



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



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(Formerly Lanco Industries Limited)

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POSTAL BALLOT FORM

Serial No.

1. Name of Shareholder(s) including :
joint shareholders, if any
2. Registered address of the First Named :
Shareholder
3. Registered Folio No. DPID No. / Client :
ID No. (User ID for e-voting)
4. No. of shares held :
5. I / We hereby exercise my / our vote in respect of the resolution to be passed through postal ballot/e-voting for the special business stated in the notice of the Company by sending my / our assent or dissent to the said resolutions by placing tick mark at the appropriate box below:

Sl.No.	Description	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Special Resolution under Section 13 of the Companies Act, 2013 for alteration of main Object Clause of the Memorandum of Association of the Company.			
2	Special Resolution under Section 14 of the Companies Act, 2013 for adoption of new set of Articles of Association of the Company in substitution of the existing Articles of Association of the Company.			

Place:

Date:

(Signature of the Shareholder)

(Please see instructions carefully before exercising the vote)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

INSTRUCTIONS:

1. Pursuant to the provisions of section 108 and 110 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement assent or dissent of the shareholders in respect of the resolutions contained in the Notice dated 31st October, 2014 is being taken through postal ballot/e-voting.
2. Under the Green Initiative of Ministry of Corporate Affairs, Notice of Postal Ballot/e-voting is being sent to the Shareholders, who have registered their e-mail ids with the Company/RTA, through e-mail and to all other shareholders by post along with Postal Ballot form.
3. The Company has appointed Mr. S. Chidambaram, Company Secretary in Practice as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
4. Mr. G. S. Rathi, Director and Mr. A .R. Surana, Company Secretary of the Company are the persons responsible for the entire postal ballot and e-voting process.
5. The notice of postal ballot is being sent to the members, whose names appear in the register of members as on 31st October, 2014 and voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the member(s)/ Beneficial Owner(s) as on the same date.
6. The Scrutinizer will submit his final report at the earliest after the last date of receipt for postal ballot/e-voting but not later than the closing hours of 7th January, 2015. The result of postal ballot/e-voting shall be announced by Mr. G. S. Rathi, Director and in his absence by Mr. A. R. Surana, Company Secretary at the Registered Office of the Company at Rachagunneri – 517 641, Srikalahasthi Mandal, Chittoor Dist, AP on 8th January, 2015 at 3.00 P.M. The date of declaration of the results of postal ballot/e-voting will be taken to be the date of passing of the resolutions.
7. The result of the postal ballot/e-voting will be placed on the Company's Website www.srikalahasthipipes.com within 48 hours of the declaration of the results.
8. The Shareholders can opt for only one mode for voting i.e. through Physical Ballot or e-voting. If the shareholder decides to vote physically through postal ballot they are advised not to vote through e-voting and vice-versa. In case of voting by both the modes, voting through a valid physical Postal Ballot Form will be considered and counted and e-voting of such shareholder will be treated as invalid.
9. There will be one Postal Ballot/e-voting Form for every folio / client id irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder.
10. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy.
11. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.

Voting in physical form:

12. Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form before casting their vote and return the Ballot Form, duly completed in all respects and signed, in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer Mr. S .Chidambaram C/o.KARVY COMPUTERSHARE PVT. LTD. Unit: SRIKALAHASTHI PIPES LIMITED, PLOT NO.17-24, BESIDE IMAGE HOSPITAL VITTALRAO NAGAR, MADHAPUR HYDERABAD – 500 081 not later than close of working hours on 5th January, 2015. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally.
13. The votes should be casted either in favour or against the resolution by putting the tick mark in the column provided for assent or dissent. Postal Ballot Form bearing tick mark in both the column will render the Form invalid.
14. Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
15. The Postal Ballot Form should be completed and signed by the sole / first named shareholder. In the absence of the first named shareholder in a joint holding the Form may be completed and signed by the next named shareholder. *(However, where the Form is sent separately by the first named shareholder and the joint holder(s), the vote of the first named shareholder would be valid).*
16. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signatures of authorised signatory(ies), duly attested.
17. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
18. Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
19. Shareholders are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
20. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 12 above.

Voting through electronic mode

21. The instructions for shareholders for e-voting are as under:
 - i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
 - ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form/E-mail. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in De-mat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • <u>Event No.</u> followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. **1-800-34-54-001** for any further clarifications.
- iv) Members can cast their vote online from **9.00 am on 5th December, 2014 to 5.00 pm on 5th January, 2015.**
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in De-mat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the De-mat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.
- ix) If you are holding shares in De-mat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not want to cast, select 'ABSTAIN'
- xi) 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.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to schid285@gmail.com with a copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no.".