



## YBRANT DIGITAL LIMITED

Regd. Off: Plot No. 7A, Road no. 12, MLA Colony, Banjara Hills, Hyderabad-500 034.

Tel: +91 40 45678999, Fax: +91 40 45678998, www.ybrantdigital.com

E-mail : ir@ybrantdigital.com, CIN:L64203TG1999PLC030996

### POSTAL BALLOT NOTICE

To

The Members,

Notice is hereby given pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 whereby the Company seeks the approval of the members of the Company for the following businesses through postal ballot:

#### Special Business:

##### 1. Authority to the Board of Directors to borrow money.

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

**“RESOLVED THAT** in supersession of the resolution(s) passed under Section 293(1)(d) of the Companies Act, 1956 and pursuant to provisions of Section 180(1)(c) and other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to borrow any sum or sums of money, subject to the prevailing laws, rules, regulations and guidelines to the extent they are applicable, in any manner, from time to time, with or without security and upon such terms and conditions as the Board of Directors may think fit, from any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that moneys to be borrowed together with moneys already borrowed, if any, by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will 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, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 1500 Crores (Rupees One thousand five hundred Crores only) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in their absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt(s) that may arise in respect of the borrowings aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to the aforesaid resolution.”

##### 2. Authority to the Board of Directors for creation of charges/mortgages on the assets of the Company.

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

**“RESOLVED THAT** in supersession of the resolution(s) passed under Section 293(1)(a) of the Companies Act, 1956 and pursuant to provisions of Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to mortgage, charge, hypothecate, lien, pledge or otherwise create an encumbrance, in addition to the mortgages/charges etc., created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms and conditions as the Board may determine, on all or any of the movable and/or immovable property(ies) of the Company, both present and future, and /or whole or any part or substantially the whole of the one or more undertaking(s) of the Company and/or conferring power to enter upon and to take possession of assets of the Company in certain events of default, in favour of the Lender(s), Agent(s),

Institutions/ Banks/Trustees for Debenture holders, Bodies corporate, Organizations, any other person, for securing the borrowings availed/ to be availed by the Company and/or by any of the Company's holding/ Subsidiary/ affiliate/ associate company by way of loans (in foreign currency and/or rupee currency) and/or the issue of Securities (comprising fully/partly Convertible Debentures and/or Non Convertible Debentures) with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds/ Foreign Currency Convertible Bonds/ or other debt instruments issued/to be issued by the company, from time to time, not exceeding Rs 1500 Crores (Rupees One thousand five hundred crores only) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, up - front fees, premia on prepayment or on redemption, guarantee commission, remuneration payable to the trustees for the Debenture holders and/or other institutions, costs, charges, expenses and other monies including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange of foreign currencies involved payable by the company to Banks/ Institutions/ Trustees for the Debenture holders, Organizations, any other person under the Loan agreements, Debenture Trust Deeds/Letters of Sanction / other arrangements etc., entered into/to be entered into by the company in respect of the said term Loans/Debentures and other facilities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts, deeds, writings and other instruments and to do all such acts, deeds, matters and things in the name and on behalf of the Company as the Board may consider expedient, usual, proper or desirable for creating mortgage/ charge/hypothecation on all or any of the immovable and movable properties of the Company, both present and future, which may be beneficial and convenient to the Company and to do all such acts and things as may be necessary for giving effect to the above resolution”.

**By order of the Board of Directors of  
Ybrant Digital Limited**

**Sd/-**

Place : Hyderabad  
Date : 16.07.2014

**M.Suresh Kumar Reddy  
Chairman & Managing Director**

**Notes:**

1. Explanatory Statement under Section 102 of the Companies Act, 2013 setting out the reasons for the proposal of passing the resolutions under item No. 1 & 2 is given below.
2. Notices are being sent to the members whose names appear on the Register of members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) on Friday, 18<sup>th</sup> July, 2014.
3. Notices are being sent by email to the members whose e-mail ids are registered and for others through Courier service. Members who have received the notice through email and who wish to vote through postal ballot form can either download the form from the website of the Company or seek the duplicate form by writing to the Company Secretary of the Company. After completing the form in all respects send it to Scrutinizer so as to reach him not later than 18 00 hours, August 29, 2014.
4. Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is providing a facility to the members to cast their votes electronically through CDSL e-voting platform. E-voting is optional. A member who votes through E-voting facility need not submit his postal ballot form. However if a member casts his votes through E-voting facility as well as sends the postal ballot form, the votes cast through e-voting only will be considered.
5. Members desiring to exercise their votes are requested to carefully read the instructions provided below before casting their vote.
6. Voting through E-voting facility and postal ballot forms shall commence from July 31, 2014 and shall end by the close of working hours on August 29, 2014.
7. The Board of Directors of the Company has appointed Mr.S.Siva Sankar Reddy, Practicing Chartered Accountant as Scrutinizer for the purpose of conducting the Postal ballot in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Board of Directors of the Company after completion of the scrutiny. The Chairman of the company will announce the results of the Postal ballot at the Registered Office of the company on or before September 5, 2014. The Results will be hosted on the website of the company besides being submitted to the Stock Exchanges where shares of the company are listed.

## EXPLANATORY STATEMENT

(Pursuant to provisions of Section 102 of the Companies Act, 2013)

### ITEM NO. 1 & 2

The Shareholders of the Company through postal ballot dated 22/10/2011 had authorized the Board of Directors of the Company to borrow money upto an amount not exceeding Rs. 1500 Crores and also to create charge/mortgage etc., on the assets of the Company upto an amount not exceeding Rs. 1500 Crores, by way of passing ordinary resolutions under Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 respectively.

As per the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 (Act), the Board can exercise the aforesaid powers i.e., to borrow money and to create charge/mortgage etc., on the assets of the Company, only upon passing of special resolution by the members of the Company.

Ministry of Corporate Affairs vide its General Circular No. 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

Therefore the approval of the Members for the said borrowings and creation of charge/mortgage etc., is now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act, respectively.

The Board of Directors recommend the resolutions at item no. 1 & 2 of the accompanying notice, for approval of the members.

None of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested in the resolutions at item no. 1 & 2.

By order of the Board of Directors of  
Ybrant Digital Limited  
Sd/-

Place : Hyderabad  
Date : 16.07.2014

M.Suresh Kumar Reddy  
Chairman & Managing Director

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## INSTRUCTIONS FOR VOTING

### Voting through Postal Ballot Form:

1. Members are requested to carefully read the instructions printed on Postal ballot form and return the same after completing it in all the aspects with assent or dissent in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer not later than 18 00 hours on August 29, 2014, failing which it will be considered as if no reply has been received from the member.
2. Postal ballot form if sent by the Courier or Registered post at the expense of the members or if deposited personally at the address provided thereon will be accepted.

### E-voting Facility:

- (I) The instructions for e-voting are as under:
  - i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Click on "Shareholders" tab.
  - iii. Select the "YBRANT DIGITAL LIMITED" from the drop down menu and click on "SUBMIT".
  - iv. Enter your User ID - For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
  - v. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on earlier voting of any Company, then your existing password is to be used. If you are a first time user then follow the steps given below.
  - vi. Fill up the following details at appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax (Applicable for both demat shareholders as well as physical shareholders)
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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\* 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 sequence number (Available in the Address label pasted in the cover and/or in the e-mail sent to the members) in the PAN field. In case the sequence number is less than 8 digits then enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Krishna with sequence number 1 then enter KR00000001 in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository participant or company then please enter Member id/Folio number 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 'Set Password' 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.

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 relevant EVSN for Ybrant Digital Limited.

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 Resolutions.

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 Captcha Code click on Forgot Password & enter the details as prompted by the system.

xvii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then 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.

(II) The voting period begins on July 31, 2014 at 10.00 a.m. and ends on August 29, 2014 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on July 18, 2014 (the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(III) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(IV) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 18/07/2014.

(V) Mr. S. Siva Sankar Reddy, Practicing Chartered Accountant has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(VI) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman & Managing Director of the Company.



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E-mail : ir@ybrantdigital.com, CIN:L64203TG1999PLC030996

### POSTAL BALLOT FORM

1. Name of the sole/first named shareholder :
2. Registered address of the sole/first named Shareholder :
3. DP Id & Client Id/Registered Folio No. :
4. No.of Shares held :
5. I/We hereby exercise my/our vote in respect of Special resolutions to be passed through Postal ballot for the business stated in the Postal Ballot Notice dated 16<sup>th</sup> July, 2014 of the Company by sending my/our assent or dissent to the said resolutions by placing the tick mark (✓) at the appropriate column below:

S.No.	Description	No. of Shares	I/we hereby assent to the resolution (For)	I/we hereby dissent to the resolution (Against)
1.	Authority to the Board of Directors to borrow money.			
2.	Authority to the Board of Directors for creation of charges / mortgages on the assets of the Company.			

Place :

Date :

Signature of the Shareholder

Note: For E-voting, please refer the instructions under "E-Voting Facility" in the accompanying Postal Ballot Notice.

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot form may complete this Postal Ballot form and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage envelope. Postage will be borne and paid by the Company.
2. This form should be completed and signed by the member (as per specimen signature registered with the company). In case of joint holding, this form should be completed and signed by the first named Member.
3. In case where shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/Authority.
4. Vote must be exercised by recording the assent in the Column "For" or dissent in the column "Against" by placing a tick mark (✓) in the appropriate column.
5. Unsigned Postal Ballot Forms will be rejected.
6. Member can opt only one mode of voting i.e., either by e-voting or postal ballot form.
7. Duly Completed Postal Ballot Form should reach Scrutinizer not later than 18 00 hours on August 29, 2014. All Postal Ballot forms received after this date will be treated as if reply from such member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required, by writing to Company Secretary of the Company. However the duly filled in duplicate form should reach the Scrutinizer not later than the date specified at point 7.
9. Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed pre-paid postage envelope.
10. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
11. The results of the Postal ballot will be declared by the Chairman of the Company as specified in the Notes to Postal ballot Notice.