



## C&C Constructions Ltd.

CIN : L45201DL1996PLC080401

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### **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

Dear Member(s),

#### **Sub: Passing of Resolutions by Postal Ballot**

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, the Resolution appended below is proposed to be passed as a Special Resolution by way of Postal Ballot by the members of the Company.

The Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out the material facts concerning the same as mentioned in the Postal Ballot and reasons thereof is annexed to the Postal Ballot Notice along with Postal Ballot Form (the "Form") for your consideration.

The Board of Directors ("Board") in its meeting held on 12<sup>th</sup>, November 2016 has appointed Mr. Santosh Kumar Pradhan, Practicing Company Secretary (C.P. No. 7647) to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Form, record their assent (for) or dissent (against) therein and return the same in original duly completed in all respects in the enclosed self-addressed postage pre-paid envelope (if posted In India) so as to reach the Scrutinizer at C/o C&C Constructions Ltd., Plot No. 70, Sector 32, Gurgaon - 122001 (Haryana) India, not later than 05:00 P.M. on 13<sup>th</sup>, January, 2017

Further, the Company is pleased to provide the remote e-voting facilities to its members as an alternate in accordance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended from time to time, enabling them to exercise their voting power electronically on the matter included in the postal ballot. The e-voting period commences from 15<sup>th</sup> December 2016 to 13<sup>th</sup> January 2017. Please read carefully and follow the instructions on e-voting as mentioned in this Notice.

However, those members, who do not have access to e-voting facility can send, their assent or dissent in writing on the postal ballot form, attached herewith.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot will be announced by the Chairman of the Company on or before 16<sup>th</sup> January, 2017 at the Corporate Office of the Company. The aforesaid result shall be announced and displayed at the Corporate Office of the Company and also displayed along with the Scrutinizer's report on the Company's website i.e. [www.candcinfrastructure.com](http://www.candcinfrastructure.com) and on the website of the agency providing e-voting facility [www.evotingindia.co.in](http://www.evotingindia.co.in) besides communicating to the Stock Exchanges where the securities of the Company are listed..

#### **SPECIAL BUSINESS: To Consider and if thought fit to pass with or without modification, the following as a special resolution:**

##### **1. TO AUTHORIZE BOARD OF DIRECTORS TO CREATE MORTGAGE/CHARGES/HYPOTHECATION IN FAVOUR OF LENDERS.**

**"RESOLVED THAT** in suppression of the earlier resolution passed in this regard and pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules thereof (as amended from time to time), the consent 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 be deemed to include any committee of the Board constitute to exercise its powers, including the powers conferred by this Resolution), to create such mortgage and/or charges and/or hypothecation by way of first charge and/or second charge/subservient charge and/or pari-pasu, in addition to the mortgage/ charges/hypothecation created/ to be created by the Company in such form and manner and with such ranking in consultation with the lender(s) and on such terms and conditions as the Board may deem fit,, on all or any of the movable and/or immovable (both tangible and intangible) properties of the company, wherever situated, both present and future to or in favour of all or any of the financial institutions/banks/insurance companies/any other investing agency/ lender(s)/trustees for debentures/bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/any other investing agency or any other person(s)/bodies corporate to secure rupee/foreign currency loans/ debentures/bonds/other instruments and Banks for their working capital facilities sanctioned or to be sanctioned from time to time to the Company or any other person including its subsidiaries, spv (special purpose vehicle) and group entities at that point of time together with interest, commitment charges, liquidated damages, costs, charges, expenses and other monies whatsoever payable by the Company to various lenders in terms of the loan-agreement/Hypothecation- Agreement/Arrangements entered into or to be entered into by the Company in respect of loan(s)/debentures/bonds/other instruments taken or to be taken provided the same

shall not exceed (including existing borrowing limits) Rs. 2,100 Crores (Rs. Two thousands one hundred Crores only) in terms of Section 180(1)(c) of the Companies Act, 2013.”

By Order of the Board  
**For C & C Constructions Ltd.**

**Gurjeet Singh Johar**  
**Chairman**  
**DIN: 00070530**

Date: November 12, 2016  
Place: Gurugram

**NOTES:**

1. The statement pursuant to Section 102 of the Companies Act, 2013, (the Act) stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members as on December 2, 2016.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up ordinary share capital as on December 2, 2016.
4. A Member cannot exercise his/her vote by proxy on Postal Ballot.
5. 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.
6. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
7. The aforementioned Special Resolution if assented to by the members by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.
8. 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.
9. All the documents referred to in the accompanying Postal Ballot Notice and Statement annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during 11:00 A.M. to 1:00 P.M. on any working day, excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by Scrutinizer

**Voting through electronic Means**

1. In accordance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the business may be transacted through electronic voting system and the Company is providing facility for remote e-voting by electronic means ("Remote e-voting") to its Members. The Company has engaged the services of Central Depository Services(India) Limited ("CDSL") to provide e-voting facilities to enable the members to cast their vote in a secured manner.

The instructions for Remote e-voting are as follows:

- (i) The voting period begins on December 15, 2016 (10.00 a.m. IST) and ends on, January 13, 2017 (5.00 p.m. IST). During this period, share holders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 2, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting there after.
- (ii) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
- (iii) Sequence No. has been printed on the sticker of address on the envelope.
- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
  - a. For CDSL :16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vii) Next enter the Image Verification as displayed and click on the login.
- (vii) 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.
- (IX) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digital pha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 8 digits of the sequence number in the PAN field.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both 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(vi).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selections creen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their log in password in the new password field. Kindly note that this pass word 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 plat form. It is strongly recommended not to share your password with any other person and take ut most care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on there solution contained in this Notice.
- (xiii) Click on the EVSN for the relevant C&C Constructions Limited on which you choose to vote.
- (xiv) 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 thatyou assent to the Resolution and option NO implies that your dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting there solution 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles.The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 15 December 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Note for Non-Individual Shareholders
  - Non-Individual shareholders (i.e.other than Individuals, HUF, NRI etc.) and Custodian 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 e-mailed to.
  - [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to 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.
- (xxii) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Postal ballot Notice and holding shares as on the cut-off date i.e. December 2, 2016 may follow the same instructions as mentioned above for remote e-voting.
- (xxiii) 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).
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

## **STATEMENT ANNEXED TO THE POSTAL BALLOT NOTICE PURSUANT TO SECTION 102 OF THE COMPANIESACT, 2013**

### **Item No. 1**

The Members of the Company at its Annual General Meeting held on December 23, 2014, has authorised the Board, to create such mortgage and/or charges and/or hypothecation by way of first charge and/or second charge/subservient charge and/or pari-pasu, in addition to the mortgage/ charges/hypothecation created/ to be created by the Company in such form and manner and with such ranking in consultation with the lender(s) and on such terms and conditions as the Board may deem fit,, on all or any of the movable and/or immovable (both tangible and intangible) properties of the company, wherever situated, both present and future to or in favour of all or any of the financial institutions/banks/insurance companies/any other investing agency/lender(s)/trustees for debentures/bonds/ other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/any other investing agency or any other person(s)/bodies corporate to secure rupee/foreign currency loans/debentures/bonds/other instruments and Banks for their working capital facilities sanctioned or to be sanctioned from time to time to the Company together with interest, commitment charges, liquidated damages, costs, charges, expenses and other monies whatsoever payable by the Company to various lenders in terms of the loan-agreement/Hypothecation- Agreement/Arrangements entered into or to be entered into by the Company in respect of loan(s)/ debentures/bonds/other instruments taken or to be taken provided the same shall not exceed (including existing borrowing limits) Rs.2,100 Crores (Rs. Two thousands one hundreds crores only) in terms of Section 180(1)(c) of the Companies Act, 2013.”

The previous resolution only approved for the above in respect of the Company only not for any other person including its subsidiaries, SPVs and group entities at that point of time.

It is therefore considered necessary for the Members to authorize the Board to create mortgage/charge on Company's assets in the manner proposed in the Resolution to secure the funds borrowed by the Company from time to time.

None of the Promoters, Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the Special Resolution(s) set out at Item No.1.

The Board recommends the resolution at item No. 1 for approval by the Members by a Special Resolution(s).

By Order of the Board  
**For C & C Constructions Ltd.**

**Gurjeet Singh Johar**  
Chairman  
DIN: 00070530

Date: November 12, 2016  
Place: Gurugram