



SRICALAHASTHI PIPES LIMITED

(Formerly Lanco Industries Limited)

Registered Office: Rachagunneri – 517 641, Srikalahasthi Mandal
Chittoor District, Andhra Pradesh. CIN No. L74999AP1991PLC013391

Website: www.srikalahasthipipes.com

Phone No.08578-286650 to 286655; Fax No. 08578 - 286657

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Shareholders,

Notice is hereby given, pursuant to section 110 and other provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the following special business by the members of Srikalahasthi Pipes Limited by passing the resolutions through postal ballot/e-voting.

Item No.1. Approval for alteration of Main Object Clause of the Memorandum of Association of the Company under Section 13 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to provisions of Section 13, 110(1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), read together with the Companies (Management & Administration) Rules, 2014 including any statutory modifications or re-enactments thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded to alter the main object clause of the Memorandum of Association of the Company for insertion of new clauses and to merge Clause iii C) i.e. other objects of the existing Memorandum of Association of the Company with Clause iii B) to be in accordance with Table A of the Companies Act, 2013 in the manner as set out hereunder:

RESOLVED FURTHER THAT Clause "A" Under the item number (iii) be read as "The objects to be pursued by the company on its incorporation are" in the place of existing and after sub-clause (3) following sub-clauses 4, 5, 6, 7 & 8 be inserted:

4. To carry on all or any of the businesses of manufacturers, installers, maintainers, repairers of and dealers in electrical and electronic devices, instrument, gadgets contraptions, appliances and apparatus of every description and parts or components thereof and of and in computers, electrical batteries, dry cells, starters, lamps, radio, television and telecommunication requisites and supplies and stores of all kinds; and to carry on all or any of the businesses of electrical, mechanical and general engineers, manufacturers and merchants of, agents for and dealers in engineering specialties of every description.
5. To design, develop, manufacture, purchase, sale, distribute, import, export or otherwise deal in all kinds of hardware, software, equipment systems, machinery and services in

the area of electronics, computers, hardware, software their applications and all related items used in information Technology, Telecommunications etc.

6. To establish and run Computer Centers either directly or indirectly through licensees or franchisees both in India and outside India, to set up Software Technology Parks and other establishments relating to information technology to offer consultancy, data processing and other services in the area of electronics, computers and their applications especially for internet, multimedia, E. Commerce, Telecommunications etc. to industrial business and other customers. To make e-portals, B2B or B2C, and to engage in e-trade of all goods and services directly or indirectly, including engaging in the delivery of these goods and services to the end consumer or otherwise.
7. To set and run schools, colleges and institutions for imparting education or training in Computers, Management, Engineering, Hardware, Software and other area relating to Information Technology, Electronics, Telecommunications etc.
8. To carry on the business of providing and running services relating to Multimedia networks, Telecommunication networks, cable networks and Internet services, web hosting and development, e-commerce and Electronic Data Interchange (EDI), to run and maintain telecom services like basic / fixed line, cellular / mobile services, paging, videotext, voice mail and data systems, private switching network services, transmission network of all types, computer networks i.e. local area network, wide area network, Electronic Mail, Intelligent network or the combinations thereof and for execution of undertakings, Works, projects or enterprises in the Industry whether of a private or public character or any joint venture with any government or other authority in India or elsewhere and to carry on the business of manufacturers, merchants, dealers, distributors, importers, exporters, buyers, sellers, agents and stockiest, and to market, hire, lease, rent out, assemble, alter, install, service, design, research and improve, develop, exchange, maintain, repair, refurbish, store and otherwise deal in any manner in all types of telephone exchanges, telephone instruments -whether corded, cordless, mobile or of any other kind, tele - terminals, fax machines, telegraphs, recording instruments and devices, telephone message / answering machines and devices, dialing machines, trunk dialing barring devices, wireless sets and other wireless communication devices like radio pagers, cellular phones, satellite phones etc, telecom switching equipments of all kinds, telecom transmission equipments of all kinds, test equipments, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture thereof and to provide technical services in respect thereof or relating thereto. Designing and implementation of Network security measures, Data security measures, Data centres of all categories, CCTV system surveillance system, reinforcement of physical security through electronic system / automation, Development, Testing and implementation of various customized business application, Reselling of packaged software, turnkey software development and implementation, project execution, Packaged ERP implementation service, various type of process automation and integration to ERP system through Level – 3 HMI system implementation and consultancy services like Implemented system capability audit, System integration, Pre-implementation feasibility study and business case preparation, Project feasibility and estimation, Turnkey project execution, Manpower re-sourcing etc.,.

RESOLVED FURTHER THAT Clauses 1 to 30 under Clause iii. C) of the existing Memorandum of Association of the Company be merged with Clause iii. B) .”

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company duly modified as aforesaid or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying on new businesses and activities as included in the main Object Clause of the Company as stated above at such time or times as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT any of the Director and the Company Secretary be severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interests of the Company and its Shareholders."

Item No.2. To adopt new set of Articles of Association of the Company:

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

"RESOLVED THAT pursuant to the Provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read together with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded for adoption of new set of Articles of Association in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

"RESOLVED FURTHER THAT any of the Director and the company secretary be severally authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and do all such acts, deeds, matters and things, as deem necessary, proper or expedient to give effect to this resolution."

By Order of the Board

A.R.Surana
Sr. General Manager - Finance
& Company Secretary

Dated: 31st October, 2014

NOTES :

1. The corresponding explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out all material facts is annexed hereto. A Postal Ballot Form is also enclosed.
2. Please read the instructions / notes printed in the Postal Ballot Form before exercising the vote.

3. In case you have any queries or issues regarding postal ballot/ e-voting, please contact the Company or Registrar & Share Transfer Agent or send mail to investors@srikalahasthipipes.com

ANNEXURE TO THE NOTICE

(EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 (1) AND 110 OF THE COMPANIES ACT, 2013.)

Item No. 1:

The members are aware that the Company's core business is manufacturing and supply of Ductile Iron Pipes for Water Infrastructure and Sewerage Projects across the Country. In order to expand its foot prints in various spheres, the Company has always tried to look upon various avenues available to the Company that can give significant contribution in overall performance of the Company.

With various opportunities available in the market, the Board of Directors is of the opinion that there is need of enlarging the scope and diversification of the activities of the Company and therefore it is proposed to enter into new activities and undertake new business, which can be advantageously carried on with the existing business of the Company. The businesses covered in the resolution set out above have been proposed to be included in the main Object Clause of the Company to diversify its business activities in varied field of Information Technology and Telecommunications. Further, the IT and Telecom is ever rising sector and presently there is huge gap in demand and supply in IT & Telecom sector in the market and hence the Company would like to capitalize this opportunity for the betterment of the Company as a whole.

Furthermore, in accordance with Table 'A' of the Companies Act, 2013 there shall be only two groups of objects i.e. (A) Main objects to be pursued by the Company and (B) Matters which are necessary for furtherance of the objects specified under Main Objects. Accordingly, Clause iii C. of the existing Memorandum of Association of the Company is to be merged with Clause iii (B) to comply with Table 'A' of the Companies Act, 2013.

Sections 13 and 110 of the Companies Act, 2013 stipulates that the Object Clause of the Memorandum of Association can be altered by a Special Resolution passed by the Shareholders of the Company and according to Companies (Management & Administration) Rules, 2014, the consent of the shareholders of the Company for this purpose shall be obtained by means of Postal Ballot for Alteration to the Main Object Clause of the Memorandum of Association by inserting new sub-Clauses i.e. 4, 5, 6, 7 & 8 as set out in the notice above.

The proposed new draft of MoA is being uploaded on the company's website for perusal by the Shareholders. The proposed new draft of MoA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. upto 5th January, 2015.

The Board of Directors of the Company recommends the special resolution set forth in the Notice above for the approval of the members.

None of the Directors, Key Managerial personnel or their relatives (save and except to the extent of their shareholding in the Company, if any), are in any way concerned or interested in the said Resolution.

Item No. 2:

The Articles of Association (AoA) of the Company presently in force were altered in August, 2003 to include certain clauses as deem necessary at that time. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

With the coming into force of Companies Act, 2013 and in order to delete certain redundant clauses, several regulations of the existing AoA of the Company require alteration or deletion. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA, are based on Table 'F' of the Companies Act, 2013, which sets out the model AOA for a Company limited by shares.

The proposed new draft of AoA is being uploaded on the company's website for perusal by the Shareholders. The proposed new draft of AoA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. upto 5th January, 2015.

The Board of Directors of the Company recommends the Special Resolution set forth in the Notice above for the approval of the members.

None of the Directors, Key Managerial personnel or their relatives (save and except to the extent of their shareholding in the Company, if any), are in any way concerned or interested in the said Resolution.

By Order of the Board

A.R.Surana
Sr. General Manager - Finance
& Company Secretary

Dated: 31st October, 2014