



Your Vote
is Your Voice

34th AGM

Annual General Meeting
2018

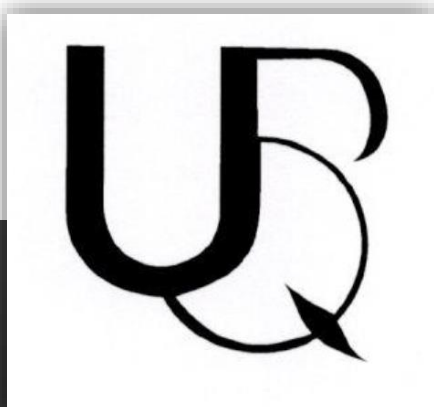
Union Quality Plastics Limited

34 years of successful journey



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**COMPANY INFORMATION**

COMPANY NAME	:	UNION QUALITY PLASTICS LIMITED	
CORPORATE IDENTIFICATION NUMBER	:	L25209MH1984PLC033595	
INCORPORATED ON	:	28/07/1984	
REGISTERED OFFICE	:	Off No-303, 3rd Floor, Trimbak Niwas (Relcon House), Plot No-37, M.G Road, Vile Parle (E), Mumbai, Maharashtra, 400057 India.	
BOARD OF DIRECTORS	:	J K Rajesh Singh Managing Director	
		J P Pavan Singh Director	J K Karthik Singh Director
		Beena C. Kandpal Independent Director	Sudhakar Matta Independent Director
SENIOR MANAGEMENT	:	V Lekshminarayanan Chief Financial Officer (CFO)	
LISTED ON PLATFORM	:	Bombay Stock Exchange (BSE)	
AUDITORS	:	M/s. NSVR & Associates LLP Chartered Accountants, Hyderabad	
BANKERS	:	M/s. K. V. Rao & Co. Company Secretaries, Navi Mumbai	
	:	ICICI Bank Oriental Bank of Commerce	
SHARE REGISTRAR & TRANSFER AGENT	:	Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra, India. Tel. No. 28523474, 28650652/53, 56936291 Fax No.-28525207. Email: bigshare@bom7.vsnl.net.in investor@bigshareonline.com	
FACTORIES	:	UNION QUALITY PLASTICS LIMITED Plot No. 204 & 205, G.I.D.C. Industrial Estate, Umbergaon-396171, Dist. Bulsar, Gujarat.	



NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FOURTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON SATURDAY, 29TH SEPTEMBER 2018 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT OFF NO-303, 3RD FLOOR, TRIMBAK NIWAS (RELCON HOUSE), PLOT NO-37, M.G ROAD, VILE PARLE (E), MUMBAI, MAHARASHTRA, 400057, INDIA.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the year ended 31st March 2018 and the Balance Sheet as at that date together with the Reports of Board of Directors and the Auditors Report thereon.

SPECIAL BUSINESS

2. TO APPOINT ADDITIONAL DIRECTOR J. K. RAJESH SINGH (DIN: 03508795) AS DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) J. K. Rajesh Singh (DIN: 03508795) who was appointed as an Additional Director of the Company with effect from March 15, 2018 in terms of Section 161 of the Act and who holds office up to the date of the 34th Annual General Meeting of the Company and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as a Director of the Company and liable to retire by rotation and upon the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

3. TO APPOINT ADDITIONAL DIRECTOR J. P. PAWAN SINGH (DIN: 08082518) AS DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) J. P. Pawan Singh (DIN: 08082518) who was appointed as an Additional Director of the Company with effect from March 15, 2018 in terms of Section 161 of the Act and who holds office up to the date of the 34th Annual General Meeting of the Company and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as a Director of the Company and liable to retire by rotation and upon the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."



4. TO APPOINT ADDITIONAL DIRECTOR J. K. KARTHIK SINGH (DIN: 08082707) AS DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) J. K. Karthik Singh (DIN: 08082707) who was appointed as an Additional Director of the Company with effect from March 15, 2018 in terms of Section 161 of the Act and who holds office up to the date of the 34th Annual General meeting of the Company and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as a Director of the Company and liable to retire by rotation and upon the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

5. TO APPOINT ADDITIONAL DIRECTOR BEENA C. KANDPAL (DIN: 08087286) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Beena C. Kandpal (DIN: 08087286), who was appointed as an Additional Director under category independent director of the Company with effect from March 15, 2018 in terms of Section 161 of the Act and who holds office up to the date of the 34th Annual General Meeting of the Company and who is eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, as approved by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT Beena C. Kandpal (DIN: 08087286) who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 05 years from March 15, 2018 to March 14, 2023.

RESOLVED FURTHER THAT consequent to expiration of her term as an Independent Director of the Company, she shall cease to be a Director of the Company;

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. TO APPOINT ADDITIONAL DIRECTOR SUDHAKAR MATTI (DIN: 08087296) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sudhakar Matti (DIN: 08087296) who was appointed as an Additional Director under category independent director of the Company with effect from March 15, 2018 in terms of Section 161 of the Act and who holds office up to the date of the 34th Annual



General Meeting of the Company and who is eligible for appointment as a Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as a Independent Director of the Company, not liable to retire by rotation, as approved by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT Sudhakar Matta (DIN: 08087296) who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 05 years from March 15, 2018 to March 14, 2023.

RESOLVED FURTHER THAT consequent to expiration of his term as an Independent Director of the Company, he shall cease to be a Director of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

7. TO APPOINT J. K. RAJESH SINGH (DIN: 03508795) AS MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of J. K. Rajesh Singh (DIN: 03508795) as the Managing Director of the Company for the period of five years and upon the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee."

"RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) to the Act, Schedule V to the Act or any rules made under the Act or relaxation(s) by the Central Government, as may be applicable, the Board be and is hereby authorized to vary the remuneration, including salary, perquisites, allowance, etc. within such modified prescribed limit or ceiling as aforesaid subject to approval of the members of the company."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

8. TO APPROVE RELATED PARTY'S APPOINTMENT TO ANY OFFICE OR PLACE OF PROFIT.

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

RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of the Members be and is hereby accorded to the Board the appointment of related parties holding office or place of profit, w.e.f 15th March 2018 as detailed in the Explanatory Statement.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**9. TO APPOINT OF V. LEKSHMI NARAYANAN AS CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of V. Lekshmi Narayanan as the Chief Financial Officer (CFO) of the Company for the period of five years and upon the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee."

"RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) to the Act, Schedule V to the Act or any rules made under the Act or relaxation(s) by the Central Government, as may be applicable, the Board be and is hereby authorized to vary the remuneration, including salary, perquisites, allowance, etc. within such modified prescribed limit or ceiling as aforesaid subject to approval of the members of the company."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

10. RECONSTITUTION/RENAMING OF VARIOUS COMMITTEE.

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

A. RE-CONSTITUTION OF THE AUDIT AND COMPLIANCE COMMITTEE

"RESOLVED THAT pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI regulations and applicable provisions of the Articles of Association of the Company the consent of the Members be and is hereby accorded to the reconstitution of the Audit and Compliance Committee of the Board in the following manner:

Sr. No.	Name of Director	Designation
1.	Sudhakar Matta	Non-Executive Independent Director (Chairman)
2.	Beena C. Kandpal	Non-Executive Independent Director
3.	Pavan Singh Jaweri Potiwal	Non-Executive Director

"FURTHER RESOLVED THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Audit Committee."

"FURTHER RESOLVED THAT the committee be and is hereby vested with the following roles and responsibilities:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;



(vii) evaluation of internal financial controls and risk management systems;

(viii) monitoring the end use of funds raised through public offers and related matters.

(ix) any other responsibility as may be assigned by the board from time to time."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

B. RE-CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:

"RESOLVED THAT pursuant to Section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, SEBI regulations and applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the reconstitution of the Nomination and Remuneration Committee of the Board in the following manner:

Sr. No.	Name of Director	Designation
1.	Sudhakar Matta	Non-Executive Independent Director
2.	Beena C. Kandpal	Non-Executive Independent Director (Chairman)
3.	Pavan Singh Jaweri Potiwal	Non-Executive Director

"FURTHER RESOLVED THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Audit Committee."

"FURTHER RESOLVED THAT the Committee be and is hereby authorised to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration for the directors, KMP and other employees."

"FURTHER RESOLVED THAT the Committee be and is hereby authorized to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board their appointment and removal and carry out evaluation of every directors' performance."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

C. RENAMING OF SHARE HOLDERS COMMITTEE/ SHARE HOLDERS GRIEVANCE COMMITTEE

"RESOLVED THAT the existing "Share Holders Committee/ Share Holders Grievance Committee" be and is hereby renamed as "Stakeholders Relationship Committee" of the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

D. RE-CONSTITUTION OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE:

"RESOLVED THAT pursuant to Section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the reconstitution of the Stakeholders Relationship Committee of the Board in the following manner:

Sr. No.	Name of Director	Designation
1.	Sudhakar Matta	Non-Executive Independent Director



2.	Beena C. Kandpal	Non-Executive Independent Director
3.	Pavan Singh Jaweri Potiwal	Non-Executive Director (Chairman)

"FURTHER RESOLVED THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Audit Committee."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

E. RECONSTITUTION OF RISK MANAGEMENT COMMITTEE:

"RESOLVED THAT pursuant to provisions of the Companies Act, 2013 and applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the reconstitution of the Risk management Committee of the Board in the following manner:

Sr. No.	Name of Director	Designation
1.	Sudhakar Matta	Non-Executive Independent Director
2.	Beena C. Kandpal	Non-Executive Independent Director
3.	Pavan Singh Jaweri Potiwal	Non-Executive Director (Chairman)

"FURTHER RESOLVED THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Audit Committee."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

11. TO APPROVE VIGIL MECHANISM POLICY

"RESOLVED THAT a Vigil Mechanism / Whistle Blower Policy, pursuant to the provisions of S.177(9) of the Companies Act, 2013, placed before the Shareholders, duly authenticated by the Chairman, be and is approved."

"RESOLVED FURTHER THAT V. Lekshmi Narayanan, be and is hereby appointed as Vigilance Officer to hear the grievances of the employees with any person in the company and take steps to resolve the issues amicably and report the same to the Managing Director or to the Chairman of the Company."

"RESOLVED FURTHER THAT offences of serious nature may be brought to the attention of the Chairman of the Audit Committee of the Company who shall after hearing the concerned person award appropriate punishment to the offender.

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

12. TO FIX BORROWING POWER OF COMPANY UP TO ₹ 250 CRORES FOR FINANCIAL YEARS 2018-19 TO 2020-2021

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

"RESOLVED that in supersession of the any special resolutions in the past and pursuant to the provisions of section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts,



laws, rules, regulations and guidelines for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding ₹ 250 crores (Rupees Two hundred and Fifty crores only) [excluding the money already borrowed by the Company] for financial years 2018-19 to 2020-21 on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever over or in any respect of all or any of the Company's assets and effects or properties whether movable or immovable, including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the Paid-up capital of the Company and its free reserves."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

13. APPROVING TRANSACTIONS UP TO ₹ 110 CRORES AS RELATED PARTY TRANSACTIONS FOR F.Y. 2018-19

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the Shareholders of the Company be and is hereby accorded to the Material Related Party Transactions as entered by the Company for current financial years 2018-19 of a value up to ₹ 100 Crores (Rupees Hundred Crores only) as per details as set out under Point F of the explanatory statement to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

14. ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company.(ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended ("ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), 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 committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 11,90,500 (Eleven Lakhs Ninety Thousand and Five Hundred) equity shares of the Company of the face value of ₹ 10/- (Rupees Ten Only) each and at a premium of ₹ 32/- ("Equity Shares") on preferential allotment/private placement basis, at a price of ₹ 42/- (Rupees Forty Two) including a premium of ₹ 32/- (Rupees Thirty Two) per Equity Share aggregating to ₹ 5,00,01,000/- (Rupees Five Crores One Thousand Only) in accordance with ICDR Regulations, to the following subscribers: