

VERITAS (INDIA) LIMITED
CIN: L23209MH1985PLC035702
Reg.Off:- 701, Embassy Centre, Nariman Point, Mumbai- 400021
Tel:- 91-22-2282 4444 Website: www.veritasindia.net

POSTAL BALLOT

Notice to members pursuant to Section 110 of the Companies Act, 2013

Dear Members,

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

A Statement under Section 102 of the Companies Act, 2013, pertaining to the said Resolutions, setting out material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

Members' assent/dissent is requested for the proposals contained in the Special Resolutions appended below.

The Board of Directors of the Company has appointed Ms. Mansi Damania from M/s Mansi Damania & Associates, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot (Physical & E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will be submitting the report to the Chairman or Company Secretary of the Company, after completion of the scrutiny of the Postal Ballot (Physical & E-voting). The results of the voting by Postal Ballot (Physical & E-voting) will be announced by any one of the Directors of the Company or the Company Secretary of the Company on Tuesday, 14th October, 2014 at the Registered Office of the Company at 701, Embassy Centre, Nariman Point, Mumbai - 400021. The results of the Postal Ballot shall be posted on the Company's website viz. www.veritasindia.net and on CDSL's website viz. www.cdslindia.com besides communicating to the Stock Exchanges where the shares of the Company are listed. The results shall also be published in the newspaper.

The Special Resolution shall be declared as passed if the number of votes casted in favour of the Special Resolution is not less than three times the number of votes casted against the Special Resolution. The date of the declaration of results of Postal Ballot shall be considered to be the date of passing the Resolutions for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.

Encl: (i) Draft resolutions and Explanatory Statement
(ii) Postal Ballot Form and
(iii) Self addressed Reply Envelope

By the Order of the Board
For Veritas (India) Limited
Sd/-
(Mukesh Tank)
Company Secretary

ITEM No. 1

To consider and if thought fit, to pass the following Resolution with or without modification, as **Special Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) 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 in accordance with the provisions of Articles of Association of the Company the consent of the Company be and is hereby accorded to the Board of Directors (“Board”) to mortgage and / or charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non- convertible debentures with or without detachable or non-detachable warrants and / bonds or other debt instrument(s), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/ to be entered into between the Company and the lender(s) / agent(s) / trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s) / agent(s) / trustee(s);

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or Officers of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

ITEM No. 2

To consider and if thought fit, to pass the following Resolution with or without modification, as **Special Resolution**:-

“RESOLVED THAT pursuant to Section 186 and other applicable provision of the Companies Act, 2013, (including any statutory modification 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 (“Board”) to make / give, from time to time, any loan(s) / advances/ deposits / investments in shares, debentures and / or other securities and to give, on the behalf of the Company, any guarantee and / or provide any security in connection with any loan or loans made by any other person to, or to any persons by, any other person(s) / Companies / Body Corporate(s) which shall be aggregate limit of Rs.1500 Crores (Rupees One Thousand Five Hundred Crores Only) and which may be individual / aggregate in excess of the limits prescribed i.e over and above 60% of the Company’s paid-up share capital, security premium account and free reserves or 100% of the Company’s free reserves and security premium amount, whichever is more:

RESOLVED FURTHER THAT the aforesaid loans / investments will be made by the Company out of internal resources or borrowings or in such other manner and in such proportion as the Board thinks appropriate, provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1 year, 3 year, 5 year or ten year government security closest to the tenor of loan;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and

writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the companies Act, 2013 setting out the material facts is annexed hereto.
2. The Board of Directors at its meeting held on August 13, 2014 appointed Ms. Mansi Damania of M/s. Mansi Damania & Associates, Mumbai as the Scrutinizer to receive and scrutinize the Postal Ballot papers from the members. The Postal Ballot Form and the self addressed envelope are enclosed for the use of the members.
3. Members are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached Envelope so as to reach the Scrutinizer on or before 5.00 pm Wednesday, 8th October, 2014 at the Registered Office of the Company.
4. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of Postal Ballot will be announced on Tuesday October 14, 2014 at the Registered Office of the Company.
5. The date of declaration of the results of Postal Ballot shall be considered to be the date of passing of the Resolutions for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.

**By the Order of the Board
For Veritas (India) Limited**

Sd/-

(Mukesh Tank)

Company Secretary

Date: August 13, 2014

Place: Mumbai

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 to the accompanying Notice dated August 13, 2014.

Item No. 1

Pursuant to Section 180(1)a of the Companies Act, 2013, the Board of Directors of the Company are required to obtain the consent of the Members in General Meeting to create Mortgage or Charge on any movable or immovable assets of the Company in favour of lender(s) for securing the borrowings made by the Company as may be required.

The Board of Directors of the Company has approved the same in the Board Meeting held on 30th May, 2014 subject to the Consent of Members in General Meeting. The Consent of the Members is sought under Section 180(1)a of the Companies Act, 2013.

None of the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board of Director recommends Resolution under Item No. 1 as Special Resolution.

Item No. 2

Pursuant to Section 186 and other applicable provision of the Companies Act, 2013, the Company can make loans to, give guarantees, provide securities to and make investments in the securities of any other person/other bodies

corporate to the extent 60% of the Company's paid-up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantee given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of special resolution.

The Company is constantly reviewing opportunities for expansion of its business either directly or through its holding / subsidiaries / joint ventures / associate companies / other bodies corporate or person and would, therefore, be required to provide financial support by the way of loan(s) / and / or guarantee(s) and / or security (ies) / investment in securities of any other person / holding / subsidiaries / joint ventures / associate companies/other bodies corporate or otherwise, in order to achieve greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects of such persons/companies.

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by the way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security(ies) for an amount not exceeding Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) from time to time in / to one or more of the persons/entities i.e subsidiaries / holding / joint ventures / associate companies / other bodies corporate. The source of funds for making these investments would be met from borrowings / surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investments made from time to time by the Company may exceed the limit prescribed, approval of the shareholders is required for the same.

Except Directors and Key Managerial Personnel of the Company who are / may be Directors / Shareholder in one or more persons / bodies corporate described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

The Board of Director recommends Resolution under Item No. 2 as Special Resolution.

Date: August 13, 2014
Place: Mumbai

**By the Order of the Board
For Veritas (India) Limited**
Sd/-
(Mukesh Tank)
Company Secretary

VERITAS (INDIA) LIMITED
CIN: L23209MH1985PLC035702
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POSTAL BALLOT VOTING FORM

(Please read carefully the instructions printed overleaf before completing this Form)

- 1 Name(s) of Shareholder(s) : _____
(Including Joint holders, if any)
- 2 Registered Address of the Sole/ : _____
First named shareholder
- 3 Registered Folio No./DP ID No./ : _____
Client ID No.
- 4 Number of Shares held : _____

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the Special Businesses stated in the Notice by conveying my/our assent or dissent to the said Resolutions by placing the tick (v) mark at the appropriate box below:

Item	Description of the Resolution	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013, for authorizing the Board of Directors to sell, lease, mortgage, or otherwise dispose off the whole or substantially the whole of undertaking of the Company upto an amount not exceeding Rs. 1500 Crores.			
2.	Special Resolution under Section 186 of the Companies Act, 2013, for authorizing the Board of Directors to make investments, extend guarantee, provide security, make intercorporate loans upto an amount not exceeding Rs.1500 Crores.			

Place: Mumbai
Date:

Signature : _____
Name : _____
Email Id : _____

INSTRUCTIONS
Voting through Postal Ballot

1. The Notice of Postal Ballot is placed on website of the Company viz. www.veritasindia.net and shall also be placed on the website of Central Depository Services (India) Limited (CDSL) viz. www.cdslindia.com.
2. The Company continues to provide facility of voting through Postal Ballot for those Members, who do not have access to e-voting facility. In case any Member votes both through Postal Ballot and also through electronic mode, then voting done through electronic mode shall be treated as valid. If the Postal Ballot Form is also received from the Members who have opted to vote through electronic mode then such Postal Ballot Form shall be treated as if reply from the Shareholder has not been received.
3. The Company has fixed **Friday, August 29, 2014**, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for voting through Postal Ballot/e-voting. Accordingly, Postal Ballot Forms will be sent only to Shareholders as on Friday, August 29, 2014, the cut-off date/entitlement date.
4. Ms. Mansi Damania of M/s. Mansi Damania & Associates, Practicing Company Secretary has been appointed as the Scrutinizer, who in the opinion of the Board can scrutinize the Postal Ballot and e-voting process in fair and transparent manner.
5. The Notice of Postal Ballot together with Postal Ballot Form is being sent by electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For Members who have not registered their email addresses, physical copies of the Notice of Postal Ballot together with Postal Ballot Form and Reply Envelope are being sent by the permitted mode. Any Member to whom the Notice is sent by electronic mode, opt to vote through Postal Ballot instead of e-Voting are requested to send request for printed copy of Postal Ballot Form, by sending an e-mail to The Company Secretary – Veritas (India) Limited at mukesh.t@veritasindia.net. Alternatively, the Member may download the Postal Ballot Form from the website of the Company viz. www.veritasindia.net or from the website of CDSL viz. www.cdslindia.com fill and complete the same and send it to the Scrutinizer at the address (as mentioned in S. No. 6 below).
6. A Member desiring to exercise vote by Postal Ballot is requested to complete this Postal Ballot Form, in all respect and send the same to Ms. Mansi Damania, the Scrutinizer, in the self-addressed (postage to be paid by addressee) envelope so as to reach, The Scrutinizer – Veritas (India) Limited, 701, Embassy Centre, Nariman Point, Mumbai-400 021 not later than the closure of working hours (i.e. 5.00 pm) on Wednesday, 8th October, 2014. If the Postal Ballot Form is received after 8th October, 2014, the same shall be treated as if reply from the Shareholder has not been received. The assent/dissent received otherwise than on the Postal Ballot Form, shall not be considered valid. The envelope containing Postal Ballot Form, if sent by Courier at the Registered Office, at the expenses of the registered Shareholder will also be accepted.
7. The Postal Ballot Form shall be completed and signed by the Shareholder. In case of joint holders, this Form should be completed and signed by the first named Shareholder and in his absence by the next named joint holder. The signature should match with the specimen signature registered with the Company in respect of shares held in physical form and with the specimen signature registered with the Depository Participant(s) in respect of shares held in electronic form. The Postal Ballot Form shall be rejected if the signature on the Postal Ballot Form does not match with the specimen signature registered with the Company / Depository Participant(s). The Postal Ballot Form incomplete in any manner/unsigned/incorrect, whatsoever, shall be liable to be rejected.
8. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate, a certified copy of the Board Resolution authorizing the signatory to execute and sign the Postal Ballot Form should be attached to the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to Postal Ballot Form.
9. The Shareholders are requested to note that no other document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in S. No. 8 above), should be sent in the self addressed (postage to be paid by addressee) envelope.
10. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of Shareholder on **Friday, August 29, 2014**, the cut-off date/entitlement date.
11. Scrutinizer's decision on the validity of Postal Ballot Form will be final.
12. In case of any query or clarification, the Shareholders can write to The Company Secretary - Veritas (India) Limited at mukesh.t@veritasindia.net.
13. In terms of the provisions of Section 106 of the Companies Act, 2013 and the provisions of Articles of Association of the Company, no Member shall be entitled to vote in respect of any shares registered in his/her name on which any calls or other sums presently payable by him/her have not been paid.
14. The result of the Postal Ballot will be declared on Tuesday, 14th October, 2014 at the Registered Office of the Company by any one of the Directors or Company Secretary of the Company. The date of the declaration of results of Postal Ballot shall be considered to be the date of passing the Resolutions, for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.
15. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.veritasindia.net and also on the website of CDSL viz. www.cdslindia.com.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:

- The e-voting period begins on Monday, September 08, 2014 at 10.00 a.m. and shall end on Wednesday, October 8, 2014 at 5.00 p.m., both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Friday, August 29, 2014** being the cut-off date/entitlement date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.com
- Click on “Shareholders” tab.
- Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) •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 last 8 digits of the demat account/folio number in the PAN field. •In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
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. •Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for Veritas (India) Limited.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Non – Individual Shareholders and Custodians
 - ✓ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 emailed to helpdesk.evoting@cdslindia.com.
 - ✓ After receiving the login details they has to create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote on.
 - ✓ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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.

In case of members receiving the physical copy:

Please follow all steps as mentioned above to cast vote.

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 under help section or write an email to helpdesk.evoting@cdslindia.com. The shareholders can also write to the Company Secretary – Veritas (India) Limited at mukesh.t@veritasindia.net.