

CONSOLIDATED CONSTRUCTION CONSORTIUM LIMITED
Regd.Office: No.5, Second Link Street, C.I.T.Colony, Mylapore,
Chennai 600 004.

NOTICE

Dear Members(s):

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (the 'Act') read with relevant Rules under Companies (Management and Administration) Rules, 2014, the Company is seeking consent of its members in respect of Special Businesses, which it proposes to pass through Postal Ballot. In order to facilitate wider participation of shareholders in approval process, the Company is seeking your approval through postal ballot process and is enclosing herewith the proposed resolutions and explanatory statements thereto along with a Postal Ballot form for your consideration.

The company has appointed Mr. N. Balachandran, Company Secretary in Practice, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

In terms of Clause 35B of the Listing Agreement with the Stock Exchanges, the Rules and other applicable provisions, the Company is also providing the facility of e-voting to its shareholders. The Company has made arrangements with Karvy Computer Share Private Limited our Registrar and Transfer Agents for facilitating the e-voting. Members, who have registered their e-mail id for receipt of documents in electronic mode with the Company / Depository Participants, are being sent the Notice of Postal Ballot by e-mail. Members can also seek duplicate Postal Ballot form from the Registered Office of the Company.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (No other Form or photocopy is permitted) duly completed, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before 21st March, 2015. Any response received after 21st March, 2015 shall be treated as if no response is received from the member in terms of Rule 22 (12) of the (Management and Administration) Rules, 2014.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Monday, the 2^{3rd} March, 2015 at the Registered Office of the company.

SPECIAL RESOLUTION:

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

“**RESOLVED THAT** pursuant to provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 , consequent to the guidance and instructions under Corporate Debt Restructuring (CDR) by the Monitoring Institution State Bank of India, Leather and International Branch , Chennai acting for themselves and on behalf of the all other participating lenders, the consent of the Company be and is hereby accorded to the Board of Directors to mortgage and/or charge on any of its own /Subsidiaries’ / Associates’ movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the company owns more than one undertaking either as its subsidiary or otherwise, (including the investment made in the subsidiary/associate companies) of the whole or substantially the whole of any such undertaking(s) on such terms and conditions, at such time(s) and in such form and manner, and with such rankings as to priority as the board in its absolute discretion thinks fit on the whole or substantially the whole of the company’s any one or more of the undertakings or all of the undertakings of the company in favour of any banks or bodies corporate, or any other person. ”

RESOLVED FURTHER that the Board be and is hereby authorized to do and cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution thru postal ballot process.”

By Order of the Board
For **CONSOLIDATED CONSTRUCTION CONSORTIUM LIMITED**

Date: 13.02.2015
Place: Chennai

R.Siddharth
COMPANY SECRETARY

ANNEXURE TO NOTICE:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

1. As informed earlier in the 17th Annual Report (31.03.2014), Company is currently under Corporate Debt Restructuring (CDR) mechanism wherein it has already created charge/ mortgage on its moveable / immoveable assets and also specified assets of its subsidiaries. Moreover, the Company, under the CDR process, had also agreed to sell its surplus assets / investments in its Subsidiaries /Associates .The amount so realized shall be available for the discharge of the Company's liabilities towards its CDR Lenders to the extent mapped under CDR.
2. In our opinion, as it would take a considerably long time for the economy to be vibrant and in order to give comfort to the Lenders with a concrete plan, the Company is also contemplating bi-lateral / multi-lateral settlements, either one-time, negotiated or otherwise, in respect of the dues, that may also require either raising alternative mode of finance at lower rates of interest wherein the Company would be required to create charge / mortgage on its/Subsidiaries' / Associates' assets and execution of such deeds and documents that may give authority to the existing or new Lenders to the Company's management to sell / dispose of the whole or substantially the whole of the undertaking including that of its Subsidiaries / Associates or consider to sell, lease or otherwise dispose of the whole or substantially the whole of any of the undertakings of the Company/ that of its Subsidiaries / Associates, sale of core fixed assets and / non-core fixed assets, sale of surplus assets / investments, realization of current assets including inventories, sundry debtors, supplier advances & other current assets, in order to settle dues of the CDR lenders and creditors of the Company. All such actions will be taken with necessary consent from such lenders as may be applicable under the CDR process.
3. In order to repay the outstanding debts to the banks/financial institutions, it has become necessary for the Company to sell of its assets, both moveable and immoveable, to prospective buyers, The Company has received offer from a prospective buyer for its land admeasuring 1.50 acres or thereabouts comprised in Survey No.72, then S. No.72/2, now S. No.72/5, of Porur Village, Ambattur Taluk, Thiruvallur District, bearing Door No.106, Mount Poonamallee Road, Porur, Chennai – 600116. The CDR Cell vide its letter ref.no.BY.CDR (PMJ) No./70/2014-15 dated 28th April 2014 has also approved the sale of the assets of the company, including the said land at Porur. In order to sell the said land and other assets of the company, which are considered as Substantial Undertakings of the Company, approval of Shareholders of the Company is necessary by way of passing a Special Resolution under Section 180(1) (a) of the Companies Act, 2013, under Postal Ballot process as required under the provisions of Section 110 of the Act read with the relevant Rules.
4. Some of the borrowings of the Company are required to be secured by an appropriate mortgage or charge. As the sale of assets / undertakings as specified above, need the approval of Members, it is necessary for the Members to pass a Special Resolution under Section 180(1) (a) of the Companies Act, 2013, that too by way of Postal Ballot process prescribed under relevant Rules in this regard.

5. As a measure of good Corporate Governance, the company seeks the approval of shareholders, by way of Postal Ballot, so as to ensure participation of maximum number of shareholders in this process. The proposal is put forth before the shareholders for their approval by way of Special Resolution.
6. The Board commends passing of the resolution as set out in Item No. 1 of the accompanying Notice, to fall in line with CDR process.
7. None of the Directors / Key Managerial Personnel of the Company and their Relatives are concerned or interested, financially or otherwise, in the passing of the Resolution.

By Order of the Board
For CONSOLIDATED CONSTRUCTION CONSORTIUM LIMITED

Date: 13.02.2015
Place: Chennai

R.Siddharth
COMPANY SECRETARY

Notes:

- 1. Shareholders who wish to be present at the time of declaration of the result may do so.**
- 2. Only a shareholder entitled to vote is entitled to exercise his vote through Postal Ballot.**