



VISAKA INDUSTRIES LIMITED

Registered Office: Survey No. 315, Yelumala Village, R.C. Puram Mandal, Medak District, Andhra Pradesh – 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 resolutions set out below are proposed to be passed by Postal Ballot.

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

The Board of Directors has appointed Mr. P V Ramana Kumar to act as the scrutiniser, for conducting the postal ballot process, in a fair and transparent manner.

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 June 16, 2014. Members may choose to vote using the e-voting facility, the details whereof are also specified under instructions for e-voting as contained under 'Notes'.

The scrutiniser will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on June 26, 2014 at the Corporate Office of the Company.

RESOLUTIONS:-

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

"RESOLVED THAT pursuant to Section 76 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Acceptance of Deposits) Rules, 2014; consent of the company be and is hereby accorded to the Board of Directors or its duly constituted committee of the Company to accept Deposits both secured as well as unsecured or a combination thereof from Public not exceeding the limits specified from time to time in this behalf (hereinafter referred to as 'Public Deposits').

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging / charging all or any of the immovable and movable assets of the Company both present and future on such terms and conditions, as may be agreed to between the Board and Trustees for the depositors to secure an amount not less than the amount of secured deposits accepted from time to time, which is in addition to the limits approved under Section 180 (1)(a) of the Companies Act, 2013 to create charge on assets of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized to do and perform all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper, desirable and expedient to give effect to this resolution and / or to comply with any statutory requirements as may be prescribed in this behalf from time to time and to settle any question, difficulty, doubt that may arise in acceptance of aforesaid public deposits."

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

RESOLVED THAT in supersession of the earlier resolution passed at the general meeting held on 28.07.2008 and pursuant to Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") for borrowing from time to time any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may deem fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of money/ moneys so borrowed shall not exceed Rs.750 crores (Rupees Seven Hundred Fifty Crores Only).

RESOLVED FURTHER THAT the Board or any of its duly constituted committee be and is hereby authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution."

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

"RESOLVED THAT in supersession of the earlier resolution passed at the general meeting held on 28.07.2008 and pursuant to the provisions of section 180(1)(a) and all other applicable provisions if any of the Companies Act, 2013 or any other law

for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter "the Board") for mortgaging / charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding 750.00 Crores (Rupees Seven Fifty Crores only) at any point of time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any of its duly constituted committee be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the charge/mortgage aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any of the Companies Act, 2013; the Clause III (A) of Memorandum of Association of the Company dealing with the Main Objects to be pursued by the Company be amended

- a) By adding "and Building Bricks" in the second line after "Aerocon Blocks (Aerated Autoclaved Concrete Bricks) and
- b) By adding the following para no. 15 after the existing para no. 14:

"15. To generate electrical power for captive as well as commercial purposes by conventional, non-conventional methods including coal, gas lignite, oil, bio-mass, waste, thermal, solar, hydel, tidal, geo-hydel, wind, hydrocarbon fuel, or any other form, kind or description.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

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

Date: 22nd April, 2014
Place: Hyderabad

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

Notes:

1. Explanatory Statement and reasons for the proposed special businesses 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 Acknowledgement Due to all the Members whose names would appear in the Register of Members/ Record of Depositories as on Friday, the 2nd May, 2014.
3. In compliance with 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/s.
4. The Board of Directors of the Company has appointed Mr. P V Ramana Kumar, Practicing Chartered Accountant, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman and in his absence to the Company Secretary of the Company.
5. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman and 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 Resolutions. The result of the Postal Ballot will be declared on 26th June, 2014 at 10.30 a.m. at the Corporate Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website 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.
6. 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 scrutinizer i.e. June 16, 2014.
7. 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.

8. The Company is extending its offer of **e-voting facility** as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot.

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) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- <ul style="list-style-type: none">• <u>Event no.</u> followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- 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 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, 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. Members can cast their vote online till they have voted on all the Resolutions or till the end of the voting period i.e. the last date of receipt of Postal Ballot Form, whichever is earlier.
- xiii. Corporate/Institutional Members (corporate /FIs/FLLs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to vilpostalballot2014@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.”
- xiv. 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 also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be ignored.

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

ITEM No. 1

As you are aware that your Company has been accepting Public Deposits for many years and the deposit holders are overwhelmingly happy with the way their money is being safeguarded with interest and prompt repayment.

The Government of India has replaced the existing Companies Act, 1956 (Hereafter 'previous Act') with new Companies Act, 2013 (Hereafter 'new Act') and accordingly the provisions dealing with public deposits are also subjected to a sea change.

By virtue of Section 76 read with the Companies (Acceptance of Deposits) Rules, 2014; henceforth, approval of members by way of special resolution is a prerequisite to accept or renew the said deposits by your Company and thus your approval is sought for accepting the deposits from Public. Further the new Act provides that the deposits raised in terms of provisions of the previous Act shall be repaid as per the term of respective deposit, which is already being complied by your Company.

The Directors recommend the Resolution in the best interest of the Company for your approval.

None of the Directors or Key Managerial Person of the Company or their relatives is deemed to be concerned or interested in the aforesaid Resolution.

ITEM No. 2 and 3:-

In terms of the resolution passed pursuant to Section 293(1)(d) of the Companies Act, 1956 by the Shareholders at the Annual General Meeting held on July 28, 2008; the Board of Directors of the Company is authorised to borrow upto a sum of Rs.500 Crores (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business). In view of the increased scale of operations since then, the mobilization of the funds has been substantially increased. Therefore, it is considered desirable to increase the Board's borrowing powers from the existing limit of Rs.500 Crores to Rs.750 Crores. Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (c) of the Companies Act, 2013.

In terms of the resolution passed pursuant to Section 293 (1) (a) of the Companies Act, 1956 by the shareholders at the Annual General Meeting held on July 28, 2008 consent of the Members was secured for authorizing the Board of Directors to create mortgage and / or charge on the immovable and movable properties of the Company upto Rs.500 crores.

The Company would be borrowing monies by way of loans from Financial Institutions / Banks and other Corporate Bodies apart from working capital facilities from banks in ordinary course of business. This in turn would necessitate further creation of securities by suitable mortgages and / or charges on all or some of the immovable and movable properties of the Company, both present and future, in favour of the lenders / trustees upto an extent of Rs.750 Crores.

To create mortgage and / or charge upto the said limit, approval of the Members is required to be obtained pursuant to Section 180 (1) (a) of the Companies Act, 2013 authorizing the Board of Directors of the Company in this regard. Hence the said resolutions are placed before the Members for their approval.

The Directors recommend the Resolution in the best interest of the Company for your approval.

None of the Directors or Key Managerial Person of the Company or their relatives is deemed to be concerned or interested in the aforesaid Resolution.

ITEM No. 4

The Company is presently engaged in the business of Manufacture and Distribution of Building Products i.e. A.C. Sheets and Boards /panels and Spun Yarn. In view of prevailing market condition, the Company intends to undertake the manufacturing of Building Bricks, which may be conveniently and advantageously combined with existing business of Building Products.

Further, due to frequent and long stretched electricity power cuts resorted to by the state electricity board and continuous increase of power tariffs and diesel prices etc., it is becoming very difficult for your Company's management to adhere to production schedules and cost control processes. Thus, with a view to look for alternative solutions, your Company has setup 2.50 MW solar power plant at Miryalaguda for captive consumption and further, exploring the possibility of generating the power by use of renewable energy such as solar and wind power etc.. There is a possibility of supplying to grid of the excess power generated and dealing in such other mode as may be allowed from time to time.

In order to enable the Company to undertake businesses as above, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution under postal ballot is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

The business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company.

The Directors recommend the Resolution in the best interest of the Company for your approval.

None of the Directors, Key Managerial Person of the Company or their relatives is deemed to be concerned or interested in the aforesaid Resolution.

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

Date: 22nd April, 2014
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 dissent to the Resolution (AGAINST)
1.	Special Resolution for accepting deposits from Public under Section 76 of the Companies Act, 2013.			
2.	Special Resolution authorizing Board of Directors of the Company to borrow upto 750 Crore as per Section 180 (1) (c) of the Companies Act, 2013.			
3.	Special Resolution authorising Board of Directors of the Company to mortgage/charge the assets of the Company upto 750 Crore as per Section 180 (1) (a) of the Companies Act, 2013.			
4.	Special Resolution for amending the main objects of the Company as per Section 13 of the Companies Act, 2013.			

Place :

Date :

Signature of the Member

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

-----X-----X-----X-----

Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

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, Mr. P. V. Ramana Kumar, Chartered Accountant 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. In case of joint holding, this Form must be completed and signed (as per the specimen signatures registered with the Company) by the first named Member and in his absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (18.00 hours) on Monday, June 16, 2014. All Postal Ballot Forms received after this time and date will be strictly treated as if reply from the Members has not been received.
9. 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.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the date of dispatch of the Notice.
11. 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.
12. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.