



CELEBRATING
25
years
1986-2011

Sujana Metal Products Limited

21st ANNUAL REPORT

2009 - 2011





CORPORATE INFORMATION

BOARD OF DIRECTORS

CHAIRMAN	:	Shri Y.S. Chowdary
MANAGING DIRECTOR	:	Shri R.K.Birla
DIRECTORS	:	Shri G.Srinivasa Raju Shri S.Hanumantha Rao Shri N.Srikrishna* Shri J. Ramakrishnan* Dr. K.Srinivasa Rao* Dr. V.Malakonda Reddy* Shri Ashok Kumar De*, IDBI Nominee * Independent, Non-Executive Directors

MANAGEMENT COMMITTEE	:	Shri Y.S.Chowdary Shri G.Srinivasa Raju Shri R.K.Birla Shri S.Hanumantha Rao
-----------------------------	---	---

AUDIT COMMITTEE	:	Shri N.Srikrishna Shri S.Hanumantha Rao Dr.K.Srinivasa Rao Dr.V.Malakonda Reddy
------------------------	---	--

SHARE TRANSFER COMMITTEE	:	Shri Y.S.Chowdary Shri G.Srinivasa Raju Shri R.K.Birla
---------------------------------	---	--

SHAREHOLDERS' GRIEVANCES COMMITTEE	:	Shri S.Hanumantha Rao Shri Y.S.Chowdary Shri G.Srinivasa Raju
---	---	---

REMUNERATION COMMITTEE	:	Dr. K.Srinivasa Rao Shri J.Ramakrishnan Dr. V. Malakonda Reddy
-------------------------------	---	--

COMPANY SECRETARY	:	Shri Shaik Ibraheem
--------------------------	---	---------------------

CHIEF FINANCIAL OFFICER	:	Shri V.R.Chary
--------------------------------	---	----------------

STATUTORY AUDITORS	:	M/s. Deloitte Haskins & Sells Chartered Accountants, Hyderabad.
---------------------------	---	---

BANKERS	:	Andhra Bank Bank of Baroda Bank of India IDBI Bank Limited Indian Overseas Bank Indian Bank Karnataka Bank Limited State Bank of Patiala Punjab National Bank Lakshmi Vilas Bank Oriental Bank of Commerce
----------------	---	--

SUJANA METAL PRODUCTS LIMITED

REGISTERED OFFICE	:	Plot No.18, Nagarjuna Hills, Panjagutta, Hyderabad-500082, Andhra Pradesh
WORKS	:	Hyderabad : <ul style="list-style-type: none">i) Survey No.296/7/9ii) Plot No. 4, Survey No.296/7/7, 8 & 11,iii) Survey No. 296/7/7, 296/7/8, 296/7/11iv) Survey No. 296/7/7, 8 & 11, IDA Bollaram, Jinnaram Mandal Medak District-502325, (A.P).(v) Survey No. 197 & 197, Parigi Road, Elikatta Village, Shadnagar, Mahaboobnagar District, Andhra Pradesh.(vi) Cut and Bend Division : Survey No. 204, 205 & 206 Elikatta Gram Panchayat, Farooq Nagar Mandal, Mahaboob Nagar District - 509216, Andhra Pradesh.(vii) Trading Division : Plot No. 4, Survey No. 296/7/7A, IDA Bollaram, Jinnaram Mandal Medak District-502325, Andhra Pradesh. Chennai: <ul style="list-style-type: none">i. Survey No. 204/8B, Manjankaranai Village, Chengai, M.G.R. District - 620 502, Tamilnaduii. Plot No. B-20E, SIPCOT Industrial Complex, Gummidi Pondi, Chennai, Tamilnadu.iii. 150, Vichur Road, Vichur Village, Ponneri Taluq, Tiruvellure District, Tamilnadu. Visakhapatnam : Sanivada Village, Rajeevnagar, Visakhapatnam-530046.
LISTING	:	Equity Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. The Madras Stock Exchange Limited (MSE) Exchange Building, P.Box 183, 11, 2nd Line Beach, Chennai – 600 001. Global Depository Receipts (GDRs) Luxembourg Stock Exchange, Societe De La Bourse De Luxembourg, B.P.165, L-2011, Luxembourg.
REGISTRAR & SHARE TRANSFER AGENTS	:	M/s. Bigshare Services Private Limited G-10, Left Wing, Amrutha Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082. Phone No: 040 – 2337 4967.

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of the Company will be held on Saturday, the 24th day of September, 2011 at "Kohinoor", Taj Deccan, Road No. 1, Banjara Hills, Hyderabad-500 034, Andhra Pradesh at 11.30 A.M. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited balance sheet of the Company as at 31st March, 2011 and the profit and loss account for the period ended 31st March, 2011 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Y.S.Chowdary, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr.V.Malakonda Reddy, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration. The retiring auditors M/s. Deloitte Haskins & Sells, Chartered Accountants, Hyderabad are eligible for re-appointment.

SPECIAL BUSINESS

5. **To consider and if though fit, to pass with or without modifications, the following resolution as a Special Resolution.**

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government, if necessary, Shri S.Hanumantha Rao, Executive Director of the Company be and is hereby re-appointed as Director (Finance) of the Company for a period of 5 (Five) years commencing from 13.08.2010 with the existing remuneration/package more particularly described hereunder:"

1. Salary : Rs.80,000/- per month

The perquisites are classified into three categories A,B & C:

Category A:

1. Housing: No Housing is provided.
2. Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to a ceiling of Rs.15,000/- in a year or Rs. 45,000/- for a period of three years.
3. Reimbursement of Expenses: Reimbursement of expenses incurred for personal secretary subject to ceiling of Rs.3750/- per month or Rs. 45,000/- per annum.

Category B:

No Contribution to provident fund superannuation or annuity fund.

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service subject to a ceiling of Rs. 3,50,000/-

Earned/privilege leave:

On full pay and allowances as per the rules of the Company, but not more than 15 days leave for every twelve months of service. Leave accumulated but not availed of will be allowed to be encashed at the end of the tenure

The aforesaid perquisite stated in Category B will not be included in the computation of the aforesaid ceiling on perquisites.

Category C:

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to the Director.

Ceiling:

Subject to the Provisions of Section 198 and 309 and other applicable provisions, if any, of the Companies Act, 1956 when the profits in a

SUJANA METAL PRODUCTS LIMITED

financial year are adequate, the remuneration payable by way of salary, perquisites and other allowances shall not exceed five percent of the Company's net profits, provided that if there are more than one managerial person, it shall not exceed ten percent for all of them together in a financial year.

“RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any financial year during his tenure as Executive Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Sub-Section 1(A) of Section II of Schedule XIII to the Companies Act, 1956 as amended from time to time subject to the Compliance thereof but in any event shall not exceed the remuneration payable when the profits of the Company are adequate.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), Articles of Association of the Company be and are hereby altered by inserting the following four new Articles i.e. 68A, 73A, 89A, and 120A after 68, 73, 89, and 120 respectively:

68A : Participation in General Meeting(s) of the Members through electronic mode

- (1) Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of and subject to compliance with the provisions of applicable rules, regulations,

circulars, guidelines, notifications etc. as may be specified by the Ministry of Corporate Affairs (MCA), Securities & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority/(ies) and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Companies Act, 1956 or by the rules, regulations, etc., made there under or the Listing Agreement with Stock Exchanges, from time to time, allow the member(s) of the Company to participate in the General Meeting(s) of the members through any type of electronic mode like video conferencing etc., and the members so participating shall be deemed to be present in such General Meeting(s) for the purposes of the quorum, voting, recording of minutes and all other relevant provisions in this regard.

- (2) For conducting the aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force and the rules, regulations, circulars, notifications, guidelines etc., issued/to be issued from time to time by Ministry of Corporate Affairs (MCA), Securities & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority/(ies) in this regard.

73A Service of notices/documents to members

Where the Circulars, Notifications, Rules issued by the Ministry of Corporate Affairs and the provisions of the Companies Act, 1956 read with the Information Technology Act, 2000 provide for the Company to issue and serve notices, including copies of the Balance Sheet, Profit & Loss Account, Auditors Report, Notice and Directors Report under Section 219 and any other document through the electronic mode, subject to the terms and conditions as specified by the Ministry of Corporate Affairs or any Statutory Authority in this regard, the Company may serve notices/documents to the members of the Company by e-mail by giving the members the advance

opportunity to register their e-mail address and the changes therein with the Company from time to time. In case, any member has not registered e-mail address for receiving the notices/documents through e-mail, the same will be sent by other modes of services as provided under Section 53 of the Companies Act, 1956.

89A Electronic voting by members

The Company may use electronic platform of agencies duly approved by the Ministry of Corporate Affairs (MCA), for capturing accurate electronic voting process, as per Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

120A : Participation in Meeting(s) of Directors through electronic mode

- (1) Notwithstanding anything contrary contained in the Articles of Association, the Company may, in pursuance of and subject to compliance with the applicable rules, regulations, circulars, guidelines, notifications etc., as may be specified by the Ministry of Corporate Affairs (MCA), Securities & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority/(ies) and the provisions, if any, which may be laid down in this regard by any amendment in or re-enactment of the Companies Act, 1956 or by the rules, regulations, etc., made thereunder or the Listing Agreement with Stock Exchanges, from time to time, the Director(s) may participate in the meeting(s) of the Board or any Committee of the Directors through any type of electronic mode like video conferencing etc., and the Director(s) so participating shall be deemed to be present in the meeting for the purposes of the quorum, voting, recording of minutes and all other relevant provisions in this regard.
- (2) For conducting aforesaid meetings, the Company shall follow the procedure specified under the applicable laws for the time being in force, and the rules,

regulations, circulars, notifications, guidelines etc., issued/to be issued from time to time by Ministry of Corporate Affairs (MCA), Securities & Exchange Board of India (SEBI), Stock Exchanges or any other competent authority(ies) in this regard.”

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

“RESOLVED that pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be increased from Rs.200,00,00,000/- (Two Hundred Crores only) divided into 32,00,00,000 (Thirty Two Crores) Equity Shares of Rs.5/- (Rupees Five only) each and 40,00,000 (Forty Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each to Rs.250,00,00,000/- (Rupees Two Hundred Fifty Crores only) divided into 42,00,00,000 (Forty Two Crores only) Equity Shares of Rs.5/- (Rupees Five only) each and 40,00,000 (Forty Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each by further creation of 10,00,00,000 (Ten Crores only) Equity Shares of Rs.5/- (Rupees Five only) each.”

“RESOLVED FURTHER that, the consent of the members of the Company be and is hereby accorded to the Board/Management Committee of the Board of Directors of the Company to take a decision on increasing the authorised share capital and to finalise the desired level/limit of authorized share capital of the Company upto Rs. 250 Crores (Rupees Two Hundred Fifty Crores only) keeping in view the proposed further issues of the Company and to file necessary e-forms with the Registrar of Companies, Andhra Pradesh, Hyderabad and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, desirable or expedient.”

“RESOLVED FURTHER that the date on which the resolution passed by the Board/ Management Committee of the Board to increase the authorized share capital of the

SUJANA METAL PRODUCTS LIMITED

Company basing the consent given by the members to the desired levels as above, shall be treated as date of consent given by the members of the Company.”

“RESOLVED further that the Clause V(a) of the Memorandum of Association of the Company and Article No.3 of Articles of Association of the Company be altered as follows:

“The Authorised Share Capital of the Company is Rs.250,00,00,000/- (Rupees Two Hundred Fifty Crores only) divided into 42,00,00,000 (Forty Two Crores only) Equity Shares of Rs.5/- (Rupees Five only) each and 40,00,000 (Forty Lakhs only) Preference Shares of Rs.100/- (Rupees One Hundred only) each.”

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

“RESOLVED that, pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) (the “Companies Act”), as also provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI Regulations”), the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations made thereunder, including the Foreign Exchange Management (Transfer and Issue of Securities by a Person Resident outside India) Regulation, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and rules and regulations made thereunder, if applicable, any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and applicable guidelines/regulations prescribed by the Securities and Exchange Board of India (“SEBI”) and/or Reserve Bank of India (“RBI”) and/or any other regulatory/statutory authority and clarifications thereon issued from time to time, whether in India or abroad, and enabling provisions in the

Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to the approvals, consents, permissions and/or sanctions of, if applicable including but not limited to, Government of India, RBI, SEBI, Foreign Investment Promotion Board (“FIPB”) and/or all other authorities, institutions or bodies, within or outside India, (hereinafter collectively referred to as appropriate authorities) and subject to such terms, alterations, conditions, changes, variations and/or modifications as may be prescribed by any of them while granting such approval (hereinafter referred to as requisite approvals) and as agreed to by the Board of Directors (including any Committee duly authorised by the Board of Directors) the consent of the company be and is here by accorded to the Board of Directors of the Company to create, offer, issue and allot in one or more tranche(s), in the course of domestic or international offerings or qualified institutional placements, with or without an over allotment/green issue option, in one or more foreign markets or domestic markets, to domestic institutions, foreign institutions, non-resident Indians, Indian public companies, corporate bodies, mutual funds, banks, insurance companies, pension funds, individuals, qualified institutional buyers or other persons or entities, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement within the meaning of Chapter VIII of the SEBI Regulations and/or a preferential issue and/or any other kind of public issue and/or private placement, equity shares, preference shares, secured or unsecured debentures, bonds, warrants or any other securities whether convertible into equity shares or not, including, but not limited to, Compulsorily Convertible Preference Shares (“CCPS”) and/or Optionally Convertible Preference Shares (“OCPS”) and/or Partially Convertible Preference Shares (“PCPS”) and/or Non Convertible Preference Shares (“NCPS”) and/or Global Depository Receipts (“GDRs”) and/or American Depository Receipts (“ADRs”)

and/or Foreign Currency Convertible Bonds ("FCCBs") and/or Non Convertible Debentures ("NCDs") with or without attached share warrants and/or Partly Convertible Debentures ("PCDs") and/or Optionally Convertible Debentures ("OCDs") and/or Fully Convertible Debentures ("FCDs") and/or bonds with share warrants attached which are convertible into or exchangeable with equity shares and/or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/or any other securities whether convertible into equity shares or not as may be permitted by law (hereinafter referred to as "securities"), whether secured or unsecured, to be listed on any stock exchange inside India or any foreign/international stock exchange outside India if required, through an offer document and/or prospectus and/or offer letter, and/or offering circular, and/or on public and/or private or preferential basis, whether rupee denominated or denominated in foreign currency, provided that the aggregate of the sums so raised, including premium, if any, shall not exceed Rs.500 Crores (Rupees Five Hundred Crores only), as the Board may determine in accordance with the SEBI Regulations and where necessary in consultation with the lead managers, underwriters, merchant bankers, guarantors, financial and/or legal advisors, rating agencies/advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees, printers, auditors, stabilizing agents and all other agencies/advisors."

"RESOLVED FURTHER that the securities to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the underlying equity shares shall rank pari passu in all respects with the existing equity shares of the Company including payment of dividend, if any, declared including other corporate benefits, if any, for the financial year in which the issue/offer/allotment has been made and subsequent years and shall have the same voting rights as the existing equity shares."

"RESOLVED FURTHER that in addition to all applicable Indian laws, the securities issued in pursuance of this resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such securities or provided in the terms of their issue."

"RESOLVED FURTHER that the Board or any Committee duly authorised by the Board thereof be and is hereby authorised on behalf of the Company to finalise the pricing, terms and conditions relating to the issue of the securities and any other matter in connection with, or incidental to, the issue of the securities as the Board, in its absolute discretion, deems necessary or desirable, together with any amendments or modifications thereto."

"RESOLVED FURTHER that the pricing of the securities and the pricing of any equity shares issued upon conversion of the securities shall be made subject to and in compliance with all applicable laws, guidelines, notifications, rules and SEBI regulations."

"RESOLVED FURTHER that the Board or any Committee duly authorised by the board thereof be and is hereby authorised to appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, in connection with the proposed issue/offering/allotment of the securities and to negotiate and finalise the terms and conditions (including the payment of fees, commission, brokerage, out of pocket expenses and their charges subject to requisite approvals of the RBI, if any) of the aforesaid appointments and also to, in its absolute discretion, renew or terminate the appointments so made and to enter into and execute all such agreements, arrangements, memoranda, documents etc., with such persons and to seek listing of such securities."

"RESOLVED FURTHER that the Board or any Committee duly authorised by the

SUJANA METAL PRODUCTS LIMITED

Board thereof be and is hereby authorised to determine the form, terms and timing of the issue(s)/offering(s)/allotment(s), including the investors to whom the securities are to be allotted, the proportion in which they are allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the securities, the price, premium or discount on issue/conversion of securities, rate of interest, period of conversion or variation of the price or period of conversion, listing on one or more Stock Exchanges in India and/or abroad and fixing of record date or book closure and related or incidental matters and finalise and approve the preliminary as well as the final offer documents for the proposed issue of the securities as may be required by the authorities in such issues in India and/or abroad and to authorise any Director or Directors of the Company or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorised persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents or any other confirmation and/or authorities as may, in the opinion of such authorised person, be required from time to time."

"RESOLVED FURTHER that the Company do apply for listing of any new securities issued with the Bombay Stock Exchange Limited, Madras Stock Exchange Limited and National Stock Exchange of India Limited or any other stock exchange(s)."

"RESOLVED FURTHER that such of these securities as are not subscribed may be disposed off by the Board or any Committee duly authorised by the Board thereof, in its absolute discretion in such manner, as the Board may deem fit and as permissible by law."

"RESOLVED FURTHER that in case of a qualified institutional placement pursuant to Chapter VIII of the SEBI Regulations,

the allotment of eligible securities within the meaning of Chapter VIII of the SEBI Regulations shall only be to qualified institutional buyers within the meaning of Chapter VIII of the SEBI Regulations, such securities shall be fully paid-up and the allotment of such securities shall be completed within 12 months from the date of this resolution approving the proposed issue or such other time as may be allowed by SEBI Regulations from time to time and the Company shall apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the eligible securities to be allotted as per Chapter VIII of the SEBI Regulations."

"RESOLVED FURTHER that in case of a qualified institutional placement of equity shares pursuant to Chapter VIII of the SEBI Regulations, the relevant date for the determination of the price of the equity shares, shall be the date of the meeting of the Board or any Committee duly authorised by the Board thereof in which the decision to open the proposed issue is taken or such other time as may be allowed by SEBI Regulations from time to time and such price shall be subject to appropriate adjustments in accordance with the applicable SEBI Regulations."

"RESOLVED FURTHER that in the event securities convertible into equity shares are issued under Chapter VIII of the SEBI Regulations, the relevant date for the purpose of pricing of the equity shares to be issued on conversion, shall be the date of the meeting of the Board or any Committee duly authorised by the Board thereof in which the decision to open the proposed issue is taken or the date on which the holder(s) of securities which are convertible into or exchangeable with equity shares at a later date become(s) entitled to apply for the said shares or such other time as may be allowed by SEBI Regulations from time to time and such price shall be subject to appropriate adjustments in accordance with the applicable SEBI Regulations."

"RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the Board or any Committee duly authorised by the board thereof be and is hereby authorised

to do all such acts, deeds, matters and things, as it may at its absolute discretion deems necessary or desirable for such purpose, including without limitation :

- (a) finalisation of the allotment of the securities on the basis of the subscriptions received;
- (b) finalisation of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/ offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- (c) appointing Lead Managers, Underwriters, Guarantors, Depositories, Registrars, Solicitors, Counsels, Custodians, Escrow Banks, Trustees, Bankers, Advisors and all such agencies and intermediaries, whether in India or abroad, as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like as it deems fit;
- (d) approval of the preliminary and final offering circulars/ prospectus/offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Managers/ Underwriters/ Advisors, in accordance with all applicable laws, rules, regulations and guidelines;
- (e) approval of the Deposit Agreement(s), the Purchase / Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), GDRs/ADRs/FCCBs and other securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- (f) finalisation of the basis of allotment in the event of oversubscription;
- (g) acceptance and appropriation of the proceeds of the issue of the securities;
- (h) authorisation of the maintenance of a register of holders of the securities, if so required, in India or abroad;
- (i) authorisation of any Director or Directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;
- (j) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the securities;
- (k) seeking the listing of the securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- (l) giving or authorising the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (m) deciding the pricing and terms of the securities, and all other related matters, including taking any action on conversion of securities, as per applicable laws, regulations or guidelines; and
- (n) creation of mortgage and / or charge in accordance with Section 293 (1) (a) of the Companies Act, 1956 in respect of securities as may be required either on pari passu basis or otherwise."