

Saturday, June 02, 2018
Ref No.: CIFL/BSE/2018-19

To,
Head - Listing Operations,

BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

(Scrip Code -530879)

Sub: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations, 2015")

Dear Sir/Ma'am,

With reference to the above captioned subject, we, **Capital India Finance Limited (formerly known as Bhilwara Tex- Fin Limited) ("Company")**, hereby inform you that the 24th Annual General Meeting ("AGM") of the members ("Shareholders") of Company was held on Saturday, the 2th day of June 2018 at 9:00 A.M. at the "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003 and business mentioned in the notice dated May 03, 2018, were transacted.

In terms of Regulation 44(3) and any other applicable provisions of the LODR Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rules and Regulations made thereunder and other applicable provisions of the Companies Act, 2013, we submit herewith the Report of Scrutinizer ("Consolidated") dated June 02, 2018, 2018, pursuant to Section 108 of Companies Act, 2013, and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

We trust that the above information meets the requirements of the LODR Regulations and we would be grateful if you could take this information in your records.

**For and on behalf of
Capital India Finance Limited
(formerly known as Bhilwara Tex-Fin Limited)**



**Rachit Malhotra
Company Secretary & Compliance Officer**



Corporate office :
A-1402, One Bkc, 14th Floor,
G - Block, Bandra Kurla Complex,
Bandra (East) Mumbai,
Maharashtra- 400051

Registered Office :
2nd Floor, DLF Centre,
Sansad Marg,
New Delhi - 110001

P : +91 22 4503 6000
E : info@capitalindia.com
CIN No: L74899DL1994PLC128577
(Capital India Finance Ltd - Formerly known as Bhilwara Tex-Fin Ltd)

P : +91 11 4954 6000
W : capitalindia.com



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No -AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
Udyog Aadhaar Number – WB10D0000448

To,
The Chairman,
Capital India Finance Limited
(formerly Known as Bhilwara Tex-Fin Limited),
2nd Floor, DLF Centre,
Sansad Marg, New Delhi DL 110001

Ref: Report of Scrutinizer (“Report”) for the Annual General Meeting (“AGM”) of the Shareholders of Capital India Finance Limited (formerly Known as Bhilwara Tex-Fin Limited) (“Company”) held on Saturday, 2nd day of June 2018, at 9:00A.M. at the “Magnolia” Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003.

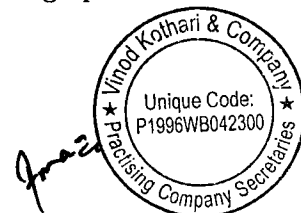
Dear Sir,

In terms of authority vide Board Resolution dated May 03, 2018, the Company has appointed the undersigned, Mr. Aman Nijhawan, of M/s. Vinod Kothari & Company, Practising Company Secretaries, having office at 1006-1009, Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as the Scrutinizer for the purpose of scrutinizing the remote e-voting and the voting process conducted on the below mentioned resolutions passed at the Annual General Meeting (“AGM”) of the Shareholders of the Company, held on Saturday, 2nd day of June 2018, at 9:00 A.M. at the “Magnolia” Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003.

We have separately, on even date, given our report for the results of the remote e-voting and polling process carried at the AGM, as required by Section 108 and 109 of the Companies Act, 2013 (“Act, 2013”). This Consolidated Report is to be read along with the other Reports as well.

We hereby submit our Consolidated Report as under:

- 1) The summary of the results of the voting on each resolution by adjusting the votes received in favour and against a resolution by both the means i.e., through poll as well as remote e-voting are as under:



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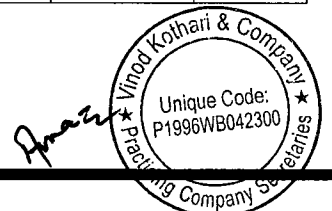
Unique Code – P1996WB042300

PAN No -AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
No.01	31	3137049	100	0	0	0	0	0
No.02	31	3137049	100	0	0	0	0	0
No.03	31	3137049	100	0	0	0	0	0
No.04	31	3137049	100	0	0	0	0	0
No.05	31	3137049	100	0	0	0	0	0
No.06	31	3137049	100	0	0	0	0	0
No.07	31	3137049	100	0	0	0	0	0
No.08	31	3137049	100	0	0	0	0	0
No.09	31	3137049	100	0	0	0	0	0
No.10	31	3137049	100	0	0	0	0	0
No.11	31	3137049	100	0	0	0	0	0
No.12	31	3137049	100	0	0	0	0	0
No.13	31	3137049	100	0	0	0	0	0
No.14	31	3137049	100	0	0	0	0	0



Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph – 022 22614021; 022 30447498
Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016

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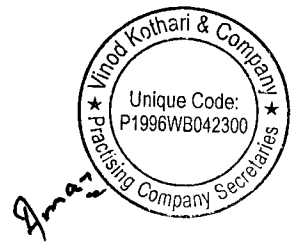
GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

2) The consolidated result of the remote e-voting and the poll on the matter put to vote at the AGM is as under:

- a) **Resolution No. 1: To consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year ended on March 31, 2018, along with Reports of the Board of Directors and the Auditors thereon.**

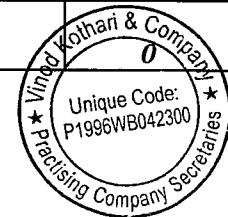
To consider and adopt the audited standalone Financial Statements of the Company comprising of Balance Sheet of the Company as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2018, together with Notes forming part thereof, the audited consolidated Financial Statements of the Company comprising of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the said Financial Year together with Notes forming part thereof and the Reports of the Board of Directors and the Auditors thereon.



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 Udyog Aadhaar Number – WB10D0000448

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	

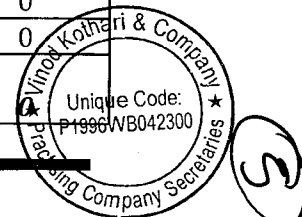


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- b) Resolution No.2: To declare dividend on equity shares of the Company at the rate of Re. 1/- (Rupee One only) per share for the Financial Year ended March 31, 2018.

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		2232300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	



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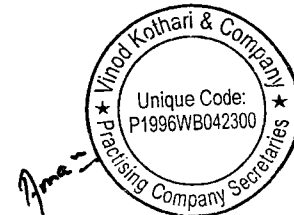
c) **Resolution 3: Appointment of Statutory Auditors to fill casual vacancy and for further period of 5 years i.e. from conclusion of 24th AGM to the conclusion of 29th AGM**

To consider and if thought fit, to pass, the following resolutions as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Sections 139, 140, 142 and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Board of Director(s) ('Board') in their meeting held on May 03, 2018, M/s Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W / W100018), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Divyank Khullar & Associates, Chartered Accountants (Firm Regn. No.: 025755N) at such remuneration as may be mutually agreed between the Board and the Statutory Auditors.

RESOLVED FURTHER THAT pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, read with relevant rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Board, M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company, subject to ratification by members at every Annual General Meeting, at such remuneration as may be mutually agreed by and between the Board and the Statutory Auditors.

RESOLVED FURTHER THAT any Executive Director or Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be deemed necessary and incidental for giving effect to these resolutions including but not limited to filing of requisite forms and documents with the Registrar of Companies and any other authorities.

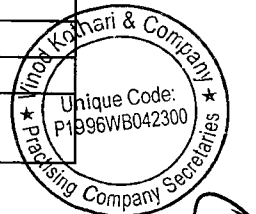


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 Udyog Aadhaar Number – WB10D0000448

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



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d) Resolution 4: Appointment of Mr. Keshav Porwal as the Managing Director of the Company

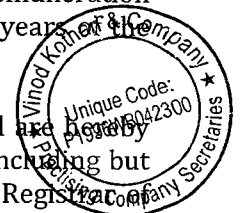
To consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the clause 118(i) of the Articles of Association of the Company, and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof, and the rules made thereunder, any other applicable laws including any amendments or modifications thereto, from time to time, subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee, and the Board, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Keshav Porwal (DIN: 06706341) as the Managing Director of the Company for a tenure of 5 (Five) years, with effect from November 27, 2017, till November 26, 2022, and to be paid total remuneration of up to Rs. 1,68, 00,000/- (Rupees One Crores Sixty-Eight Lakhs only) per annum, including any perquisites and allowances, as may be decided from time to time by the Nomination and Remuneration Committee and the Board of Directors, within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereof.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment, including the remuneration payable to him, as the Managing Director of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Keshav Porwal (DIN: 06706341), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, and the remuneration as may be approved by the Nomination and Remuneration Committee shall be considered as minimum remuneration. Such payment of remuneration will be applicable for any three years of the tenure of Mr. Keshav Porwal (DIN: 06706341) or for such years of his tenure in which inadequacy arises, whichever is lower.

RESOLVED FURTHER THAT any Executive Director or Company Secretary or Chief Financial Officer of the Company be and are jointly and severally authorized to do all such necessary acts/deeds, as may be required, to give effect to these resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."



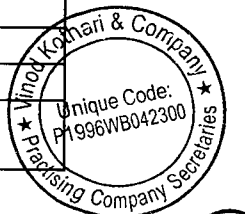
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 Udyog Aadhaar Number – WB10D0000448

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



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e) Resolution 5: Appointment of Mr. Amit Sahai Kulshreshtha as an Executive Director and Chief Executive Officer of the Company

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee, and the Board, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Amit Sahai Kulshreshtha (DIN: 07869849) as an Executive Director of the Company for a tenure of 5 (Five) years, with effect from November 27, 2017, till November 26, 2022, and to be paid total remuneration of up to Rs. 1,68,00,000/- (Rupees One Crores Sixty-Eight Lakhs only) per annum, including any perquisites and allowances, as may be decided from time to time by the Nomination and Remuneration Committee and the Board of Directors, within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereof.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment, including the remuneration payable to him, as an Executive Director of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Amit Sahai Kulshreshtha (DIN: 07869849), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, and the remuneration as may be approved by the Nomination and Remuneration Committee shall be considered as minimum remuneration. Such payment of remuneration will be applicable for any three years of the tenure of Mr. Amit Sahai Kulshreshtha (DIN: 07869849) or for such years of his tenure in which inadequacy arises, whichever is lower.

RESOLVED FURTHER THAT any Executive Director or Company Secretary or Chief Financial Officer of the Company be and are hereby jointly and severally authorized to do all such necessary acts/deeds, as may be required, to give effect to these resolutions including

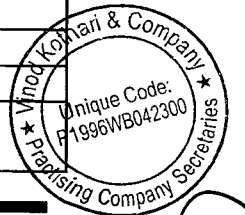


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not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required.

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



Amaz (Signature)

VINOD KOTHARI & COMPANY

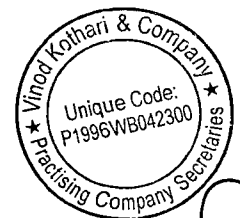
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GSTIN No. - 19AAMFV6726E1ZR
Udyog Aadhaar Number – WB10D0000448

f) Resolution 6 : Appointment of Mr. Vineet Kumar Saxena as Non-Executive Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vineet Kumar Saxena (DIN: 07710277), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director of the Company), as a non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

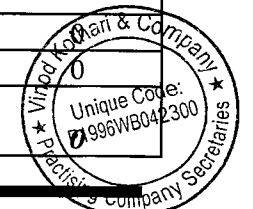
RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."



VINOD KOTHARI & COMPANY

Practising Company Secretaries
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 Kolkata – 700 017, India
 Phone: +91 – 33 – 2281 7715 | 1276 | 3742
 email: vinod@vinodkothari.com
 Web: www.vinodkothari.com
 Unique Code – P1996WB042300
 PAN No -AAMFV6726E
 GSTIN No. - 19AAMFV6726E1ZR
 Udyog Aadhaar Number – WB10D0000448

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	
	Total		904749		904749	0	100	
Total		3502700	3137049	89.56	3137049	0	100	



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Udyog Aadhaar Number – WB10D0000448

g) Resolution 7: Appointment of Ms. Shraddha Kamat Suresh as a Woman Non-Executive Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Shraddha Kamat Suresh (DIN: 07555355), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of director of the Company), as a woman Non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

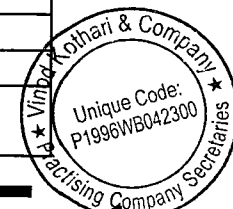
RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."



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 PAN No -AAMFV6726E
 GSTIN No. - 19AAMFV6726E1ZR
 Udyog Aadhaar Number – WB10D0000448

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



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Udyog Aadhaar Number – WB10D0000448

h) Resolution 8: Appointment of Mr. Subodh Kumar as Non-Executive Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Subodh Kumar (DIN: 07781250), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director of the Company), as a Non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

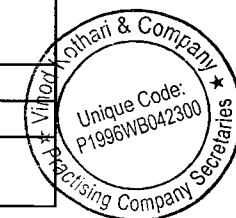


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 Udyog Aadhaar Number – WB10D0000448

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



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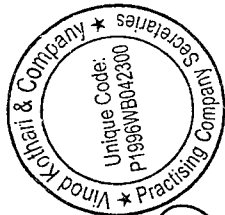
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i) Resolution 9: Appointment of Mr. Vinod Kumar Somani as an Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vinod Kumar Somani (DIN 00327231), who was appointed as an Additional Director in the capacity of an Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act for proposing his candidature for the office of director of the Company, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."



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 GSTIN No. - 19AAMFV6726E1ZR
 Udyog Aadhaar Number – WB10D0000448

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



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j) Resolution 10: Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Achal Kumar Gupta (having DIN 02192183, who was appointed as an Additional Director in the capacity of Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."



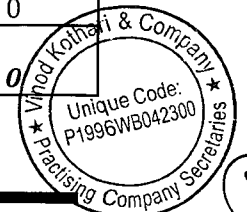
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 GSTIN No. - 19AAMFV6726E1ZR
 Udyog Aadhaar Number – WB10D0000448

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



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Udyog Aadhaar Number – WB10D0000448

k) Resolution 11: Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Promila Bhardwaj (DIN 06428534), who was appointed as an Additional Director in the capacity of Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."



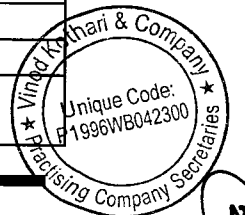
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A handwritten signature in black ink, followed by a circular stamp containing the number "28".

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 Udyog Aadhaar Number – WB10D0000448

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



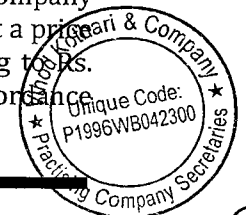
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Udyog Aadhaar Number – WB10D0000448

1) Resolution 12: Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement.

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, as amended from time to time ("Act"), and all other applicable provisions, if any, of the Act, and in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time ("Allotment Rules"), all other applicable provisions, if any, of the Allotment Rules, and in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time ("Capital Rules"), all other applicable provisions, if any, of the Capital Rules, subject to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and/ or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the "Competent Authorities") enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into between the Company with BSE Limited ("BSE"), where the equity shares of the Company are listed ("Listing Agreement"), subject to completion of withdrawal of the rights issue of the Company (along with completion and fulfillment of all other requirement in relation thereto) and subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to issue, offer and allot 3,96,83,000 (Three Crores Ninety Six Lakhs Eighty Three Thousand) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") on preferential allotment basis through private placement, at a price of Rs. 63/- (Rupees SixtyThree only) (including a premium of Rs. 53/- (Rupees Fifty-Three only) per Equity Share aggregating to Rs. 2,50,00,29,000/- (Rupees Two Hundred Fifty Crores Twenty-Nine Thousand only), which is higher than the price arrived at in accordance with the ICDR Regulations, to the following subscribers (collectively known as "Subscribers"):



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1.	Capital India Corp LLP	2,73,83,000	1,72,51,29,000
2.	Samrat Banerjee	19,50,000	12,28,50,000
3.	DharampalSatyapal Limited	45,00,000	28,35,00,000
4.	Sudhir Power Limited	19,50,000	12,28,50,000
5.	RJ Corp Limited	19,50,000	12,28,50,000
6.	Vasudevan Sathyamoorthy	19,50,000	12,28,50,000
	Total	3,96,83,000	2,50,00,29,000

RESOLVED FURTHER THAT the 'Relevant Date' in relation to the issue of the Equity Shares, on preferential allotment basis, in accordance with the ICDR Regulations shall be May 03, 2018, being the date 30 (Thirty) days prior to the date of this Annual General Meeting for passing of this Special Resolution, being June 02, 2018.

RESOLVED FURTHER THAT the said Equity Shares shall be listed on the BSE on which the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the said Equity Shares to be allotted to the Subscribers shall be freely transferable from the date of allotment, subject to applicable lock-in requirements as prescribed by the ICDR Regulations and other applicable laws, as applicable from time to time.

RESOLVED FURTHER THAT the Equity Shares shall only be allotted in dematerialized form to the Subscribers, within a period of 15 (Fifteen) days from the date of passing of this Special Resolution, provided that where any application for any approval or permission by any Competent Authority is pending, the period of 15 (Fifteen) days shall be counted from the date of receiving such approval or permission, as the case may be or such other extended period as may be permitted under ICDR Regulations.



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Unique Code – P1996WB042300
PAN No -AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
Udyog Aadhaar Number – WB10D0000448

RESOLVED FURTHER THAT the Board be and is hereby entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by the Competent Authorities or otherwise as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares, on preferential allotment basis, as may be required to be issued and allotted to the Subscribers and that the said Equity Shares shall rank, in all respects, pari-passu with the existing equity shares of the Company including but not limited to, dividend and other corporate benefits.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary, proper, desirable or expedient for such purpose, including issue and finalization of the private placement offer letter in the prescribed format of the Form PAS-4, finalizing the form of application, entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be required, and also to seek listing of the said Equity Shares on BSE, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the said Equity Shares and in complying with any regulations, as it may in its absolute discretion deem fit and for matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors and / or to one or more Directors with power to delegate to any officer(s) of the Company."



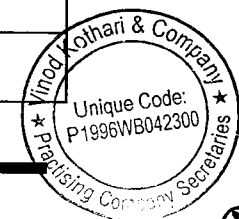
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 Udyog Aadhaar Number – WB10D0000448

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



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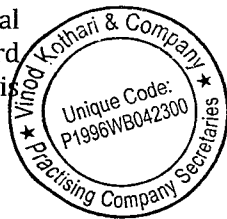
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m) Resolution 13: Issue of non-convertible debentures / debt securities

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 42 of the Companies Act, 2013, as amended from time to time ("Act"), and all other applicable provisions, if any, of the Act, and in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, any other rules, regulations, and guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and / or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the "Competent Authorities") and subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to offer, issue and allot, secured and unsecured, non-convertible debentures, bonds, MTNs and other debt securities (hereinafter collectively referred to as the "Debt Securities"), denominated in Indian Rupees and / or foreign currency, in domestic and / or overseas market, on a private placement basis, up to an amount not exceeding Rs. 1000,00,00,000/- (Rupees One Thousand Crores only), on such terms and conditions and at such times, and at such price, as may be decided by the Board, from time to time, to eligible investors, including bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds, individuals, etc., as the Board may determine and consider proper and most beneficial to the Company, during a period of 1 (One) year from the date of passing of this resolution."



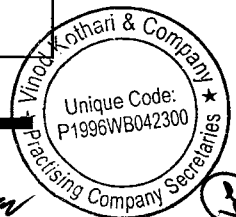
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Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



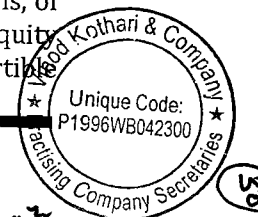
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- n) **Resolution 14: Issue and allotment of securities including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts, American Depository Receipts etc., by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

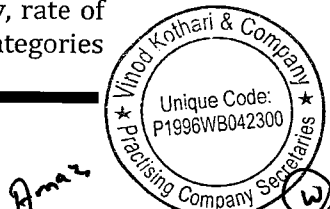
"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, including Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time ("Act") and the rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Act) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") (including any amendment/ modifications thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated from time to time, the Depository Receipt Scheme 2014, the Foreign Exchange Management Act, 1999 ("FEMA"), as amended from time to time, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("Governmental Authorities"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board (hereinafter referred to as the "Board", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") and/or Equity Shares through convertible



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bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe to the Equity Shares and/ or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), convertible preference shares, convertible debentures (compulsorily and/or optionally, fully and/ or partly), Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants into the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures, Foreign Currency Convertible Bonds ("FCCBs"), Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for Equity Shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to Equity Shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutions Placement ("Qualified Institutional Placement" or "QIP") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers ("QIBs") in accordance with Chapter VIII of the ICDR Regulations, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and/or to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, in consultation with the lead managers, advisors or other intermediaries for an aggregate amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of ICDR Regulations) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Company at its absolute discretion including the discretion to determine the categories



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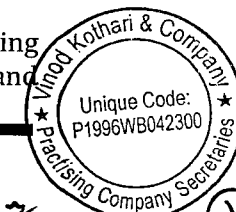
of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary(ies) appointed and / or to be appointed by the Company ("Issue").

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs / ADRs / FCCBs / FCEBs / other securities convertible into Equity Shares, the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such Equity Shares shall rank pari-passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the ICDR Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 12 (Twelve) months from the date of this resolution, or such other time as may be allowed under the ICDR Regulations, at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% (Five Percent) or such percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed Issue and in the event eligible convertible securities (as defined under the ICDR Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities and for the purpose of pricing of the Securities by way of GDRs / ADRs / FCCBs / FCEBs or by way of any other issue(s), shall be either the date of the meeting in which the Board decides to open the proposed Issue of such convertible securities or the date on which the holder of such convertible Securities become entitled to apply for the Equity Shares or the date as specified under the applicable law or regulation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make all filings including as regards the requisite listing application/ prospectus/ offer document/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and



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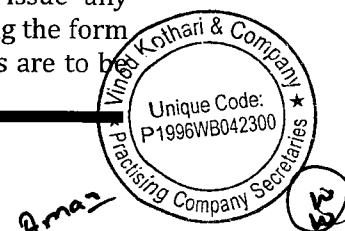
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of any other relevant documents with the Stock Exchanges (in India or abroad), the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint lead manager(s), underwriter(s), guarantor(s), depositories, custodian(s), registrar(s), stabilizing agent(s), trustee(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangement(s), memorandum(s), arrangement(s), placement agreement(s)/ underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement/ payment and conversion agency agreement/ any other agreements or documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) / International Stock Exchanges and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and / or the Securities or instruments representing the same, as described above, the Board be and is hereby authorised to, where required in consultation with the merchant bankers/ lead managers and/or other advisors as mentioned above, do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers and/or such Investors to whom the Securities are to be



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offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities), the execution of various transaction documents, creation of mortgage/ charge in accordance with the provisions of the Act and any other applicable laws or regulations in respect of any Securities, either on a pari-passu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Authorized Persons in their absolute discretion may deem fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in their absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to Issue and allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the Securities and utilization of the issue proceeds as they may in their absolute discretion deem fit."



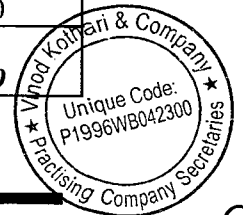
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Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	2232300	2232300	100	2232300	0	100	0
	Poll		0		0	0	0	
	Total		2232300		0	100	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0		0	0	0	
	Total		0		0	0	0	
Public-Non Institutions	E-Voting	1270400	904654	71.22	904654	0	100	0
	Poll		95		95	0	100	0
	Total		904749		904749	0	100	0
Total		3502700	3137049	89.56	3137049	0	100	0



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Note:

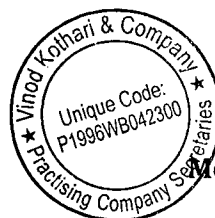
- a) *Invalid votes/polling papers have not been taken into account for counting valid votes.*
- b) *Figures have been rounded off to their nearest numbers for ease of representation.*

All the above Resolutions are passed with requisite majority.

The details of the voting process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

Place: New Delhi
 Date: June 02, 2018

For Vinod Kothari & Company
 Practising Company Secretaries



Aman Nijhawan

Aman Nijhawan
 Membership No: A42277
 CP No.: 15768

VINOD KOTHARI & COMPANY

Practising Company Secretaries
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email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code - P1996WB042300
PAN No - AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
Udyog Aadhaar Number - WB10D0000448

FORM No. MGT-13

Report of the Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
Capital India Finance Limited
(formerly known as Bhilwara Tex-Fin Limited),
2nd Floor, DLF Centre,
Sansad Marg, New Delhi DL 110001

Ref: Annual General Meeting ("AGM") of the Shareholders of Capital India Finance Limited (formerly known as Bhilwara Tex-Fin Limited) ("Company") held on Saturday, 02nd day of June 2018, at 9:00 A.M. at the "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003.

Dear Sir,

In terms of authority vide Board Resolution dated May 3, 2018, the Company has appointed the undersigned, Mr. Aman Nijhawan, of M/s Vinod Kothari & Company, Practising Company Secretaries, having office at 1006-1009, Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as the Scrutinizer for the purpose of scrutinizing the voting process on the below mentioned resolutions passed at the AGM of the Shareholders of the Company, held on Saturday, 2nd day of June 2018, at 9:00 A.M. at the "Magnolia" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003.

We hereby submit our Scrutinizer Report ("Report") on polling process:

1. After the time fixed for closing of the poll by the Chairman, 1 ballot box which was kept for polling, was locked in the presence of the Scrutinizer.
2. The locked ballot box was subsequently opened in the presence of two witnesses i.e., of Mr. Dheeraj Kumar Sharma and Mr. Saurabh Agarwal, by the Scrutinizer and thereafter, the poll papers were diligently scrutinized.
3. The poll papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agent ('RTA') of the Company and the authorizations / proxies lodged with the Company. For the purpose of this report, we have relied upon the details

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provided by the Company regarding specimen signatures, shareholding as on the cut-off date and other requisite information required to us.

4. The result of the Poll is as under:

- a) **Resolution 1: To consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year ended on March, 2018, along with Reports of the Board of Directors and the Auditors thereon.**

To consider and adopt the audited standalone Financial Statements of the Company comprising of Balance Sheet of the Company as on March 31, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2018, together with Notes forming part thereof, the audited consolidated Financial Statements of the Company comprising of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the said Financial Year together with Notes forming part thereof and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00



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b) Resolution 2: To declare dividend on equity shares of the Company at the rate of Re. 1/- (Rupee One only) per share for the Financial Year ended March 31, 2018.

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

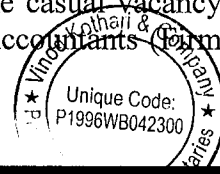
(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

c) Resolution 3: Appointment of Statutory Auditors to fill casual vacancy and for further period of 5 years i.e. from conclusion of 24th AGM to the conclusion of 29th AGM

To consider and if thought fit, to pass, the following resolutions as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to Sections 139, 140, 142 and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Board of Director(s) ('Board') in their meeting held on May 03, 2018, M/s Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W / W100018), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Divyank Khullar & Associates, Chartered Accountants Firm



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Regn. No.: 025755N) at such remuneration as may be mutually agreed between the Board and the Statutory Auditors.

RESOLVED FURTHER THAT pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, read with relevant rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and as recommended by the Board, M/s. Deloitte Haskins & Sells, LLP (Firm Regn. No.: 117366W/W100018), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company, subject to ratification by members at every Annual General Meeting, at such remuneration as may be mutually agreed by and between the Board and the Statutory Auditors.

RESOLVED FURTHER THAT any Executive Director or Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be deemed necessary and incidental for giving effect to these resolutions including but not limited to filing of requisite forms and documents with the Registrar of Companies and any other authorities

(i) Voted in favour of the resolution:

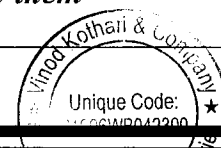
<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>



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d) Resolution 4: Appointment of Mr. Keshav Porwal as the Managing Director of the Company

To consider and, if thought fit, to pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the clause 118(i) of the Articles of Association of the Company, and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof, and the rules made there under, any other applicable laws including any amendments or modifications thereto, from time to time, subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee, and the Board, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Keshav Porwal (DIN: 06706341) as the Managing Director of the Company for a tenure of 5 (Five) years, with effect from November 27, 2017, till November 26, 2022, and to be paid total remuneration of up to Rs. 1,68,00,000/- (Rupees One Crores Sixty-Eight Lakhs only) per annum, including any perquisites and allowances, as may be decided from time to time by the Nomination and Remuneration Committee and the Board of Directors, within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereof.

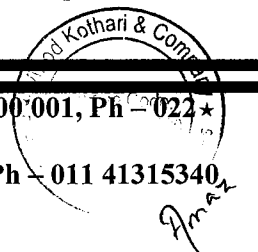
RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment, including the remuneration payable to him, as the Managing Director of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Keshav Porwal (DIN: 06706341), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, and the remuneration as may be approved by the Nomination and Remuneration Committee shall be considered as minimum remuneration. Such payment of remuneration will be applicable for any three years of the tenure of Mr. Keshav Porwal (DIN: 06706341) or for such years of his tenure in which inadequacy arises, whichever is lower.

RESOLVED FURTHER THAT any Executive Director or Company Secretary or Chief Financial Officer of the Company be and are hereby jointly and severally authorized to do all such necessary acts/deeds, as may be required, to give effect to these resolutions including but not limited to making application to the Central Government for its approval, if required and/or

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making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

e) Resolution 5: Appointment of Mr. Amit Sahai Kulshreshtha as an Executive Director and Chief Executive Officer of the Company

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereof, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee, and the Board, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Amit Sahai Kulshreshtha (DIN: 07869849) as an Executive Director of the Company for a tenure of 5 (Five) years, with effect from November 27, 2017, till

Amit

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November 26, 2022, and to be paid total remuneration of up to Rs. 1,68, 00,000/- (Rupees One Crores Sixty-Eight Lakhs only) per annum, including any perquisites and allowances, as may be decided from time to time by the Nomination and Remuneration Committee and the Board of Directors, within the limits specified under Section 197 of the Companies Act, 2013, read with Schedule V thereof.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment, including the remuneration payable to him, as an Executive Director of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Amit Sahai Kulshreshtha (DIN: 07869849), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, and the remuneration as may be approved by the Nomination and Remuneration Committee shall be considered as minimum remuneration. Such payment of remuneration will be applicable for any three years of the tenure of Mr. Amit Sahai Kulshreshtha (DIN: 07869849) or for such years of his tenure in which inadequacy arises, whichever is lower.

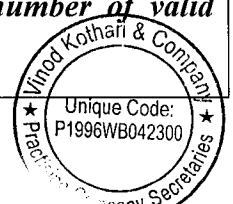
RESOLVED FURTHER THAT any Executive Director or Company Secretary or Chief Financial Officer of the Company be and are hereby jointly and severally authorized to do all such necessary acts/deeds, as may be required, to give effect to these resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>



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(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

f) Resolution 6: Appointment of Mr. Vineet Kumar Saxena as Non-Executive Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vineet Kumar Saxena (DIN: 07710277), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director of the Company), as a non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

(i) Voted in favour of the resolution:



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<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

g) Resolution 7 : Appointment of Ms. Shraddha Kamat Suresh as a Woman Non-Executive Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Shraddha Kamat Suresh (DIN: 07555355), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of director of the Company), as a woman Executive Director of the Company whose period of office shall be liable to retire by rotation.



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RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

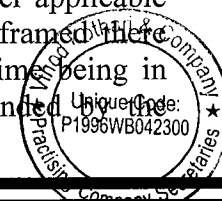
(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

h) Resolution 8: Appointment of Mr. Subodh Kumar as Non-Executive Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the



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Udyog Aadhaar Number – WB10D0000448

Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Subodh Kumar (DIN: 07781250), who was appointed as an Additional Director of the Company with effect from November 27, 2017, in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director of the Company), as a Non-Executive Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

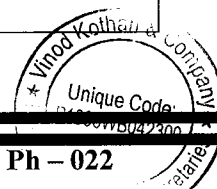
<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

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VINOD KOTHARI & COMPANY

Practising Company Secretaries
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Kolkata – 700 017, India
Phone: +91 – 33 – 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
Udyog Aadhaar Number – WB10D0000448

i) Resolution 9: Appointment of Mr. Vinod Kumar Somani as an Independent Director of the Company

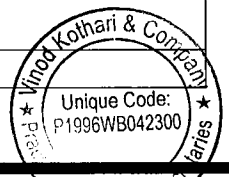
To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vinod Kumar Somani (DIN 00327231), who was appointed as an Additional Director in the capacity of an Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act for proposing his candidature for the office of director of the Company, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100



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(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

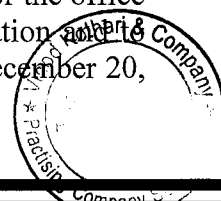
(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

j) Resolution 10: Appointment of Mr. Achal Kumar Gupta as an Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Achal Kumar Gupta (having DIN 02192183, who was appointed as an Additional Director in the capacity of Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of director, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."



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Udyog Aadhaar Number – WB10D0000448

RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

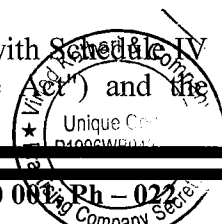
k) Resolution 11: Appointment of Ms. Promila Bhardwaj as an Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the

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Udyog Aadhaar Number – WB10D0000448

Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals as may be necessary and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Promila Bhardwaj (DIN 06428534), who was appointed as an Additional Director in the capacity of Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board with effect from December 20, 2017."

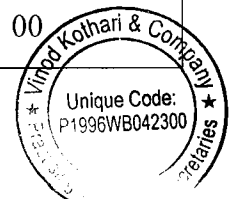
RESOLVED FURTHER THAT any Executive Director or Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as they may in their absolute discretion deem fit, to give effect to the aforementioned resolutions including but not limited to making application to the Central Government for its approval, if required and/or making filings with the Registrar of Companies and to issue certified true copies of these resolutions as and when required."

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00



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PAN No - AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
Udyog Aadhaar Number – WB10D0000448

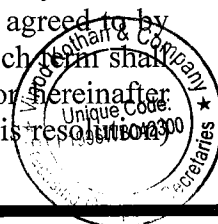
(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

1) Resolution 12: Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement.

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, as amended from time to time ("Act"), and all other applicable provisions, if any, of the Act, and in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time ("Allotment Rules"), all other applicable provisions, if any, of the Allotment Rules, and in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time ("Capital Rules"), all other applicable provisions, if any, of the Capital Rules, subject to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and/ or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the "Competent Authorities") enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into between the Company with BSE Limited ("BSE"), where the equity shares of the Company are listed ("Listing Agreement"), subject to completion of withdrawal of the rights issue of the Company (along with completion and fulfillment of all other requirement in relation thereto) and subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution



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Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

the consent of the members of the Company be and is hereby accorded to issue, offer and allot 3,96,83,000 (Three Crores Ninety Six Lakhs Eighty Three Thousand) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") on preferential allotment basis through private placement, at a price of Rs. 63/- (Rupees SixtyThree only) (including a premium of Rs. 53/- (Rupees Fifty-Three only) per Equity Share aggregating to Rs. 2,50,00,29,000/- (Rupees Two Hundred Fifty Crores Twenty-Nine Thousand only), which is higher than the price arrived at in accordance with the ICDR Regulations, to the following subscribers (collectively known as "Subscribers"):

S.No.	Name of Subscriber	Number of Equity Shares	Amount in Rs.
1.	Capital India Corp LLP	2,73,83,000	1,72,51,29,000
2.	Samrat Banerjee	19,50,000	12,28,50,000
3.	Dharampal Satyapal Limited	45,00,000	28,35,00,000
4.	Sudhir Power Limited	19,50,000	12,28,50,000
5.	RJ Corp Limited	19,50,000	12,28,50,000
6.	Vasudevan Sathyamoorthy	19,50,000	12,28,50,000
	Total	3,96,83,000	2,50,00,29,000

RESOLVED FURTHER THAT the 'Relevant Date' in relation to the issue of the Equity Shares, on preferential allotment basis, in accordance with the ICDR Regulations shall be May 03, 2018, being the date 30 (Thirty) days prior to the date of this Annual General Meeting for passing of this Special Resolution, being June 02, 2018.

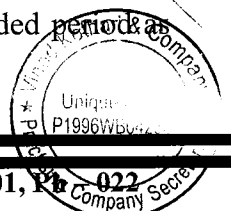
RESOLVED FURTHER THAT the said Equity Shares shall be listed on the BSE on which the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the said Equity Shares to be allotted to the Subscribers shall be freely transferable from the date of allotment, subject to applicable lock-in requirements as prescribed by the ICDR Regulations and other applicable laws, as applicable from time to time.

RESOLVED FURTHER THAT the Equity Shares shall only be allotted in dematerialized form to the Subscribers, within a period of 15 (Fifteen) days from the date of passing of this Special Resolution, provided that where any application for any approval or permission by any Competent Authority is pending, the period of 15 (Fifteen) days shall be counted from the date of receiving such approval or permission, as the case may be or such other extended period as may be permitted under ICDR Regulations.

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RESOLVED FURTHER THAT the Board be and is hereby entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by the Competent Authorities or otherwise as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares, on preferential allotment basis, as may be required to be issued and allotted to the Subscribers and that the said Equity Shares shall rank, in all respects, pari passu with the existing equity shares of the Company including but not limited to, dividend and other corporate benefits.

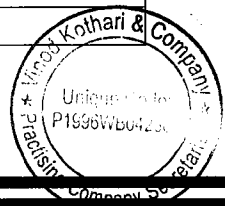
RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary, proper, desirable or expedient for such purpose, including issue and finalization of the private placement offer letter in the prescribed format of the Form PAS-4, finalizing the form of application, entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be required, and also to seek listing of the said Equity Shares on BSE, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the said Equity Shares and in complying with any regulations, as it may in its absolute discretion deem fit and for matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors and / or to one or more Directors with power to delegate to any officer(s) of the Company."

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:



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<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

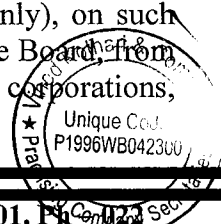
m) Resolution 13: Issue of non-convertible debentures / debt securities

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013, as amended from time to time ("Act"), and all other applicable provisions, if any, of the Act, and in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, any other rules, regulations, and guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and / or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the "Competent Authorities") and subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to offer, issue and allot, secured and unsecured, non-convertible debentures, bonds, MTNs and other debt securities (hereinafter collectively referred to as the "Debt Securities"), denominated in Indian Rupees and / or foreign currency, in domestic and / or overseas market, on a private placement basis, up to an amount not exceeding Rs. 1000,00,00,000/- (Rupees One Thousand Crores only), on such terms and conditions and at such times, and at such price, as may be decided by the Board, from time to time, to eligible investors, including bodies corporate(s), statutory corporations,

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commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds, individuals, etc., as the Board may determine and consider proper and most beneficial to the Company, during a period of 1 (One) year from the date of passing of this resolution."

(i) Voted in favour of the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
00	00	00

(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

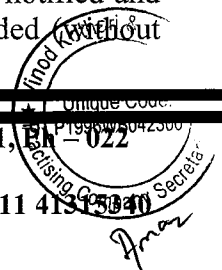
n) **Resolution 14: Issue and allotment of securities including equity shares, convertible preference shares, convertible debentures, Global Depository Receipts, American Depository Receipts etc., by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, including Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time ("Act") and the rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without

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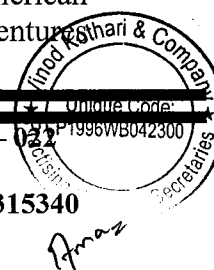
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GSTIN No. - 19AAMFV6726E1ZR
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reference to the provisions thereof that have ceased to have effect upon notification of sections of the Act) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") (including any amendment/modifications thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated from time to time, the Depository Receipt Scheme 2014, the Foreign Exchange Management Act, 1999 ("FEMA"), as amended from time to time, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India, the Registrar of Companies or any other relevant authority from time to time ("Governmental Authorities"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board (hereinafter referred to as the "Board", which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe to the Equity Shares and/ or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), convertible preference shares, convertible debentures

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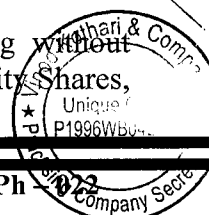
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(compulsorily and/or optionally, fully and/ or partly), Commercial Papers and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants into the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures, Foreign Currency Convertible Bonds ("FCCBs"), Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for Equity Shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to Equity Shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/or private offerings, Qualified Institutions Placement ("Qualified Institutional Placement" or "QIP") and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers ("QIBs") in accordance with Chapter VIII of the ICDR Regulations, (whether residents and/or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and/or to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, in consultation with the lead managers, advisors or other intermediaries for an aggregate amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of ICDR Regulations) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Company at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary(ies) appointed and / or to be appointed by the Company ("Issue").

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs / ADRs / FCCBs / FCEBs / other securities convertible into Equity Shares,

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the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such Equity Shares shall rank pari-passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars.

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the ICDR Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within 12 (Twelve) months from the date of this resolution, or such other time as may be allowed under the ICDR Regulations, at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% (Five Percent) or such percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed Issue and in the event eligible convertible securities (as defined under the ICDR Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities and for the purpose of pricing of the Securities by way of GDRs / ADRs / FCCBs / FCEBs or by way of any other issue(s), shall be either the date of the meeting in which the Board decides to open the proposed Issue of such convertible securities or the date on which the holder of such convertible Securities become entitled to apply for the Equity Shares or the date as specified under the applicable law or regulation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make all filings including as regards the requisite listing application/ prospectus/ offer document/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the Securities and Exchange Board of India, the Reserve Bank of India, the Government of India, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and

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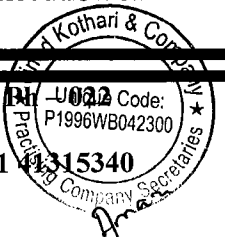
allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint lead manager(s), underwriter(s), guarantor(s), depositories, custodian(s), registrar(s), stabilizing agent(s), trustee(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangement(s), memorandum(s), arrangement(s), placement agreement(s)/ underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement/ payment and conversion agency agreement/ any other agreements or documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) / International Stock Exchanges and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and / or the Securities or instruments representing the same, as described above, the Board be and is hereby authorised to, where required in consultation with the merchant bankers/ lead managers and/or other advisors as mentioned above, do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers and/or such Investors to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities), the execution of

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various transaction documents, creation of mortgage/ charge in accordance with the provisions of the Act and any other applicable laws or regulations in respect of any Securities, either on a pari-passu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Authorized Persons in their absolute discretion may deems fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in their absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to Issue and allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to sign all documents and settle all questions, difficulties, or doubts that may arise in regard to the issue, offer and allotment of the Securities and utilization of the issue proceeds as they may in their absolute discretion deem fit."

(i) Voted in favour of the resolution:

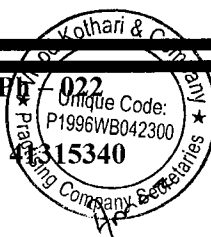
<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
21	95	100

(ii) Voted against the resolution:

<i>Numbers of members present and voting (in person or by proxy)</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
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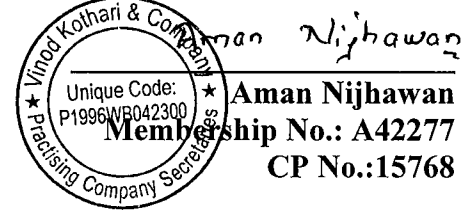
(iii) Invalid votes:

<i>Total numbers of members (in person or by proxy) whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
00	00

5. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR” and/ “AGAINST” for each resolution along with the poll papers and all other relevant records will be sealed and handed over to the Company Secretary / Director/ Authorized Representative authorized by the Board for safe keeping.

Place: New Delhi
Date: June 2, 2018

**For Vinod Kothari & Company
Practising Company Secretaries**



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