



Change !!



Sankhya InfoTech Limited
20th Annual Report 2016-17
We believe in people



CONTENTS

Sl.No.	Particulars	Page No.
1	Company Information	6
2	Notice	7
3	Financial Highlights	21
4	Director's Report	24
5	Report on Corporate Governance	29
6	Form AOC-1	39
7	MGT 9 (Extract of Annual Return)	40
8	Management Discussion and Analysis	47
9	Secretarial Audit Report	49
10	Auditor's Report on Financial Statements	51
11	Balance Sheet	55
12	Profit and Loss Account	56
13	Cash flow statement	57
14	Significant Accounting Policies and Notes on Accounts	58
15	Notes to Financial Statements	60
16	Balance Sheet Abstract and Company's General Business Profile	73
17	Auditors' Report on Consolidated Financial Statements	74
18	Consolidated Balance Sheet	76
19	Consolidated Profit and Loss Account	77
20	Consolidated Cash Flow Statement	78
21	Significant Account Policies and Notes to Consolidated Accounts	79
22	Route Map for AGM Venue	92
23	Proxy form	93
24	Attendance Slip	95

*we always stand ahead in **innovation** !!*



innovation for advanced learning



FAA OFFICE OF PUBLIC AFFAIRS

INFORMATION TECHNOLOGY SERVICES

800 INDEPENDENCE AVE., WASHINGTON D.C., 20591

MR. Sndhar Nadupalli
Director - Systems
Sankhya Infotech Limited
Secunderabad
INDIA - 500 003

January 29th 1998.

Dear MR.

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Industry.

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Business



Vol. XI No. 6

दिल्ली समाचार का सप्ताहिक संस्करण
The Punjab Newsmagazine of New Delhi

शुक्रवादि/January 1998

IA INTRODUCES

WORLD'S FIRST REMOTE TRAINING FACILITY

The 'remote access mode' Computer Based Training (CBT) facility for the cockpit crew was inaugurated by Chairman and Managing Director P.C. Sen, who opened the web site and the CBT facility at the Airlines House on December 31.

The training would be provided through our Hyderabad based Central Training Establishment. This facility is at present available only in three institutions in Europe and the United States.

In India, this training facility, however, would be provided through 'remote access' — for the first time in the world. Indian Airlines, for the first time would be indigenously developing 'high-end software' technology products for training civil aviation personnel with technical collaboration of an Indian company — Sankhya Infotech, a world leader in development of advanced computer based training products for the aviation industry.

This tie-up would result in saving an initial cost of Rs. two crore in foreign exchange and the recurring costs, besides projecting India as self-reliant in an area known to be heavily dependent on the advanced nations for technical know-how.

The training modules for the aviation industry are complex software products involving deep understanding of the technical and operational aspects of an aircraft.

Many world airline companies have made rapid progress in providing effective training to their personnel using scientific methods and information technology as an effective tool resulting in much less incidence of error and greater air safety.

The computer based training gives the aviation trainees a user friendly environment, and CBT would come with 'self-tuition and self-evaluation' tools which would build confidence in them.



Capt. M.V.V. Rao explaining a point before CMD Sen opened the CBT web site

IA inches towards net profit

The year gone by has yet again been one in which not a single man-hour was lost due to agitation/strike by our employees, creating a history of sorts for the second year in succession.

The cooperation extended by all the Unions and Associations in the last two years has been a tower of strength for the airline's management. The result will be seen in the form of turning the airline around — from loss-making to a profit making one, and soon.

It is in this context that the letter sent by the ICA General Secretary, Capt. Ajit Singh to Chairman and Managing Director Sen assumes importance. Conveying New Year greetings on behalf of ICA to the CMD, he wrote, "ICA looks forward to a year of industrial peace and harmony and assures you of its full cooperation in fulfilling our airline's commitment to the customers."

This then is the spirit — of working with a single-minded devotion to serve our customers — that would take the airline to greater heights.

Indian Airlines made a net profit of Rs. 16.60 crore in the first nine months of this financial year. And with the continued commitment shown by employees, the airline is all set to end the current financial year with a net profit of over Rs. 40 crore — the first ever after a gap of almost a decade.

Last year during the corresponding period (April to December 1996), the airline had suffered a net loss of Rs. 95.35 crore.

We could have fared even better than

achieving the net profit of Rs. 16.60 crore but for stagnancy in traffic growth and with a bit of luck with the weather (fog primarily), and, of course, some tightening of belt. One area that needs special attention is overtime which showed an increase of Rs. 6.18 crore during April-December 1997 over the corresponding period in 1996.

Abdull Shams

Fleet expansion in phases — Ghosh

Indian Airlines will expand its fleet in phases during 1997-2003 through a mix of operating lease and outright purchases. This will be part of the airline's plans to replace its fleet of A300 and B737 aircraft in a phased manner.

Speaking on "Indian Airlines: An overview" at the Seventh International Aviation Seminar at Bangalore on January 21, Deputy Managing Director N.C. Ghosh said that the investment on this fleet acquisition was estimated at Rs. 6100 crore by 2003-03.

The expansion and replacement plan will bring in an estimated 105 aircraft to Indian Airlines by 2003, including the 30 existing A320 aircraft.

This will also bring down the current average age of the fleet from 10.5 years to 6.5 years, he added.

Ghosh informed that Indian Airlines' market share, which had come down steeply to 53 percent following the entry of the private operators, has gradually risen to 67 percent now.



Director (Audit) S.D. Arora has been appointed Deputy Managing Director of Indian Airlines from January 1. Arora will be in charge of the Central Training Establishment, Medical, Ground Support and Civil Engineering.

"World's first remote training facility launched way back in 1997 was Recognized as pioneering research done In the field of aviation training by US-FAA"

*“we always strived hard and honored our commitments
and stood by our promise”*



Values !! *that we steadfastly honor and cherish*



COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. N Sridhar (DIN: 00089548)	:	Chairman & Managing Director
Mr. N Srinivas (DIN: 00089511)	:	Vice Chairman
CA CH. Anand (DIN: 02783203)	:	Independent Director
Dr. J V Rao (DIN: 06758800)	:	Independent Director
Ms. N Nalini (DIN: 07244427)	:	Woman Director
Mr. Partha S Pudhota (DIN: 07516057)	:	Independent Director
Ms. Kishwar Fatima	:	Company Secretary

BANKERS

IDBI Bank Ltd
CBG – Specialized Corporate Branch
#5-9-89/1 & 2, Chapel Road, Hyderabad – 500001, Telangana

STATUTORY AUDITORS

Komandoor & Co. LLP, Chartered Accountants
1-504, Divya Shakti Complex, 7-1-58, Dharamkaran Road, Ameerpet,
Hyderabad – 500016, Telangana

REGISTERED OFFICE

Plot no: 8-2-686/DB/19, Mount View Enclave,
Road No # 12, Banjara Hills, Hyderabad - 500034, Telangana

ISIN: INE877A01013

CIN: L72200TG1997PLC045396

Listed on: BSE Limited (BSE)

Scrip Code: 532972

REGISTRAR & TRANSFER AGENTS

Karvy Computershare Private Limited, Karvy
Selenium Tower, B, Plot No: 31 & 32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Mandal, Hyderabad – 500 032, Telangana
Tel: +91- 40 - 6716 1500, 3321 1000.
Fax: +91-40 – 2342 0814, 2300 1153
E-mail: einward.ris@karvy.com
Website: www.karvy.com

NOTICE

NOTICE is hereby given that the Twentieth (20th) Annual General Meeting of the Members of Sankhya Infotech Limited will be held on Tuesday, 28th November 2017, at 4:00 P.M. at The Plaza Hotel, Opposite Greenland's Beside CM Camp office, Begumpet, Hyderabad – 500016, Telangana - to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended on 31st March 2017, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. N. Sridhar (DIN: 00089548), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Adoption of Articles of Association as per the provisions of the Companies Act, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

4. **Alteration of Memorandum of Association by deleting other objects clause.**

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded for alteration of the Memorandum of Association of the Company by deleting Clause III (C) – 'Other Objects' and accordingly Memorandum of Association will no longer carry Other objects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

5. **To Issue Convertible Equity Warrants on Preferential basis to Promoter/Promoter Group.**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder (including any statutory modifications) or the re-enactment thereof for being in force (The Companies Act) 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 Companies Act) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended (the "LODR Regulations") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, Securities and Exchange Board of India (SEBI), Foreign Exchange Management Act 1999 read with the regulations made thereunder (including any statutory modifications) and any other guidelines and clarifications issued by any other competent authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company, Listing Agreements entered into by the Company with the Stock Exchange where the equity shares of the Company are listed (the "Stock Exchanges") and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the company (hereinafter referred to as "The Board" which term shall be deemed to include any committees(s)/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any



other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the company be and is hereby accorded to the Board to issue, offer and allot, from time to time in one or more tranches 14,51,852 (Fourteen Lakhs Fifty One Thousand Eight Hundred and Fifty Two Only) warrants ("Equity Warrants") on preferential basis to the following Promoters, each convertible into one equity shares of face value of Rs. 10 (Rupees Ten Only) each at issue price of Rs.48.83 (Rupees Forty Eight and Eighty Three Paise only) including premium of Rs. 38.83 (Rupees Thirty Eight and Eighty Three Paise only) each aggregating to Rs.7,08,93,933.16 (Rupees Seven Crores Eight Lakhs Ninety Three Thousand Nine Hundred Thirty Three and Sixteen Paise Only) on such terms and conditions as may be determined by the Board in accordance with provisions of the SEBI (ICDR) Regulations or other applicable laws:

Sr. No.	Allottees	No. of warrants to be allotted
1.	N. Ramakrishna Rao	2,67,000
2.	N Parvatavardhani	1,92,478
3.	N Indira Ramani	7,90,821
4.	N Gayatri	2,01,553
Total		14,51,852

"RESOLVED FURTHER THAT the equity shares allotted on exercise of the warrants shall upon conversion rank pari passu with the existing shares of the Company in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time."

"RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the 'Relevant Date.' The "relevant date" for the purpose of pricing of equity shares is 29th October, 2017 i.e., thirty days prior to the date on which this General meeting is held in terms of section 42 and section 62 1(c) of the Companies Act, 2013" (AGM to be held on 28th November, 2017).

"RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottee within a period of 15 days from the date of passing this resolution, provided that where the allotment of said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- The equity shares to be so allotted on exercise the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of

the Memorandum of Association and Articles of Association of the Company. The Equity Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.

- A Equity Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Equity Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. An Equity Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Equity Warrant holder(s) at the time of exercising the Equity Warrant.
- The issue of the Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- In the event the Equity Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Equity Warrants, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- In the event of the Company making a bonus issue by way of capitalisation of its reserves, or a right offer by way of issue of new Equity Shares, prior to allotment of equity shares resulting from the exercise of the equity warrants, the issue price of the Equity shares to be allotted against such warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.
- The Warrants and the Equity shares allotted pursuant to exercise of such warrants shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment thereto from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in

connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

6. To Issue Convertible Equity warrants on preferential basis to Non-Promoter Individuals (Investors)

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder (including any statutory modifications) or the re-enactment thereof for being in force (The Companies Act) 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 Companies Act) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended (the "LODR Regulations") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank

of India, Securities and Exchange Board of India (SEBI), Foreign Exchange Management Act 1999 read with the regulations made thereunder (including any statutory modifications) and any other guidelines and clarifications issued by any other competent authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company, Listing Agreements entered into by the Company with the Stock Exchange where the equity shares of the Company are listed (the "Stock Exchanges") and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the company (hereinafter referred to as "The Board" which term shall be deemed to include any committees(s)/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the company be and is hereby accorded to the Board to issue, offer and allot, from time to time in one or more tranches 4,00,000 (Four Lakhs Only) warrants ("Equity Warrants") on preferential basis to the following non-promoters individuals (the "Investors"), each convertible into one equity shares of face value of Rs. 10 (Rupees Ten Only) each fully paid-up at issue price of Rs.48.83 (Rupees Forty Eight and Eighty Three Paise only) including premium of Rs. 38.83 (Rupees Thirty Eight and Eighty Three Paise only) each aggregating to Rs.1,95,32,000 (Rupees One Crore Ninety Five Lakhs Thirty Two Thousand Only) on such terms and conditions as may be determined by the Board in accordance with provisions of the SEBI (ICDR) Regulations or other applicable laws:

Sr. No.	Allottees	No. of warrants to be allotted
1.	Mr. P Aditya	1,00,000
2.	Mr. G Ravindran	1,00,000
3.	Mr. SR Christopher	1,00,000
4.	Mrs. V Neelima	1,00,000
Total		4,00,000

"RESOLVED FURTHER THAT the equity shares allotted on exercise of the warrants shall upon conversion rank pari passu with the existing shares of the Company in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time."

"RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the 'Relevant Date.' The "relevant date" for the purpose of pricing of equity



shares is 29th October, 2017 i.e., thirty days prior to the date on which this General meeting is held in terms of section 42 and section 62 1(c) of the Companies Act, 2013" (AGM to be held on 28th November, 2017).

"RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottee within a period of 15 days from the date of passing this resolution, provided that where the allotment of said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- i) The equity shares to be so allotted on exercise the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Equity Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.
- ii) A Equity Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Equity Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. An Equity Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Equity Warrant holder(s) at the time of exercising the Equity Warrant.
- iii) The issue of the Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the Equity Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Equity Warrants, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- v) In the event of the Company making a bonus issue by way of capitalisation of its reserves, or a right offer by way of issue of new Equity Shares, prior to allotment of equity shares resulting from the exercise of the equity warrants, the issue price of the Equity shares to be allotted against such warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.

- vi) The Warrants and the Equity shares allotted pursuant to exercise of such warrants shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment thereto from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive ."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

7. **Issue of equity shares on preferential basis to other.**

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