

SHREE RAM URBAN INFRASTRUCTURE LIMITED

Registered Office

Shree Ram Mills Premises, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013.

NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

Dear Shareholder(s)

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the Company is seeking the Shareholders' consent through Postal Ballot for the following Special Business:

- 1) To borrow in excess of the paid-up share capital and free reserves upto Rs. 7,000 Crores under Section 180 (1) (c) and Section 180 (2) of the Companies Act, 2013,
- 2) To create charge/provide security for such borrowing under Section 180 (1) (a) of the Companies Act, 2013.

The proposed Special Business along with Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 and a Postal Ballot Form is enclosed for your consideration.

The Company has appointed Mr. Virendra Bhatt, a Practicing Company Secretary, as Scrutinizer for conducting the 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 envelope, so as to reach the Scrutinizer on or before the closing of working hours (i.e. 5.00 p.m.) on 10th October, 2014.

Please note that any postal ballot form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman or Director or any other authorized officer of the Company after the completion of the scrutiny of the postal ballots. The results will be announced by the Chairman or any Director or Authorized Officer of the Company on 11th October, 2014 at the registered office of the Company at Shree Ram Mills Premises, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013 at 5.00 p.m.

The results of the Postal Ballot will also be displayed at the Registered Office and on our website, www.shreeramurban.co.in besides being communicated to the Stock Exchange where the Company's Equity Shares are listed.

SPECIAL BUSINESS:

Authority to Board of Directors to borrow

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

“RESOLVED THAT in supersession of the resolution passed by the Shareholders through postal Ballot on 14th June, 2013 under Section 293 (1) (d) of the Companies Act, 1956 and subject to the provisions of Section 180 (1) (c), 180 (2) and other applicable provisions and Rules, if any, of the Companies Act, 2013, any amendments enactments/re-enactments thereof, the consent of the Company be and is hereby accorded to the Board of Directors and the provisions of the Articles of the Association of the Company, to borrow monies for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, so that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding shall not exceed Rs. 7,000 Crores (Rupees Seven Thousand Crores only) in excess of the paid-up capital and free reserves of the Company i.e. reserves not set apart for any specific purpose, as per the latest annual audited financial statements”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/ writings / papers / agreements as may be required and do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to borrowing(s) as aforesaid or any other matter in this regard.”

Authority to Board of Directors for creation of charge/Mortgage:

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

“RESOLVED THAT in supersession of the resolution passed by the Shareholders through Postal Ballot on 14th June, 2013 under Section 293 (1) (a) of the Companies Act, 1956 and subject to the provisions of Section 180 (1) (a) and other applicable provisions and Rule, if any of the Companies Act, 2013, any amendments enactments/re-enactments thereof, the

consent of the Company be and is hereby accorded to the Board of Directors, the provisions of the Memorandum and Articles of Association of the Company, to the Board of Directors of the Company (which herein after referred to as "the Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this resolution) to mortgage, hypothecate and/or charge in addition to the existing mortgages/ hypothecation/ charges created by the Company on such terms and conditions as the Board may deem fit, on all or any part of movable and/or immovable properties of the Company, wherever situate, both present and future, and/or the whole or substantially the whole of the undertaking of the Company in favour of any person including but not limited to banks, financial institutions, corporate bodies, trustees of debenture holders and /or any other lending agencies or other persons to secure the loans, debentures and other credit facilities together with interest, cost, charges, expenses and any other money payable by the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise with such banks/financial institutions/trustees of debenture holders/lending agencies and/or any other person the documents for creating the aforesaid mortgage, hypothecation and/or charge and to do all such acts, matters, deeds and things as may be necessary or expedient, for giving effect to this resolution and also to agree to any amendments/changes/variations thereto from time to time as it may think fit."

"RESOLVED FURTHER THAT the security/(ies) to be created by the Company for its borrowings as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Company and concerned parties."

**By the Order of the Board
For Shree Ram Urban Infrastructure Limited**

s/d

**Place: Mumbai
Date: 5th September, 2014**

**S. K. Luharuka
Whole-Time Director**

**Registered Office:
Shree Ram Mills premises
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai - 400 013**

Notes:

1. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
2. All documents referred to in the Notice and the Explanatory Statement are open for inspection by the Shareholders at the Registered Office of the Company on any working day except Public Holidays, Saturday and Sunday between 3.00 p.m. and 5.00 p.m. up to 10th October, 2014, the last date for receipt of postal ballot forms.
3. The voting by Postal Ballot is only for Shareholders entitled to vote who is required to duly fill in the postal ballot form and send it to the Scrutinizer. Any other recipient of this Notice, who does not have voting rights, should treat the Notice as intimation only.
4. The Company has appointed Mr. Virendra Bhatt, a Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the Chairman or any other authorized officer of the Company shall announce the results of the Postal Ballot on 11th October, 2014 at the Registered Office of the Company at Shree Ram Mills Premises, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013 at 5:00 p.m.
6. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and to others are being sent by registered post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from our website, www.shreeramurban.co.in.
7. In compliance with the provisions of the Section 110 of the Companies Act, 2013 read with Rule 22 of 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 Bigshare Services Pvt. Ltd. and Central Depository Services (India) Ltd. for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from website, www.shreeramurban.co.in.

8. 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 5.00 p.m. on 10th October, 2014 to be eligible for being considered failing which, it will be strictly treated as if no reply has been received from the Member.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 last 8 digits of the demat account/folio number in the PAN field. • 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.

DOB	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.
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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 11th September, 2014, 9.30 a.m. and ends on 10th October, 2014, 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (5th September, 2014) of 5th September, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.

ANNEXURE TO NOTICE

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

Item No. 1 & 2

The Shareholders of the Company had, vide Postal Ballot dated 14th June, 2013, authorised the Board by way of Ordinary Resolution under the provisions of Section 293 (1) (a) and Section 293 (1) (d) of the Companies Act, 1956, the following:

- (i) Borrowing monies on behalf of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding shall not exceed Rs. 7,000 Crores (Rupees Seven Thousand Crores only) in excess of the paid-up capital and free reserves of the Company i.e. reserves not set apart for any specific purpose, as per the latest annual audited financial statements.
- (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 any person including but not limited to banks, financial institutions, corporate bodies, trustees of debenture holders and /or any other lending agencies or other persons to secure the loans, debentures and other credit facilities together with interest, cost, charges, expenses and any other money payable by the Company.

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 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 Section 180 (1) (a) of the Companies Act, 2013, respectively.

The Board of the Directors of your Company recommends the Special Resolution as set out in the Notice for approval of the Members through Postal Ballot.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their holding of Equity Shares in the Company.

By the Order of the Board
For Shree Ram Urban Infrastructure Limited
s/d

Place: Mumbai
Date: 5th September, 2014

S. K. Luharuka
Whole-Time Director

Registered Office :
Shree Ram Mills premises
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai - 400 013

SHREE RAM URBAN INFRASTRUCTURE LIMITED

Registered Office: Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013.

POSTAL BALLOT FORM

1	Name(s) of the Shareholder(s) (in block letters) Including Joint holders, if any.	
2	Registered Address of the Sole/ First named Shareholder	
3	Folio/ DP ID / Client ID No.	
4	No. 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 dated 5th September, 2014, by sending my/our assent or dissent to the said resolutions by placing tick (✓) mark at the appropriate box below.

Description	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1. Special Resolution pursuant to Section 180 (1) (c) of the Companies Act, 2013 to Borrow upto Rs.7,000 Crores.			
2. Special Resolution pursuant to Section 180 (1) (a) of the Companies Act, 2013 for creation of Charge/provide Security to the extent upto Rs.7,000 Crores.			

Place:

Date:

Signature of Shareholder(s)