



# IITL PROJECTS LIMITED

(ISO 9001:2008 Certified Company)

CIN No. L01110MH1994PLC082421

**Regd. Office:** Rajabhadur Mansion, 2nd Floor, 28, Bombay Samachar Marg, Fort, Mumbai-400 001

**Website:** www.iitlprojects.com **Email:** iitlprojects@iitlgroup.com **Tel.:** 43250100, **Fax:** 22651105

## Postal Ballot Notice

*[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]*

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below, in relation to:

- (i) To authorize the Board of Directors to create charge/ mortgage.
- (ii) To authorize the Board of Directors to give loans/ Guarantees or providing securities and/or making investments.

are proposed to be passed by the Members through postal ballot/electronic voting (e-voting).

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Ms. Chandanbala Mehta of M/s Chandanbala Jain & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. 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. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.30p.m. on March 18, 2015 (Wednesday).

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit her report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on or before March 23, 2015 (Monday) and communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.iitlprojects.com.

### **Item No. 1 - To authorize the Board of Directors to create charge/ mortgage:**

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

**“RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise powers conferred on the Board by this Resolution), to transfer, sell, lease, assign, deliver or otherwise dispose of, mortgage and/or charge in addition to the mortgage(s) and/or charge(s) already created) by the Board of Directors of the Company all or any of the movable or immovable properties of the Company, wherever situated both, present and future, or the whole or substantially the whole of the undertaking(s) of the Company (save and except the current assets that are or may be hypothecated and/or pledged in favour of the Company's Bankers for securing the borrowings for Working Capital Requirements) for securing any loan obtained or as may be obtained from any financial institutions, Banks, bodies corporate or firm or person upto the limit of Rs.100/- Crores (Rupees One Hundred Crores Only) whether individually or collectively together with interest, costs charges, expenses and any other money payable by the Company.

**RESOLVED FURTHER** that the Board of Directors of the Company be and are hereby authorised to do all such deeds, acts, matters and things necessary to give effect to the above resolution.”

### **Item No. 2 – To authorize the Board of Directors to give loans/ Guarantees or providing securities and/or making investments:**

To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

**“RESOLVED THAT** in supersession of earlier resolution passed in this regard and pursuant to provision of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to make loans give guarantee(s) or provide security(ies) in connection with the loan(s) either in Rupee or in any other foreign currency (in one or more tranches), to any body corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate upto the limit of Rs.100/- Crores (Rupees One Hundred Crores Only) whether individually or collectively.

**RESOLVED FURTHER** that the Board of Directors of the Company be and are hereby authorised to negotiate and finalise the terms and conditions of such loans, guarantees and provision of securities on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the loans, guarantees and provision of security above and settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings

that may be required, on behalf of the Company, in connection with the loans, guarantees and provision of security and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**On behalf of the Board of Directors  
For IITL Projects Ltd.**

**Mumbai, February 03, 2015**

**Regd. Office:**

Rajabhadur Mansion, 2nd Floor,  
28, Bombay Samachar Marg,  
Mumbai - 400 001.

**Reena Shah**  
Company Secretary & Compliance Officer

**Notes:**

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board has appointed Ms. Chandanbala Mehta of M/s Chandanbala Jain & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on February 06, 2015. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on February 06, 2015 will be considered for the purpose of voting.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on February 06, 2015.
5. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in the newspaper, and publish on the Company website.
6. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage-prepaid self-addressed Business Reply Envelope.
7. In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his / her vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:30pm) on March 18, 2015 (Wednesday). The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
11. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.30pm on March 18, 2015 (Wednesday) to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
12. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
13. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
14. The Scrutinizer will submit her report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman of the Company, on or before March 23, 2015 (Monday) at the registered office of the Company and will also be displayed on the website of the Company ([www.iitlprojects.com](http://www.iitlprojects.com)), besides being communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agents on the said date.
15. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
16. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
17. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till March 18, 2015 (Wednesday).

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, February 17, 2015, 9.00 a.m. and ends on Wednesday, March 18, 2015 at 5.30p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 06, 2015 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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 last 8 digits of the demat account/folio number in the PAN field.</li><li>• In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li></ul>
<b>DOB#</b>	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.
<b>Dividend Bank Details#</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• 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).</li></ul>

- (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 for IITL Projects Limited on which you choose to vote.
- (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 & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

The Shareholders vide Ordinary Resolution dated December 24, 2012 through Postal Ballot under the erstwhile Section 293(1)(a) of the Companies Act, 1956 had accorded their consent to the Board of Directors to create charges and/or mortgages on all or any of the moveable and immovable properties of the Company in favour of the banks, financial institutions, non-banking finance companies and other lending agencies upto an aggregate amount of Rs.100/- crore.

Under the provisions of Section 180(1)(a) of the Companies Act 2013, which was made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution through postal ballot. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution which was passed under erstwhile Section 293(1)(a) of the Companies Act, 1956 was valid for a period of one year from the date of notification of Section 180 of the Companies Act 2013, i.e. from September 12, 2013.

Therefore, it is proposed to seek the approval of shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act 2013 to authorize the Board of Directors of the Company to create charge/mortgage/hypothecation on the assets of the Company for an amount not exceeding Rs.100 Crores to secure the borrowings.

The Board, therefore, recommends the Special Resolution as set out in Item no. 1 in the accompanying Notice for approval of shareholders through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

### **Item No. 2**

The Shareholders vide Special Resolution dated December 24, 2012 through Postal Ballot under the erstwhile Section 372A of the Companies Act, 1956, accorded their consent to the Board of Directors to make loans give guarantee(s) or provide security(ies) in connection with the loan(s) upto an aggregate amount of Rs.100 crore.

Under the provisions of Section 186 of the Companies Act 2013, which was made effective from April 1, 2014, the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution through postal ballot. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Special Resolution which was passed under erstwhile Section 372A of the Companies Act, 1956 was valid for a period of one year from the date of notification of Section 186 of the Companies Act 2013, i.e. from April 1, 2014.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

Further the Company has/may in the course of its business entered/enter into various joint venture agreements with other parties wherein the Company is holding shares, either directly or indirectly. Such Body Corporates require from time to time, huge infusion of funds into their businesses for the expansion and diversification of their activities. The loans proposed to be given, guarantees or securities proposed to be provided or investments to be made by the Company, may exceeds the limits provided under Section 186 of the Companies Act, 2013, necessitating the prior consent of the Members of the Company.

Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to make loans give guarantee(s) or provide security(ies) in connection with the loan(s) either in Rupee or in any other foreign currency (in one or more tranches), to any body corporate by any Banks/Financial Institutions/Bodies Corporate and/or any other person, situated within or outside the country, and/or to make investment by acquisition, subscription, purchase or otherwise the securities of any Body Corporate upto the limit of Rs.100/- Crores (Rupees One Hundred Crores Only).

The Board, therefore, recommends the Special Resolution as set out in Item no. 2 in the accompanying Notice for approval of shareholders through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

**On behalf of the Board of Directors  
For IITL Projects Ltd.**

**Mumbai, February 03, 2015**

**Regd. Office:**

Rajabhadur Mansion, 2nd Floor,  
28, Bombay Samachar Marg,  
Mumbai - 400 001.

**Reena Shah**  
Company Secretary & Compliance Officer



## IITL PROJECTS LIMITED

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Website: [www.iitlprojects.com](http://www.iitlprojects.com) Email: [iitlprojects@iitlgroup.com](mailto:iitlprojects@iitlgroup.com) Tel.: 43250100, Fax: 22651105

### POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Sr. No.:

1. Name(s) of Member(s) including joint Holders, if any. (in block letters) :
2. Registered Address of the Sole/first named Member :
3. Register Folio /DP ID/Client ID Nos.\* :  
(\*Applicable to Members holding shares in dematerialised form)
4. Number of Shares held :

I/we hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below;

Item no.	Resolution summary	No of shares held by me	I assent to the resolution <i>please tick (✓)</i>	I dissent to the resolution <i>please tick (✓)</i>
1.	To authorize the Board of Directors to create charge/ mortgage.			
2.	To authorize the Board of Directors to give loans/ Guarantees or providing securities and/or making investments.			

Place:

Date:

Signature of the Member

## **INSTRUCTIONS**

1. A member desiring to exercise vote by Postal Ballot may complete enclosed 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 Ballot Form, if deposited in person or sent by courier at the expenses of the member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. There shall be one postal ballot for every Folio/Client ID irrespective of the number of joint holders. A proxy shall not exercise the postal ballot. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the member(s)/Beneficial Owner(s) on the date of dispatch of the notice.
4. The Postal Ballot Form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the company) by the first named member and failing him by the next named member and so on.
5. In case of shares held by companies, trusts, societies etc the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Company. In such cases a certified true copy of the Board Resolution/Authority should also accompany the duly completed Postal Ballot Form.
6. A member may sign the form through an Attorney appointed specifically for the purpose, in which case an attested true copy of Power of Attorney should be attached to the postal ballot form.
7. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Form invalid.
8. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than close of working hours on March 18, 2015. Postal Ballot Form received after this date will be treated as if no reply from the member has been received.
9. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.