

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

**NOTICE OF POSTAL BALLOT**  
(pursuant to Section 192A(2) of the Companies Act, 1956)

Dear Member(s):

Notice is hereby given that pursuant to section 192A of the Companies act, 1956 read with the companies ( Passing of the Resolution by Postal Ballot) Rules 2001, the following resolutions are proposed to be passed by way of Postal Bailot:

**I. Amendment of Objects Clause of Memorandum of Association:**

To add sub-clause (6) to Clause III(A) of Memorandum of Association:

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

**RESOLVED THAT** clause III A(6) shall be added as mentioned below after the existing clause III A (5) of Memorandum of Association of the company.

"III(A)6. To bid and undertake turn-key engineering and infrastructure projects – under design, build, operate, transfer ( such as BOT, BOOT,BOLT, DBFO, DBOT or any other applicable systems) – to be carried out in India and abroad, either on its own or in joint venture with any entities/firms/body(ies) corporate (including registered and unregistered), by entering into joint venture agreements and to bid either singly or in association with joint venture partner/s for all inland and foreign projects, in the overall interest of the company."

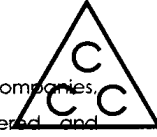
**II. To add and amend sub-clause (14) of Clause III(B) Objects incidental or ancillary to the main objects of Memorandum of Association:**

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

**RESOLVED THAT** clause III B(14) of the memorandum of association of the company be and is hereby added and amended as given below:



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"III(B) 14. To enter into any agreements with any foreign persons, entities, companies, corporations, firms, body(ies) corporate, associations (including Registered and unregistered ) for technical or commercial help/assistance and collaboration and to do all such things as are necessary for attainment of the objects in the interest of the company, **and to offer and issue corporate guarantees and security to banks, financial institutions on behalf of firms, body(ies) corporate, associates, subsidiaries, consortium, JVs (whether incorporated or otherwise) and legal entities (including registered and/or unregistered), within India or abroad, in the ordinary course of business, subject to the conditions as applicable under appropriate statutes and rules made there under.**"

III. To add and amend clause 80 of the Articles of Association:

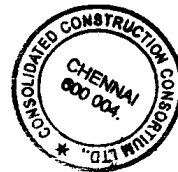
To consider and if thought fit, to pass with or without modification(s) the following resolution as a **special resolution** :

**RESOLVED THAT** clause No 80 of the Articles of association of the company be and is hereby added and amended as given below:

**"80. BORROWING POWERS:** The Board of Directors may subject to the provisions of the Act borrow money for the purpose of the company on such terms and on such conditions and on such security or otherwise as they may deem fit, provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business for working capital requirements and loans from the holding company) shall not without the sanction of the Company in general meeting exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose\*.

**The Board may issue corporate guarantees and other guarantees and security in the ordinary course of business to body(ies) corporate/banks/financial institutions on behalf of firms/Third Parties/other registered and unregistered legal entities associates, subsidiaries, consortium, JVs (whether incorporated or otherwise) subject to the overall borrowing powers of the company pursuant to the provisions of Section 293(1(d) of the Companies act, 1956 and other applicable enactments and amendments thereof, to attain the main objects of the company."**

(\*up to this existing clause )



IV. Authorising the Board of Directors of the company to issue corporate guarantee and security in excess of limits prescribed U/S 372A of the Companies Act, 1956:



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

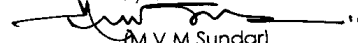
**"RESOLVED THAT** pursuant to provisions of Section 372A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, consent be and is hereby given to the Board of Directors to extend corporate guarantee and security to the bankers/lending institutions, on behalf third parties, joint ventures, collaborators, associates, subsidiaries, consortium, JVs (incorporated or otherwise) within the overall borrowings powers vested with the company prevailing at that time, subject to the statutory compliance of applicable acts, modifications and amendments thereof and the rules made there under."

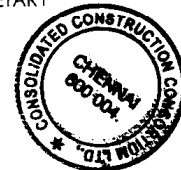
V. Authorising the Board of Directors to issue corporate guarantees U/S 372A of the Companies Act, 1956 on behalf of M/s Herve Pomerleau International - CCCL JV :

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

**"RESOLVED** that pursuant to provisions of Section 372A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, consent be and is hereby given to the Board of Directors to extend corporate guarantee and security to the bankers/lending institutions, on behalf of M/s Herve Pomerleau International-CCCL JV, to an extent not exceeding the overall borrowing powers of the company under Section 293(1)(d) of the Companies Act, 1956 prevailing on that date, subject to the statutory compliance of applicable acts, modifications and amendments thereof and the rules made there under.

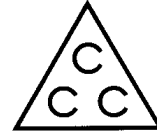
Date: 26.03.2009  
Place: Chennai

By Order of the Board  
  
(M.V.M.Sundar)  
COMPANY SECRETARY



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ANNEXURE TO NOTICE:



**Explanatory Statement pursuant to Section 173 of the Companies Act, 1956:**

**Item No.I: To add sub-clause (6) to Clause III(A) of Memorandum of Association:**

The company is in the process of undertaking infrastructure projects like airports, bridges, ports, power stations, desalination plants etc., on build operate transfer (BOT) basis and also design, build, operate and transfer (DBOT) basis. The operations of the company are undergoing sea change and in order to provide for bidding and carrying out huge projects on (BOT, BOOT, BOLT, DBFO, DBOT) basis and on similar basis, the Objects Clause of Memorandum of Association needs to be amended by inserting a new sub clause.

Any amendment of objects clause of Memorandum of Association has to be done through postal ballot and shareholders consent should be obtained by way of a **special resolution** under the provisions of Companies Act, 1956 read with Companies (Passing of resolution by Postal ballot) Rules, 2001.

Hence the resolution is put forth before the shareholders for their approval through Postal Ballot.

The Board recommends the **special resolution** and none of the directors are interested in the resolution except to the extent of their shareholding in the company.

**Item No.II: To add and amend sub-clause (14) of Clause III(B) of Objects incidental or ancillary to the main objects:**

In the 11<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> June 2008 at Chennai, the company was empowered to borrow moneys up to a limit of Rs.2800 Crores.

Bank of Baroda and State Bank of India have sanctioned credit facilities to M/s Herve Pomerleau International - CCCL JV (JV) for executing Chennai Airport Project, to the tune of about Rs.482 crores.

The bankers have required the company to specifically provide for enabling provision for the issuance of corporate guarantee and provide security on behalf of the Third Parties, by the company to banks/financial institutions for securing limits availed by JV, by way of amending the incidental or ancillary Objects Clause of Memorandum of Association.

Since the existing objects incidental or ancillary to the main objects of the Memorandum of Association of the Company are in general and do not specifically provide for power to issue Corporate Guarantee and security by your company (CCCL) to financial institutions/banks/clients/vendors/, on behalf of Third parties, it is proposed to amend the objects incidental or ancillary to main objects in the Memorandum of Association.

No alteration of the Memorandum of Association can be done without the approval of the shareholders by way of **special resolution** passed through Postal Ballot pursuant to



provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Hence, this resolution is put forth before the members for their approval.

The Board recommends the **special resolution** and none of the directors are interested in this item of business except to the extent of their shareholding in the company.

**Item No.III: . To add and amend clause 80 of the Articles of Association:**

Since the power to issue corporate guarantees has been conferred by virtue of sub clause 14 of Clause III(B) of Memorandum of Association, the same is also effected in the Articles of Association by way of amending Clause 80 (Borrowing Powers) of Articles of Association of the company. This is a consequential amendment of Articles of Association pursuant to amendment sought under item II of this Postal Ballot.

Already the shareholders gave their approval to the Board of Directors for borrowings up to Rs.2800 Crores in their meeting held on 25-06-2008.

The amendment of Articles of Association has to be approved by the shareholders by way of **special resolution**, pursuant to Section 31 of the Companies Act, 1956.

The Board of Directors of the company recommends this **special resolution** for the shareholders' approval through postal ballot .

None of the directors are interested in this resolution except to the extent of their shareholding in the company.

**Item No.IV : Power to Board of Directors to issue corporate guarantees in excess of limits U/S 372A of the Companies Act, 1956:**

In order to enable your company (CCCL) to issue corporate guarantee(s) and security(ies) to the bankers/lending institutions, on behalf of third parties, joint ventures, collaborators, associates, subsidiaries for all its future requirements, the resolution seeks the shareholders' approval for extending corporate guarantee and security by your company (CCCL) on behalf of the JV and on behalf of any third parties, firms, body(ies) corporate, legal entities, associates, subsidiaries, either registered or unregistered, in future within the overall borrowing powers of the company prevalent at that date.

The Board was authorized by the shareholders to borrow from banks upto Rs.2800 crores, at the last AGM held on 25<sup>th</sup> June 2008.

The Board of Directors of the company recommends this **special resolution** under section 372A of the companies act, 1956, for the shareholders' approval through postal ballot .

None of the directors of the company are interested in the resolution except to the extent of their shareholding in CCCL.



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**Item No. V : Authorising the Board of Directors to issue corporate guarantees U/S 372A of the Companies Act, 1956 on behalf of M/s Herve Pomerleau International - CCCL JV :**

As the members are aware, the M/s Herve Pomerleau International - CCCL JV (JV) had been awarded the contract from Airports Authority of India, for extension of the Chennai Airport terminal, valued around Rs.1212 crores, during the month of October 2008.

The airport project will be executed by the consortium within a period of 26 months and for this purpose, it requires financial - funded and non funded - assistance from the bankers to an extent of Rs.600 crores upwards.

The bankers viz. State Bank of India and Bank of Baroda, have sanctioned credit lines to the JV - both funded and non funded, to an extent of about Rs.482 crores, subject to your company (CCCL) extending a corporate guarantee to them.

As per provisions of Section 372A of the Companies Act, 1956, no loan or a guarantee be given in excess of (i) sixty per cent of the paid up capital and free reserves or (ii) one hundred per cent of free reserves, (i.e Rs 413 Crores) whichever is higher, without the approval of the members by way of **special resolution**. The paid up capital as of 31.03.08 is Rs.36.95 crores and the free reserves Rs.413 crores .

Hence, in order to extend corporate guarantee and security by your company (CCCL) to the bankers on behalf of M/s Herve Pomerleau International - CCCL JV (JV), for the facilities granted to the JV, and on behalf of third parties in future, in excess of the limits prescribed under Section 372A of the Companies Act, 1956, the resolutions are placed before the members for their approval.

The Board of Directors of the company recommends this **special resolution** for the shareholders' approval through postal ballot .

None of the directors of the company are interested in the resolution except to the extent of their shareholding in CCCL.

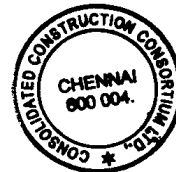
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**Place: Chennai**  
**Date:26.03.2009**

By Order of the Board  
  
(M.Y.M.SUNDAR)  
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.



**CONSOLIDATED CONSTRUCTION CONSORTIUM LIMITED**  
**Regd. Office: No.5, II Link Street, C.I.T. Colony, Mylapore, Chennai 600 004.**  
**Phone: 2345 4514 :: Email: [secl@ccclindia.com](mailto:secl@ccclindia.com)**

**POSTAL BALLOT FORM**

1. Name(s) of shareholder (s)  
 (in Block letters)  
 (Including joint holders,if any) :.....
2. Registered Address of the Sole/  
 First named Shareholder: :.....
3. Folio No./DP Id No./Client Id No. ....  
 (Applicable to investors  
 Holding shares in dematerialized form):.....
4. Number of shares held :.....

5. I/We hereby exercise my/our vote in respect of Special resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the company by conveying my/our assent or dissent to the said Resolution(s) by placing the Tick ( ) mark in the appropriate box below:

Description	No.of shares	I/We Assent to the Resolution	I/We Dissent to the Resolution
1. <b>RESOLVED THAT</b> clause III A(6) shall be added as mentioned below after the existing clause III A (5) of Memorandum of Association of the company.  "III(A)6. To bid and undertake turn-key engineering and infrastructure projects – under design, build, operate, transfer ( such as BOT, BOOT,BOLT,			

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<p>DBFO, DBOT or any other applicable systems) – to be carried out in India and abroad, either on its own or in joint venture with any entities/firms/body(ies) corporate (including registered and unregistered), by entering into joint venture agreements and to bid either singly or in association with joint venture partner/s for all inland and foreign projects, in the overall interest of the company."</p>			
<p>2. <b>RESOLVED THAT</b> clause III B(14) of the memorandum of association of the company be and is hereby added and amended as given below:</p> <p>"III(B) 14. To enter into any agreements with any foreign persons, entities, companies, corporations, firms, body(ies) corporate, associations (including Registered and unregistered ) for technical or commercial help/assistance and collaboration and to do all such things as are necessary for attainment of the objects in the interest of the company, <b>and to offer and issue corporate guarantees and security to banks, financial institutions on behalf of firms, body(ies) corporate, associates, subsidiaries, consortium, JVs (whether</b></p>			





<p>firms/Third Parties/other registered and unregistered legal entities associates, subsidiaries, consortium, JVs (whether incorporated or otherwise) subject to the overall borrowing powers of the company pursuant to the provisions of Section 293(1(d) of the Companies act, 1956 and other applicable enactments and amendments thereof, to attain the main objects of the company."</p>			
<p>4. "RESOLVED THAT pursuant to provisions of Section 372A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, consent be and is hereby given to the Board of Directors to extend corporate guarantee and security to the bankers/lending institutions, on behalf third parties, joint ventures, collaborators, associates, subsidiaries consortium, JVs (incorporated or otherwise) within the overall borrowing powers vested with the company prevailing at that time, subject to the statutory compliance of applicable acts, modifications and amendments thereof and the rules made there under."</p>			
<p>5. "RESOLVED that pursuant to provisions of Section 372A of the</p>			

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<p>Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, consent be and is hereby given to the Board of Directors to extend corporate guarantee and security to the bankers/lending institutions, on behalf of M/s Herve Pomerleau International-CCCL JV, to an extent not exceeding the overall borrowing powers of the company under Section 293(1)(d) of the Companies Act, 1956 prevailing on that date, subject to the statutory compliance of applicable acts, modifications and amendments thereof and the rules made thereunder".</p>			
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**Place:**  
**Date:**

**(Signature of the Shareholder)**



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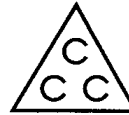
**INSTRUCTIONS:**

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed by the shareholder. In case of joint holding, the form should be completed and signed by the first named Member and in his absence, by the next named Member. Unsigned postal ballot forms will be rejected.
4. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form. In case of shares held by trusts, societies, etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of Board Resolution/authority.
5. Duly completed postal ballot forms should reach the Scrutinizer not later than 5.00 PM on **Friday the 8<sup>th</sup> May 2009**. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
6. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item (5) above.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on **Tuesday the 31<sup>st</sup> March, 2009**.
8. The Scrutinizer's decision on the validity of a postal ballot form will be final.
9. The result of the postal ballot will be declared at the Registered Office of the company on Monday, the **11<sup>th</sup> May, 2009 at 5.00 P.M.**

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**CONSOLIDATED  
CONSTRUCTION  
CONSORTIUM LTD.**

**Registered Office:**  
# 5, 2nd Link Street, C.I.T. Colony,  
Mylapore, Chennai - 600 004.  
Ph: 044-2345 4500 (100 Lines)  
Fax: 044-2499 0225  
E-mail: ccccl@vsnl.com  
URL: www.cccclindia.com

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**EXTRACT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF CONSOLIDATED CONSTRUCTION CONSORTIUM LTD. HELD AT THE REGISTERED OFFICE OF THE COMPANY ON 26<sup>TH</sup> MARCH 2009:**

**Approval for seeking shareholders' approval through Postal Ballot:**

The Board noted the Calendar of Events for the proposed Postal Ballot, as under:

**POSTAL BALLOT PROCESS – CALENDAR OF EVENTS**

Agenda Item No.	Particulars	Date
1.	Draft Notice u/s 192(A); Draft Resolution; Explanatory Statement u/s 173; postal ballot form	26.03.2009
2.	Obtain consent from Scrutinizer	26.03.2009
3.	<b>Board Meeting to:</b> i) approve documents drafted as per (1) ii) Appoint Scrutinizer iii) Pass Resolution nominating MD and the Cs for completing the Postal Ballot Process iv) Approve Calendar of Events	26.03.2009
4.	Inform Stock Exchanges about Board Resolution authorizing Postal Ballot	30.03.2009
	Reckoning of shareholders' voting rights	31.03.2009
5.	Forward copy of Board Resolution along with calendar of events to the ROC within one week of Board Meeting	31.03.2009
6.	Printing notice, postal ballot, self addressed envelopes bearing name and address of scrutinizer, etc. (Date of Notice:26.03.2009)	31.03.2009
	Commencement of Dispatch of Notice	04.04.2009
7.	Date of complete dispatch of Notices	07.04.2009
8.	Release Advertisement in Newspapers giving the date of completion of dispatch of the Notice and last for receipt of Postal Ballot forms from the members	09.04.2009
9.	Last date for receipt of Postal Ballot	08.05.2009
	Preparation of Scrutinizer's Report and submission of the same to Chairman by Scrutinizer	11.05.2009
11.	Declaration of Result in Committee Meeting	11.05.2009
	File Resolution by Postal Ballot with ROC	15.05.2009
	Signing of Minutes by Chairman	15.05.2009

All correspondence may be addressed to Registered Office

Regional Offices

Region

Address

Chennai

Hyderabad

Kolkata

New Delhi

Pune

Trichy

VSNL 18th Main, I Phase, 1st Block, Mylapore, Chennai - 600 028

# 13, VSNL BIVAN KOT Street, Vigneshwari, Chennai - 600 028

# 818, Vikrampur Colony, Vikrampur, Secunderabad - 500 009

# 103, D/1 Second Floor, Block E, New Alipore, Kolkata - 700 053

NBCC Plaza, 11th Tower, 11th Floor, Pushp Vihar, Sector-5, New Delhi - 110 017

101, 'C' Wing, Mehta Commerce Centre, Eden Park, Viman Nagar, Pune - 411 014

10, 13/100, "THULASI BHAVAN", Kolumba, Putha, Thiruvananthapuram - 695 024

044-2345 4800 (100 Lines)

040 2784 2881

033 2498 5885

011-2986 2822 / 24 / 25

020 2862 3964

0471-274 6830 / 31

044-2385 2906 / 07

040 2784 2668

011-2986 2822 / 24 / 25

020 2862 3965

0471-274 6830 / 31

E-mail

ccccl@vsnl.com

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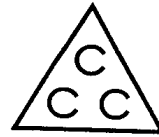
ccccl@vsnl.com

ccccl@vsnl.com

ccccl@vsnl.com



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The Notice U/s 192A of the Companies Act, 1956 together with explanatory statement u/s 173, and the Postal Ballot Form were tabled before the Board and the same was approved.

It was

**"RESOLVED** that the Notice u/s 192A dated 26<sup>th</sup> March 2009 containing the following draft resolutions and explanatory statement under Sec.173 together with Postal Ballot Form tabled before the Board be and are hereby read, approved and recorded.

**I. Amendment of Objects Clause of Memorandum of Association:**

To add sub-clause (6) to Clause III(A) of Memorandum of Association:

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

**RESOLVED THAT** clause III A(6) shall be added as mentioned below after the existing clause III A (5) of Memorandum of Association of the company.

"III(A)6. To bid and undertake turn-key engineering and infrastructure projects – under design, build, operate, transfer ( such as BOT, BOOT,BOLT, DBFO, DBOT or any other applicable systems) – to be carried out in India and abroad, either on its own or in joint venture with any entities/firms/body(ies) corporate (including registered and unregistered), by entering into joint venture agreements and to bid either singly or in association with joint venture partner/s for all inland and foreign projects, in the overall interest of the company."

**II. To add and amend sub-clause (14) of Clause III(B) Objects incidental or ancillary to the main objects of Memorandum of Association:**

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

**RESOLVED THAT** clause III B(14) of the memorandum of association of the company be and is hereby added and amended as given below:

"III(B) 14. To enter into any agreements with any foreign persons, entities, companies, corporations, firms, body(ies) corporate, associations (including Registered and unregistered ) for technical or commercial help/assistance and collaboration and to do all such things as are necessary for attainment of the objects in the interest of the company, and to offer and issue corporate guarantees and security to banks, financial institutions on behalf of firms, body(ies) corporate, associates, subsidiaries, consortium, JVs (whether incorporated or otherwise) and legal entities (including registered and/or unregistered), within India or abroad, in the ordinary course of business, subject to the conditions as applicable under appropriate statutes and rules made there under."

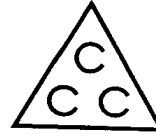
**III. To add and amend clause 80 of the Articles of Association:**

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

**RESOLVED THAT** clause No 80 of the Articles of association of the company be and is hereby added and amended as given below:



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**"80. BORROWING POWERS:** The Board of Directors may subject to the provisions of the Act borrow money for the purpose of the company on such terms and on such conditions and on such security or otherwise as they may deem fit, provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business for working capital requirements and loans from the holding company) shall not without the sanction of the Company in general meeting exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose\*.

**The Board may issue corporate guarantees and other guarantees and security in the ordinary course of business to body(ies) corporate/banks/financial institutions on behalf of firms/Third Parties/other registered and unregistered legal entities associates, subsidiaries, consortium, JVs (whether incorporated or otherwise) subject to the overall borrowing powers of the company pursuant to the provisions of Section 293(1(d) of the Companies act, 1956 and other applicable enactments and amendments thereof, to attain the main objects of the company."**

**(\*up to this existing clause )**

**IV. Authorising the Board of Directors of the company to issue corporate guarantee and security in excess of limits prescribed U/S 372A of the Companies Act, 1956;**

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

**"RESOLVED THAT** pursuant to provisions of Section 372A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, consent be and is hereby given to the Board of Directors to extend corporate guarantee and security to the bankers/lending institutions, on behalf third parties, joint ventures, collaborators, associates, subsidiaries, consortium, JVs (incorporated or otherwise) within the overall borrowings powers vested with the company prevailing at that time, subject to the statutory compliance of applicable acts, modifications and amendments thereof and the rules made there under."

**V. Authorising the Board of Directors to issue corporate guarantees U/S 372A of the Companies Act, 1956 on behalf of M/s Herve Pomerleau International- CCCL JV ;**

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

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**RESOLVED FURTHER** that the Board do hereby appoint **Mr.N.Balachandran**, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the Postal Ballot process; and to submit his report to the Chairman on 11<sup>th</sup> May 2009.

**RESOLVED FURTHER** that Mr.S.Sivaramakrishnan, Managing Director and Mr.M.V.M.Sundar, Company Secretary, be and are hereby authorized to execute the formalities and to complete the Postal Ballot process, fill declaration of Result.

**RESOLVED FURTHER** that the calendar of events for the Postal Ballot be and is hereby approved."

For CONSOLIDATED CONSTRUCTION CONSORTIUM LTD.

  
M.V.M.SUNDAR  
COMPANY SECRETARY



**CERTIFIED TRUE COPY**

For Consolidated Construction Consortium Ltd

  
Company Secretary