



KSK ENERGY VENTURES LIMITED

Regd. Office: # 8-2-293/82/A/431/A, Road No.22, Jubilee Hills, Hyderabad - 500 033, India.

Tel: +91-40-23559922-25; Fax: +91-40-23559930; Website : www.ksk.co.in

CIN: L45204AP2001PLC057199

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force that the Company is seeking consent of its Members for the proposed special resolutions appended below by way of Postal Ballot including remote e-voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are appended hereto with the Postal Ballot Notice for your consideration.

The Board of Directors of the Company has appointed Mr. V. Pavana Srinivasa Rao, Practicing Company Secretary (Membership No. ACS -20748) Hyderabad, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner and Karvy Computershare Private Limited as agency in respect of e-voting for the postal ballot.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Saturday, 10th December, 2016 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

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'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot would be announced by the Chairman of the Company on Monday, 12th December, 2016 at 6.00 p.m. and displayed on the Notice Board of the company at its Registered Office besides being communicated to the Stock Exchanges. The results along with the scrutinizer's report will be displayed on the website of the Company i.e. www.ksk.co.in., for the information of the Members. The last date for receipt of postal ballot forms i.e. Saturday, 10th December, 2016 will be taken to be the date of passing of the resolutions.

Resolutions

1. Increase of Borrowing Limits

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

"RESOLVED THAT in supersession of the earlier resolution passed at the Annual General meeting of the shareholders of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) for borrowing any sum or sums of money from time to time from any one or more of the Company's Bankers and /or from any one or more other persons, firms, bodies corporate or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose such that the total borrowing shall not exceed Rs.20,000 Crore (Rupees Twenty Thousand Crore only) excluding of any interest or charges but including the borrowing already availed and the Directors are hereby further authorized to execute such deeds and instruments or writings as they think fit and containing such conditions and covenants as the Directors may think fit."

2. Creation of Charge on assets of the Company

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

"RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting of the shareholders of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 thereof) to create mortgages/hypothecation and/or charge in addition to the existing mortgages/ hypothecations created/to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan/credit facility obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) from time to time together with interest, costs, charges, expenses and any other money payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time shall not exceed the limit of Rs.20,000 Crore (Rupees Twenty Thousand Crore Only) or the aggregate of the paid-up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents /deeds/writings/agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or expedient.”

3. Power to give Loans / Guarantees / Provide Security / Make Investment

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

“RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of section 186 of the Companies Act, 2013 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) and relevant rules made thereunder and in accordance with the provisions of Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to make loan to any person or other body corporate or to give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate; and to acquire by way of subscription, purchase or otherwise securities of any company/body corporate on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan / guarantee so far given by the Company along with the proposed investments which exceeds 60% of the paid up capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/ guarantee given / security provided by the Company shall not exceed the sum of Rs.30,000 Crore (Rupees Thirty Thousand Crore Only) at any point of time.”

Place : Hyderabad
Date : 9th September, 2016

Regd. Off: 8-2-293/82/A/431/A,
Road No.22, Jubilee Hills,
Hyderabad - 500 033.
Ph:040-23559922; Fax: 040-23559930
E-mail : investors@ksk.co.in
Website : www.ksk.co.in
CIN : L45204AP2001PLC057199

By order of the Board
M.S. Phani Sekhar
Company Secretary

Notes

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolutions is annexed herewith.
2. 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 Friday, 4th November, 2016. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on that date and time.
The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. 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.
4. The 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.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investors@ksk.co.in. The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
6. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Karvy Computershare Private Limited. The instructions for electronic voting are annexed to this Notice.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed postage pre-paid Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 6.00 P.M.IST) on Saturday, 10th December, 2016. However, envelopes containing postal ballots, if submitted in person or sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after the said date it will be considered that no reply from the Member has been received.

9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman of the Company duly authorized, on Monday, 12th December 2016 at the Registered Office at 8-2-293/82/A/431/A, Road No. 22, Jubilee Hills, Hyderabad 500 033 and will also be displayed on the notice Board of the Company at the Registered Office and on the Company website (www.ksk.co.in), besides being communicated to the Stock Exchanges on the said date.
10. The Resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Saturday, 10th December, 2016.
11. All the material documents referred to in the explanatory statement will be available for inspection at the Company's office at Hyderabad during office hours on all working days from the date of dispatch of the Notice till Saturday, 10th December, 2016.

Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) instead of dispatching the physical Postal Ballot Form by post on all resolutions set forth in this Notice,

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant (s)]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you have already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email cssrinivasacs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "**Corporate Name_Event No.**"
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participant (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Postal Ballot Form.
 - ii. Please follow all steps from Sl. No. (A) (i) to (xii) above to cast your vote by electronic means.

Other Instructions

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Anandan. K, Manager, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. 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).
- c. The e-voting period commences on Friday, 11th November, 2016 (9.00 A.M. IST) and ends on Saturday, 10th December, 2016 (6.00 PM.IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 4th November, 2016, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. No voting shall be allowed beyond 6:00 p.m. (IST) on Saturday, 10th December, 2016. The e-Voting module shall be disabled by Karvy for voting thereafter.

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item No. 1

Increase of Borrowing Limits

The members of the Company had earlier approved by way of Special Resolution under Section 180 (1)(c) of the Companies Act, 2013 authorising the Board of Directors of the Company to borrow upto Rs.15,000 Crore (Rupees Fifteen Thousand crore only). Keeping in view the existing business operations and future growth plans of the Company, it is proposed to increase the borrowing limits of the Board of Directors of the Company to Rs. 20,000 Crore (Rupees Twenty Thousand crore only).

Section 180(1)(c) of the Companies Act, 2013 specifies that consent of the company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital and free reserves.

As such, it is necessary to obtain fresh approval of the Members by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Board commends the Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Item No. 2

Creation of Charge on assets of the Company

The members of the Company had earlier approved by way of Special Resolution under Section 180(1)(a) of the Companies Act, 2013 authorising the Board of Directors of the Company to create mortgage and/or charge on all or any of the movable and/or immovable properties and assets of the Company both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the company for securing any loan obtained or as may be obtained from any financial institution, banks or person or persons or entities or together with interests, costs, charges and any other money payable.

In terms of Section 180(1)(a) of the Companies Act, 2013 consent of the Company by way of a Special Resolution is required to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company. Standard terms of long term debt finance include conditions like takeover of the management or control over the company by the lenders in certain circumstances viz., non-payment or other event of default) to recover their dues. Therefore, it is necessary to obtain the approval of the Members by way of special resolution under Section 180 (1) (a) of the Companies Act, 2013. Accordingly, the approval of the members of the Company by way of Special Resolution is sought to authorise the Board of Directors to create mortgage/ hypothecation and/or charge (in addition to the existing mortgages/ charges/ hypothecations created by the Company) on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company as set out in Item No.2 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The Board commends the Resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Item No. 3

Power to give Loans / Guarantees / Provide Security / Make Investment

The members of the Company had earlier approved by way of Special Resolution under Section 186 of the Act read with the Rules made thereunder, authorising the Board of Directors of a Company to give any loan, investment or give guarantee or provide security upto an amount of Rs.15,000 Crore (Rupees Fifteen Thousand crore only) exceeding the prescribed ceiling of (i) 60% of the aggregate paid-up share capital, free reserves and securities premium account or (ii) 100% of its free reserves and securities premium account, whichever is more.

Keeping in view the ongoing projects, sponsor support required by the Subsidiaries, Capital requirements and to maintain financial flexibility and to achieve long term strategic & business objectives, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Companies Act, 2013 read with the Rules made thereunder, to give powers to the Board of Directors for making investments, providing loans or give guarantees or provide security in connection with the loans availed by other entities/body corporates for an amount not exceeding Rs. 30,000 Crore (Rupees Thirty Thousand Crore only).

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, except those Directors who are acting as Directors on the Board of respective companies to which the guarantees or securities that may be provided.

The Board commends the Resolution at Item No.3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Place : Hyderabad

Date : 9th September, 2016

Regd. Off: 8-2-293/82/A/431/A,

Road No.22, Jubilee Hills, Hyderabad - 500 033.

Ph:040-23559922; Fax: 040-23559930

E-mail : investors@ksk.co.in

Website : www.ksk.co.in

CIN : L45204AP2001PLC057199

By order of the Board

M.S. Phani Sekhar
Company Secretary