizer will collate the electronic voting process in a fair and transparent manner.
8. The e-voting facility will be available at the link <https://evoting.karvy.com> during the voting period as mentioned at point no. 10 below.
9. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members, who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the

10. Members are requested to note that the e-voting will open on May 2, 2015 and shall remain open till May 5, 2015. e-voting shall not be allowed beyond 5p.m on May 5, 2015.
11. The members of the company holding shares in physical form or in demat form as on 29th April, 2015 may opt for e-voting.
12. The procedure and instructions for e-voting are as follows:
 - i. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
 - ii. Enter the login credentials (i.e. User ID & Password) provided to you as mentioned at point No.9 supra)
 - iii. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
 - iv. After entering these details appropriately, click on "LOGIN".
 - v. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID, etc., on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
 - viii. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used.
 - ix. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast his vote, select 'ABSTAIN'.
 - x. 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.
 - xi. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xii. Corporate/Institutional Members (Corporate /FIs/Flls/Trust/Mutual Funds/Banks, etc.) are required to send a scanned (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to vilpostalballot2015@visaka.in with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _ Event no."
 - xiii. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
13. Kindly note that the members can opt only one mode for voting i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot again and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be ignored.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

In terms of Section 152 (6) of the Companies Act, 2013 ('new Act'), every public limited Company shall have two-third of total number of directors liable to retire by rotation, out of whom, one-third shall retire at every annual general meeting of the company and are eligible for re-appointment. However, unlike as provided under the previous Companies Act, 1956; total directors for this purpose under the new Act, shall not include Independent Directors. In terms of clause 130(e) of present Articles of Association of the Company, Managing Director or Whole-time Directors of the Company shall not be liable to retire by rotation as long as they hold office of Managing Director or Whole-time Director.

As on date, the Board of Directors of your Company consist, inter-alia, of Five Independent Directors apart from the Managing Director and two whole-time Directors and thus the constitution of the Board is not in conformity with the aforesaid requirement of having sufficient number of directors liable to retire by rotation. In view of the same, it is proposed to amend Clause 130(e) of Articles of Association to exclude whole-time Directors from the category of Directors not liable to retire by rotation, to meet the aforesaid requirements. The said amendment of Articles of Association of the Company requires your approval by way of special resolution.

The Board, in the interest of the Company, recommends the resolution for the approval of the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board
For VISAKA INDUSTRIES LIMITED**

Date: 30.03.2015
Place: Hyderabad

I SRINIVAS
Assistant Vice President (Corporate Affairs) and Company Secretary

VISAKA INDUSTRIES LIMITED

Registered Office: Survey No. 315, Yelumala Village, R.C. Puram Mandal, Medak District, Andhra Pradesh – 502 300.

POSTAL BALLOT FORM

Serial No.:

- 1 Name and registered address of the sole/first
Named Member (in block letters) :
- 2 Name(s) of the joint Member(s), if any
(in block letters) :
- 3 Registered Folio No. / DP ID No./ Client ID No.* :
- 4 Number of equity shares held :

(* Applicable to investors holding shares in dematerialized form)

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

RESOLUTION NO.	DESCRIPTION	NO. OF SHARES	I/We assent to the resolution (FOR)	I/We assent to the resolution (AGAINST)
1	To amend Clause 130(e) of Articles of Association of the Company			

Place:

Date:

Signature of the Member

Note: Please read the instructions printed overleaf carefully before exercising your vote.

Electronic Voting Particulars

EVEN (E-Voting Event Number)	USER – ID	PASSWORD

INSTRUCTIONS

1. A member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, M/s. P.V.Ramana Kumar & Associates, Practicing Chartered Accountants in the attached self-addressed envelope. Postage will be borne by the Company. However, any envelope containing Postal Ballot, if sent by courier at the expense of the Registered Member will also be accepted.
2. Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark () at the appropriate box. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
3. The self-addressed postage pre-paid envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed by the Member (as per the specimen signatures registered with the Company). In case of joint holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (1800 hours) on Wednesday, May 06, 2015. Postal Ballot Forms received after the said due date will be treated as if no reply from the Members has been received.
8. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution / authorization together with the specimen signature (s) of the duly authorized signatories.
9. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.