



Venky's (India) Limited

Registered office : Venkateshwara House, S. No. 114/A/2, Sinhagad Road, Pune - 411 030

CIN: L01222PN1976PLC017422

Telephone : (020) 2425 1530 to 41

Website : www.venkys.com

NOTICE OF THE POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To

The Members of Venky's (India) Limited

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Venky's (India) Limited (the "Company") is seeking the consent of its members through Postal Ballot for the following Special Business:

- i) to borrow upto Rs. 500 Crores over and above the aggregate of paid up capital and free reserves pursuant to Section 180(1)(c) and 180(2) of the Companies Act, 2013;
- ii) to create security for such borrowing pursuant to Section 180(1)(a) of the Companies Act, 2013; and
- iii) to issue Non-convertible Debentures on a private placement basis upto an aggregate amount of Rs.250 Crores pursuant to Section 42 and Section 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debenture) Rules, 2014.

The proposed Special Business, along with Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and a Postal Ballot Form are enclosed for your consideration. The Company has appointed Mr. P. L Shettigar, Practicing Company Secretary, Pune as Scrutinizer for conducting the entire 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, prepaid postage business reply envelope, so as to reach the Scrutinizer not later than 5.30 p.m. on 4th January, 2015. The Ballot Forms received after the said date will be treated as not received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the scrutinizer will submit his report to the Chairperson/ Director. The result of the postal ballot would be announced by a Director or the Company Secretary of the Company on 5th January, 2015 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website viz. www.venkys.com.

SPECIAL BUSINESS:

1) Authority to Board of Directors to Borrow

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

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions and Rules, if any, of the Companies Act, 2013, any amendments/ enactments/re-enactments thereof, to the Board of Directors (hereinafter referred to as the "Board" and



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which term shall be deemed to include any duly authorised committee(s) thereof, for the time being exercising the powers conferred by the Board by this resolution) to borrow from time to time all such sums of money as they may deem necessary to borrow for the purpose of the business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business which means loans repayable on demand or within 6 months from the date of the loan such as short-term, cash credit arrangements, the discounting of Bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) shall not exceed Rs.500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the then paid-up capital of the Company and its free reserves at any one time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

2. Authority to Board of Directors for creation of charges/mortgages in respect of borrowings

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

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) thereof) under Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any amendment thereto or enactment/re-enactment thereof) for mortgaging and/or charging (floating or fixed) and/or otherwise disposing of in such form and manner and on such terms & conditions and at such time(s) as the Board of Directors may deem fit, the whole or substantially the whole of the undertaking of the Company, all the movable and immovable properties of the Company, both present and future, where so ever situated in favour of Financial/Investment Institution(s)/ Bank(s)/ Trustees to secure the debentures/bonds issued or proposed to be issued, loan and/or other credit facilities availed or proposed to be availed together with interest thereon and such other costs, charges, expenses and other moneys payable by the Company as per the terms and conditions of the issue of bonds/debentures issued/ proposed to be issued or the loan agreement entered into or proposed to be entered into by the Company, up to the maximum ceiling of Rs.500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the then paid-up capital and free reserves of the Company at any one time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

3. Issue of Non-convertible Debentures through Private Placement

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

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debenture) Rules, 2014 as may be amended/enacted/re-enacted from time to time, and any other applicable laws including SEBI regulations and guidelines, the provisions of the Articles of Association of the Company and subject to the receipt of necessary approvals as may be applicable and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (the "Board") or any duly constituted Committee of the



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Board or such other authority as may be approved by the Board, the approval of the Company, be and is hereby accorded for making offer(s) or invitation(s) to subscribe to secured/unsecured Non-convertible Debentures ("NCDs") on private placement basis, unlisted or to be listed on recognised stock exchanges, as the case may be, in one or more tranches to financial institution(s)/bank(s)/mutual fund(s)/body corporate(s)/company(ies)/any other entities and on such terms and conditions as the Board may deem fit during a period of one year from the date of passing of this Resolution, upto an aggregate amount of 250 Crores (Rupees Two Hundred and Fifty Crores Only), within the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By order of the Board of Directors

Pune
November 12, 2014

A. G. BAUSKAR
Company Secretary
Membership No: F1953



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NOTES :

- a. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out material facts is annexed hereto.
- b. The Notice of Postal Ballot 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 (India) Limited (CDSL) on 7th November, 2014.
- c. The Company has appointed Mr. P. L. Shettigar, Practicing Company Secretary, Pune as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- d. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-Voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s Central Depository Services (India) Limited (CDSL) for facilitating e-Voting facility to enable the Shareholders to cast their votes electronically instead of despatching Postal Ballot Form. E-Voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-Voting), can submit the enclosed Postal Ballot Form or can download the same from www.venkys.com.
- e. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case, any member is opting for voting by postal ballot then the member should not re-cast his/her vote through e-voting and vice-versa. In case, members cast their vote through both the methods the votes cast through e-voting shall prevail and votes cast through postal ballot form shall be considered invalid.
- f. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed Business Reply Envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.30 p.m. on 4th January, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- g. Members may also note that, additionally, the Notice of Postal Ballot will be available on the Company's website www.venkys.com.



Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item Nos. 1 & 2

The Shareholders of the Company had, vide resolution dated 18th September, 2008, authorised the Board by way of Ordinary Resolutions under the provisions of Section 293(1)(a) and (d) of the Companies Act, 1956, the following :

- i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of 150 Crores over and above the aggregate of the paid up capital and free reserves at any point of time; and
- ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the Company's assets in favour of Company's Bankers/Financial Institutions/other investing agencies and trustees for the amounts borrowed i.e. not exceeding a sum of 150 Crores over and above the aggregate of the paid up capital and free reserves at any point of time, including interest, charges, etc., payable thereon.

Under Section 180 of the Companies Act, 2013, ("the Act") the above powers of the Board are required to be exercised only with the consent of the members by a Special Resolution. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowings and creation of mortgage or charge for the said borrowing is therefore now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act, respectively.

The Directors recommends the Resolutions at Item Nos. 1 & 2 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 1 & 2.

Item No. 3

As per Section 42 and Section 71 of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debenture) Rules, 2014 a company offering or making an invitation to subscribe to Non-convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a special resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations made for such NCDs during the year.

NCDs issued on private placement basis are a significant source of borrowings for the Company. The approval of the Members is being sought by way of a Special Resolution under Sections 42 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, unlisted or to be listed on recognised stock exchanges, as the case may be, in one or more tranches, whether secured or unsecured, during the period of one year from the date of passing of the Resolution, up to



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an aggregate amount of 250 Crores, within the overall borrowing limits of the Company, as approved by the Members from time to time. The pricing for the instrument which may be issued by the Company on the basis of this resolution will be done by the Board or committee thereof in accordance with applicable laws.

The Directors recommends the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 3.

By order of the Board of Directors

Pune
November 12, 2014

A. G. BAUSKAR
Company Secretary
Membership No: F1953



SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on Wednesday, 10th December, 2014, at 10.00 am IST and ends on Friday, 12th December, 2014, at 06.00 pm IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 7th November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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 and 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">● 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none">● 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 as mentioned in instruction (iv).



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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 namely Venky's (India) Limited.
- (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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.