**Sri KPR Industries Limited**

**CIN:** **L20200TG1988PLC009157**

**Regd Off: Vth Floor, KPR House, Sardar Patel Road**

**Secunderabad - 500003**

**Ph: 040-27819868Fax: 040-27892076**

**E-mail: bwpl9@yahoo.com, website:** **www.kprindustries.in**

**POSTAL BALLOT NOTICE**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Member(s)

**NOTICE** is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration )Rules, 2014 including any modification / amendments / re-enactment thereof for time being in force approval of the Members of **Sri KPR Industries Limited** (“the Company”) is being sought for the proposed **Special Business** throughPostal ballot / E-voting.

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

"**RESOLVED THAT** pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force, consent of the members be and is hereby accorded authorizing the board of directors (hereinafter referred as “Board” which term shall be deemed to include any committee which the Board may constitute for this purpose) to sell / lease / dispose of the windmill units of the Company as provided below:

1. **Unit No.1 :** W.T.G. Project of 1.50 MW location No.TP-50 (SC.No 2949) site Sankeneri, at Vill. Karaichitu pudur near Udayattur of Tirunalveli district in T.N.
2. **Unit No.2 :** W.T.G. Project of 1.50 MW location No.TDA-79 (SC.No.3085) Site Devarkulam, at Vill. Balapathiramapu in Amuthapuram of Tirunelvili district in T.N.

in such form or manner at such time and on such terms and conditions as determined by the Board to any person / body corporate / firm as decided and agreed between the parties."

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorize to sign and execute necessary agreements, bonds, affidavits and such other documents and papers as it may in its absolute discretion deem fit, necessary, proper or desirable with regard to aforesaid sale / dispose of the undertaking and to settle any question, difficulty, doubt, that may arise and to do all such acts, deeds and things as deemed necessary, proper, desirable or expedient.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to contemplated in any of the aforesaid resolutions are hereby approved, ratified and confirmed in all respects”.

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

“**RESOLVED THAT** pursuant to Section 14 and other applicable provisions if any of the Companies Act, 2013 read with rules made there under consent of the members be and is hereby accorded for replacing of existing Article 1 of the Articles of Association with following new clause:

The regulations contained in Table F of Schedule I to the Companies Act 2013, shall apply to the Company in so far as they are not inconsistent with or repugnant to any of the regulations contained in the Articles of Association of the Company”.

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

“**RESOLVED THAT** pursuant to Section 170, 203 and other applicable provisions if any of the Companies Act, 2013 read with rules made there under consent of the members be and is hereby accorded for appointment of Mr. Kishan Reddy Nalla as Executive Chairman of the Company and re-designating his position from Managing Director to Whole time director of the Company with effect from the date of declaration of postal ballot results for a period / tenure which remains unexpired as passed for the Managing Director of the Company on the existing terms and conditions as approved and passed at the time of appointment as Managing Director of the Company.”

**BY ORDER OF THE BOARD**

**FOR SRI KPR INDUSTRIES LIMITED**

**(KISHAN REDDY NALLA)**

**MANAGING DIRECTOR**

**DIN: 00038966**

Place: Secunderabad

Date: 10.03.2015

**NOTES:**

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Company has appointed Mr. Adusumilli Ravi Shankar, Partner M/s. Ravi & Subramanyam, Company Secretaries, Hyderabad to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on March 10, 2015
4. In accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and *vice versa.* However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to einward.ris@karvy.com contact Registrar and Share Transfer Agent M/s Karvy Computershare Private Limited at Plot No.17-24, Vithal Rao Nagar, Madhapur, Hyderabad – 500 081 (“Karvy”).The Karvy shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
8. All the documents referred to in the Notice of Postal Ballot are open for inspection by the Members at the Registered office of the Company between 11 A.M. to 2 P.M. on all working days except Saturdays, Sundays and national holidays from the date hereof upto the date of announcement of results of the voting by Postal Ballot.
9. Instructions of Voting are printed along with Postal Ballot Form.

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned under Item No.1 to 3of the accompanying Notice of Postal Ballot dated March 2, 2015 (“**Notice**”).

**ITEM NO.1**

During the past two year the generation of electricity from the said units have been drastically reduced to 20% to 40% due to non availability of grid and transmission lines, delay in receipt of payment from Tamilnadu Electricity Board and other reasons. Considering the above facts the board have proposed for sale / lease / dispose of its windmills as provided in the resolution in such form or manner at such time and on such terms and conditions as determined by the Board to any person / body corporate / firm as decided and agreed between the parties.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with rules made there under consent of the members is required by way of Special Resolution through Postal Ballot to exercise such powers.

The Board recommends the aforesaid resolutions for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the aforesaid resolutions except to the extent of their shareholding.

**ITEM NO 2:**

Table A of the erstwhile Companies Act, 1956, prescribes a standard and uniform set of regulations to be followed by every public limited Company. It is common practice for all such companies to adopt “Table A” regulations, except those that are not inconsistent or repugnant to their own set of Articles of Association.

The New Companies Act, 2013 is now in force and almost all the sections have been notified (barring those provisions which require sanction/confirmation of the National Company Law Tribunal (“Tribunal”) such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital(Section 66), compromises, arrangements and amalgamation (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund(Section 125) and valuation by registered valuers (Section 247). However substantive sections of the Act which deal with the general working of Companies stand notified.

Since the Companies Act, 2013 has been notified and became effective, a new “Table F” has been prescribed in place of “Table A” of erstwhile Companies Act, 1956, Your Company intends to adopt this New Table F, except in so far as they are not inconsistent with or repugnant to any of the regulations contained in the Articles of Association of the Company.

Pursuant to provisions of Section 14 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with rules made there under consent of the members is required by way of Special Resolution through Postal Ballot for alteration of Articles of Association.

The Board recommends the aforesaid resolution for your approval.

None of the Directors / key managerial personnel and their relatives are interested in the aforesaid resolution except to the extent of their shareholding.

**ITEM NO 3:**

The Board of directors have proposed for appointment for Mr. Kishan Reddy Nalla, as Executive Chairman of the Company with effect from resolution passed / approved by the members and re-designating his position from Managing Director to Whole time director of the Company on the existing terms and conditions for period / tenure which remains unexpired as Managing Director of the Company.

Pursuant to Section 203 of the Companies Act, 2013 approval of members is being taken for appointment of Mr. Kishan Reddy Nalla as Executive Chairman and re-designating his position from Managing Director to whole time director of the Company.

The Board recommends the aforesaid resolution for your approval.

None of the Directors except the appointee, Mr. N. Srinath Reddy, Mr. N. Vineel Reddy and Ms. N. Vinitha Reddy / key managerial personnel and their relatives are interested in the aforesaid resolution except to the extent of their shareholding.

**BY ORDER OF THE BOARD**

**FOR SRI KPR INDUSTRIES LIMITED**

**(KISHAN REDDY NALLA)**

**MANAGING DIRECTOR**

**DIN: 00038966**

**POSTAL BALLOT FORM**

Postal Ballot No.:

|  |  |  |
| --- | --- | --- |
| 1 | Name of the sole/first named Member (IN BLOCK LETTERS)(including Joint Holders, if any) |  |
| 2. | Registered address of the sole/first named Member |  |
| 3 | Registered Folio Number /DP ID No / Client ID No \* |  |
| 4 | Number of shares held |  |

(\*Applicable to investors holding shares in dematerialized form)

I/We, hereby exercise my/our vote in respect of the following “Special Resolution” to be passed through Postal Ballot for the Special Business stated in the Notice dated March 10, 2015 of **SRI KPR INDUSTRIES LIMITED** (the “Company”) by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (√) at the appropriate column below:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Item(Resolution) No | Description | No of equity share(s) held | I/We assent to the Resolution(s) | I/We dissent to the Resolution(s) |
| 1 | Special Resolution for sale / dispose of its windmills units of the Company. |  |  |  |
| 2. | Alteration of Articles of Association |  |  |  |
| 3. | Appointment of Mr. N. Kishan Reddy as Chairman of the Company |  |  |  |

Place:

Date:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Signature of Member)

E-mail: Tele No./Mobile No.:

**Electronic Voting Particulars**

|  |  |  |
| --- | --- | --- |
| **Electronic Voting Sequence Number (EVSN)** | **USER ID** | **Password** |
|  XXXX | XXXXXXXXXX | XXXXXX / Refer email of Karvy |

**(Please read the instructions printed overleaf carefully before exercising you vote)**

**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 in the enclosed “Self-addressed Prepaid Postage Business Reply Envelope”. Postage will be borne and paid by the Company. However, in case a Member sends any envelope containing Postal Ballot, by courier or registered post or delivers it in person at his /her expense, such Postal Ballot(s) will also be accepted.
2. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent in any other physical form shall be considered as Invalid.
3. This Postal Ballot Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of joint-holding, this Form must be completed and signed by the First named Member and in his absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer’s decision on the validity of the Postal Ballot Form/e-voting will be final.
6. The Postal Ballot/e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 13.04.2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
8. 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
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member as on March 10, 2015.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed Self-addressed postage prepaid Business Reply Envelope and any extraneous paper found in the said envelope will be cancelled and destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every folio/Client ID, irrespective of the number of joint-holders.
12. In case of non receipt of the Postal Ballot Form or any query related thereto, the Member may contact Karvy Computershare Private Limited (“Karvy”),the Company’s Registrar and Share Transfer Agent at Plot No.17-24, Vithal Rao Nagar, Madhapur, Hyderabad – 500 081 (Telangana State) INDIA Tele.: +91 40 23420818 Fax: +91 40 23420814 Contact person: Mr. P A Varghese Email: varghese@karvy.com , [www.karvycomputershare.com](http://www.karvycomputershare.com)
13. The Shareholders can opt for any one mode of voting. In case, Member(s) case vote by sending physical form as well as through e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot shall be treated as invalid.

**VOTING THROUGH ELECTRONIC MODE (E-VOTING)**

The Company is pleased to offer e-voting facility

**In case of Members receiving Postal Ballot intimation by e-mail from Karvy:**

* 1. Open e-mail and open PDF file viz; “SriKPR” e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
	2. Open internet browser by typing the following URL: <https://www.evoting.karvy.com>
	3. Click on Shareholder - Login.
	4. Type user ID and password as initial password noted in step (i) above. Click Login.
	5. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
	6. On changing the password, the home page of e-Voting will open. Click on e-Voting: Active Voting Cycles.
	7. Select “EVENT” of Sri KPR Industries Limited
	8. Now you are ready for e-Voting as Cast Vote page opens.
	9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
	10. Upon confirmation, the message “ Vote cast successfully” will be displayed.
	11. Once you have voted on the resolution, you will not be allowed to modify your vote.
	12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter who are authorized to vote, to the Scrutinizer through e-mail at ravi@rsfcs.com with a copy marked to evoting@karvy.com . The file name should be “KPR Event No.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_”

**In case of Members receiving Postal Ballot Form by Post:**

1. Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution. EVEN (E Voting Event Number) USER ID PASSWORD/ PIN
2. Please follow all steps from Sl. No. I to Sl. No. XII above, to cast your vote by e-voting.
3. The e- voting period will commence on 14.03.2015 (10:00 A.M.) and end on 13.04.2015 (5:00 P.M.) (both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
4. The Scrutinizer will submit his report to the Chairman or Managing Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 17.04.2015 at the Registered office of the Company. The said results will also be intimated to the stock exchanges, published in the said newspapers and uploaded on the Company’s website.