



SUNDARAM MULTI PAP LIMITED

Reg. Off.: 903, Dev Plaza, Opp Andheri Fire Station, S.V. Road, Andheri (W), Mumbai 400058

CIN: L21098MH1995PLC086337

Tel: (91-22) 67602200, Fax: (91-22) 67602244/55

Website: www.sundaramgroups.in, E-mail: info@sundaramgroups.in

POSTAL BALLOT NOTICE

Notice issued to Members pursuant to Section 110 of the Companies Act, 2013

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 Rule 22 of 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 the Member's consent to pass the proposed Special Resolutions set out below by way of Postal ballot or e-voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto alongwith a Postal Ballot form (the "Form") for your consideration.

1. To authorize the Board of Directors or a Committee thereof to borrow money in excess of aggregate of its paid up share capital and free reserves upto ₹ 500 crores.
2. To authorize the Board of Directors or a Committee thereof to sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company both present and future.
3. To make loans or investments and to give guarantees or to provide security in connection with a loan made under section 186 of the Companies Act, 2013.

Shareholder's consent is sought for the proposals contained in the Resolutions given in this Notice. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. Hemanshu L. Kapadia, Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai, as scrutinizers for conducting the postal ballot process in a fair and transparent manner.

E-Voting option: In compliance with clause 35B of the Listing Agreement and Section 110(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, to enable members to cast their vote electronically, the Company is pleased to provide an option to the Members to vote on the postal ballot by way of electronic voting/e-voting instead of dispatching the physical Postal Ballot Form by post. Voting by electronic mode may be a more convenient means of exercising the voting rights and may help to increase the Member's participation in the decision-making process. It may be noted that e-voting is optional.

The Company has availed electronic voting platform of Central Depositories System Limited (CDSL) to provide e-voting facility to its Members. Members having shares in demat form and in physical form may vote either by way of postal ballot form or by way of e-voting. In case the Member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

You are requested to carefully read e-voting instructions attached along with the postal ballot form, before casting your vote on e-voting site: <http://www.evotingindia.com>.

You are also requested to carefully read the instructions printed on postal ballot form and return the same duly completed (no other form or photocopy permitted), in case of physical voting, in the attached self addressed postage pre-paid envelope (if posted in India) so as to reach the scrutinizer or cast the votes by electronic mode, as applicable, not later than 8th September 2014, till 5.00 pm. Upon completion of the scrutiny

of the forms/e-voting, the scrutinizer shall submit his report to the Chairman or any other Director of the Company, if authorized by the Board.

The Chairman & Managing Director or any Whole-time Director of the Company or any other person authorized by the Board of the Company will announce the result of postal ballot on 11th September 2014, at 5.00 pm. at the Registered Office of the Company. The said results would be displayed at the notice board of the Registered Office of the Company and communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The result will also be published in newspaper circulating in the district in which Registered Office of the Company is located and will also be displayed on the website of the Company at www.sundaramgroups.in for the information of the Members. The date of declaration of the results of postal ballot i.e. 11th September 2014 will be considered as the date of passing of the resolutions.

Accordingly, notice being sent to the Members of the Company whose name appears in the Register of Members/list of Beneficial Owners as on Cut-off Date i.e. 1st August 2014, for seeking their approval by way of passing following resolutions as Special Resolution through Postal Ballot, together with the Explanatory Statements as required under section 102(1) of the Companies Act, 2013, setting out the material facts and reasons for the Resolutions, along with a Postal Ballot Form ("Form") for your consideration.

SPECIAL BUSINESS:

ITEM NO. 1: AUTHORITY TO THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF TO BORROW MONEY IN EXCESS OF AGGREGATE OF ITS PAID UP SHARE CAPITAL AND FREE RESERVES UPTO ₹ 500 CRORES:

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the 13th Annual General Meeting of the Members of the Company held on 29th September 2007 and pursuant to Section 180(1)(c) and any 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 consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee Board Constituted or to be constituted for the purpose) to borrow monies (including non fund based facilities), whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, from time to time at their discretion on such terms and conditions as they may deem fit and appropriate, for the purpose of business of the Company from any one or more banks, financial institutions, and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹ 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and it 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 its absolute discretion think fit and 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 that may arise in respect of the borrowing(s) aforesaid and to execute all documents/deeds/papers/writings/agreements as may be necessary, proper, desirable or expedient."

ITEM NO2 : AUTHORITY TO THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF TO SELL, LEASE, MORTGAGE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING(S), THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY BOTH PRESENT OR FUTURE.

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the 13th Annual General Meeting of the Members of the Company held on 29th September 2007 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and it is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of the Board of Directors constituted for the purpose) to sell, mortgage and/or create charge and/or hypothecate and/or lease the whole or substantially the whole of the undertaking(s) of the Company in addition to the mortgage(s)/ charge(s) created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the immovable property of the Company and the whole or any part of the undertaking or undertakings of the Company together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Company's bankers and development/investment financial institutions (hereinafter referred to as the "lenders")/Debtenture Trustees to secure any loans, guarantee, financial assistance, working capital arrangement etc. already availed/to be availed by the Company together with interest thereon at the agreed rate, compound interest, additional interest, liquidated damages, premium on prepayment, costs, charges, expenses and other monies payable by the Company to the said lenders and/or any issue of non convertible debentures, bonds, foreign currency loans and/or compulsorily or optionally, fully or partly convertible debentures linked to equity shares, within the overall ceiling prescribed by the Members of the Company, from time to time, in terms of Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and is hereby authorized to finalize and execute all such deeds, documents and writings, as may be necessary for creating or modifying the aforesaid mortgages and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution."

ITEM NO.3 : TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEE OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with relevant Rules thereof (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), consent of Company be and is hereby accorded to the Board of Directors including Committee thereof (hereinafter referred to as "the Board") (i) to give loan(s) to any person or any other body corporate, or (ii) to give on behalf of the Company any guarantee(s) or to provide any security(ies) in connection with a loan(s) made by any other person, or to any other person by, any body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise make investment in securities of any other body corporate for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Board may exceed sixty percent of the Company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is more, as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed ₹500 Crores (Rupees Five Hundred Crores Only) over and above sixty percent of the Company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is more.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question

or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

By order of the Board of Director
For **Sundaram Multi Pap Limited**

Sd/-
Amrut P. Shah
Chairman & Managing Director
(DIN- 00033120)

Address: 502, Prangan, Malviya Road,
Vile Parle (E), Mumbai – 400 057,
Maharashtra, India

Date:22/07/2014
Place: Mumbai

Registered office:
903, Dev Plaza, Opp Andheri Fire Station,
S.V. Road, Andheri (W),
Mumbai- 400058.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons for the proposed Special Businesses is appended herein.
2. As per Section 110 (1)(a) of the Companies Act, 2013 read with clause (i) and (j) of sub-rule (16) of Rule 12 of the Companies (Management and Administration) Rules, 2014, the approval of the Members under section 180(1)(a) and 186(3) of the Companies Act, 2013, in case of Listed Company, shall be obtained only by means of voting through Postal Ballot, hence, this Postal Ballot is conducted.
3. The postal ballot notice is being sent to all the Members of the Company, whose names appear on the Register of Members/ List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository System (India) Limited (CDSL), as on Cut-off Date i.e. 1st August 2014.
4. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member/Beneficial Owner as on Cut-off Date i.e. 1st August 2014.
5. The Company has appointed Mr. Hemanshu L. Kapadia, Proprietor, M/s. Hemanshu Kapadia and Associates, Practicing Company Secretaries, Mumbai, as the scrutinizers for conducting the postal ballot process. The postal ballot forms and the self-addressed business reply envelop are enclosed for this purpose.
6. A Member desiring to exercise vote by E-voting or Physical postal ballot form, is requested to carefully read the instructions printed on the postal ballot form, as applicable, and cast their votes in electronic mode/return the duly completed form in the attached self-addressed business reply envelop so as to reach the scrutinizer at M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Office No.12, 14th Floor, Navjivan Commercial Premises Co-op. Society, Building No.3, Lamington Road, Mumbai Central, Mumbai - 400008 on or before 8th September 2014, till 5.00 pm. The postal ballot received after that will be treated as if the reply from the member has not been received. The e-voting module shall also be disabled by CDSL for voting thereafter.
7. In compliance with the provisions of section 110 of the Companies act, 2013, read with rule 22 of the companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them and cast their votes electronically instead of dispatching postal ballot form/s.
8. Members can opt for only one mode of voting i.e. either by physical ballot or by electronic mode. If any Member opts for voting by electronic mode, then he/she should not vote by physical ballot also and vice versa. However, in case Member(s) cast vote by both by physical ballot and by electronic mode, then voting done by electronic mode will prevail and voting by physical ballot will be invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.

9. As per the Companies (Management and Administration) Rules, 2014, notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith Postal Ballot Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot form from the link <http://www.evotingindia.com> or from the 'Investors' Section on the Company's website www.sundaramgroups.in.
10. Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the Members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.
11. Members who wish to be present at the time of declaration of the result may do so.
12. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 9th August 2014, from 10.00 am and ends on 8th September 2014, at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 1st August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) 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.
 - (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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.
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Sundaram Multi Pap Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
 - 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.
 - 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 have to create a compliance user should be created who would be able to link the account(s) for 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1& 2:

The Board of Directors of the Company shall not, except with the consent of the Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from Company's Banker in the ordinary course of business), exceeding the aggregate of paid up share capital and its free reserves as per the provisions of Section 180 (1)(c) of the Companies Act, 2013 ("the Act") and its Rules thereunder.

The Members by way of an Ordinary Resolution at the 13th Annual General Meeting of the Members of the Company held on 27th September 2007 had, inter alia, authorized the Board to borrow up to ₹ 500 Crores (Rupees Five Hundred Crores Only).

The Borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the moveable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, as per the terms of the credit facility so sanctioned by the lender(s).

The Members by way of Ordinary Resolution at the 13th Annual General Meeting of the Members of the Company held on 27th September 2007 had, inter alia, authorized Board to secure its borrowing(s) by mortgage/charge on any of the moveable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

The Ministry of Corporate Affairs has issued clarification vide General Circular no.04/2014 dated March 25, 2014 clarifying that the Ordinary Resolutions passed under section 293 of the Companies Act, 1956 are valid for one year from the date on which Section 180 of the Companies Act, 2013 made effective i.e. till September 11, 2014. Therefore, approval of Members is sought by way of passing Special Resolution for increasing the borrowing limit to ₹ 500 Crore (Rupees Five Hundred Crore Only) over and above the aggregate of the paid up share capital and free reserves of the Company and for creation of Charge/Mortgage/ Hypothecation on the assets of the Company for securing the amount not exceeding the borrowing limit of the Company as prescribed by the Members of the Company, from time to time, in terms of Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors accordingly recommended the special resolution set out at Item No. 1 & 2 of the accompanying notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their Relatives are, in any way, concerned or interested, financial or otherwise, in the resolutions set out at the Item No. 1 & 2 above.

ITEM NO. 3:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee(s) or provide any security(ies) beyond the prescribed ceiling of i) 60% of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) 100% of its free reserves and securities premium account, whichever is more, if special resolution is passed by the Members of the Company.

The increase in business operations, cash flows and further growth plans of the Company necessitates financial flexibility to the Company as to invest in the area of business besides utilization of surplus funds available with the Company from time to time. The said investment/loans/guarantees/securities may exceed the limit prescribed under section 186 of the Companies Act, 2013; hence, approval of the Members is required by way of Special Resolution. It is therefore, proposed that the Board of Directors of the Company be authorized to invest into securities of anybody corporate and/or make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) for a amount not exceeding ₹ 500 crores (Rupees Five Hundred Crores Only) over and above the limit specified under section 186(3) of the Companies Act, 2013.

The Board recommends the passing of Special Resolution as set out in the Item No. 3 of the accompanying notice in the interest of the Company.

None of the Directors, Key Managerial Personnel or their Relatives are, in any way, concerned or interested, financial or otherwise, in the resolutions set out at the Item No. 3 above.

By order of the board of directors
For **Sundaram Multi Pap Limited**

Sd/-

Amrut P. Shah
Chairman & Managing Director
(DIN- 00033120)

Address: 502, Prangan, Malviya Road,
Vile Parle (E), Mumbai – 400 057,
Maharashtra, India

Date:22/07/2014

Place: Mumbai

Registered office:

903, Dev Plaza, Opp Andheri Fire Station,
S.V. Road, Andheri (W),
Mumbai- 400058.

Encl.: 1) Postal Ballot Form

2) Self Addressed Postage pre-paid envelope.