

November 10, 2017

To,
BSE Ltd.
P. J. Towers,
Dalal Street,
Mumbai – 400001
(Scrip Code : 532687)

National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra Kurla Complex,
Bandra East, Mumbai – 400051
(Scrip Symbol – REPRO)

Dear Sir / Madam,

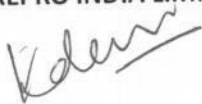
Sub: Minutes of the Extraordinary General Meeting

We are pleased to enclose herewith copy of the Minutes of the Extraordinary Meeting held on November 2, 2017.

This is for your information and records.

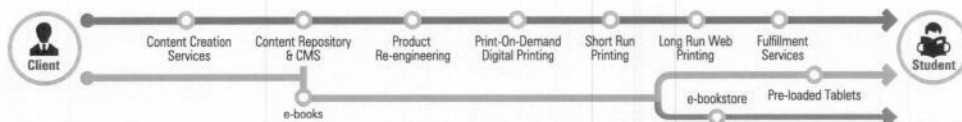
Thanking you,

Yours faithfully,
For **REPRO INDIA LIMITED**,



KAJAL DAMANIA
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above.



Corporate & Registered Office
Repro India Limited
11th Floor, Sun Paradise Business Plaza,
B Wing, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013, India
Tel: +91-22-71914000
Fax: +91-22-71914001
CIN: L22200MH1993PLC071431

Mahape
Plot No. 50/2, T.T.C. MIDC Industrial Area,
Mahape, Navi Mumbai -400 710
Tel: +91-22-71785000
Fax: +91-22-71785011

Surat
Plot No. 90 to 93, 165 Surat Special Economic Zone,
Road No. 11, GIDC, Sachin. Surat - 394 230
Tel: +0261-3107396/97, 2398895/97
Fax: +0261-2398030

Chennai
No 146, East Coast Road, Vettuvankeni,
Chennai - 600115,
Tel: +91-44-2449 0130
Fax: +91-44-24490836

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MINUTES OF EXTRAORDINARY GENERAL MEETING OF REPRO INDIA LTD HELD ON THURSDAY, THE 02ND DAY OF NOVEMBER, 2017 AT 10:30 A.M. AT THE M.I.G. CRICKET CLUB, GALAXY HALL, 2ND FLOOR, M.I.G. COLONY, BANDRA (EAST), MUMBAI 400 051

Members Present:

Mr. Vinod Vohra	Chairman
Mr. Sanjeev Vohra	Managing Director/Member
Mr. Mukesh Dhruve	Executive Director/Member
Mr. Rajeev Vohra	Executive Director
Dr. Pramod Khera	Executive Director
Mr. Dushyant Mehta	Non-Executive Non-Independent Director / Member
Mr. Ullal R. Bhat	Non-Executive Independent Director/Member

Leave of Absence was granted to Mr. Alyque Padamsee, Mr. P. Krishnamurthy, Dr. Jamshed Irani, Mrs. Mahalakshmi Ramadorai and Ms. Bhumika Batra due to their other commitments.

69 total members were present in person.

Repro Enterprises Private Limited holding 55,37,643 number of shares representing 50.79% of the equity share capital represented by Mr. Sanjeev Vohra.

69 Members totally holding 58,16,733 shares representing 53.35% of the equity share capital were present.

In Attendance:

Ms. Kajal Damania	Company Secretary and Compliance Officer
Mr. Dinesh Sureka	Senior VP - Accounts and Finance

Chairman of the Meeting:

Mr. Vinod Vohra, Chairman of the Company, took the Chair and conducted the proceedings.

Quorum:

Mr. Vinod Vohra, the Chairman of the Company, on the quorum being present, declared the commencement of the meeting.

He welcomed the members to the Extraordinary General Meeting (EGM) of the Company.

He then introduced the Directors present on the Dias and informed the Members that all the statutory documents as prescribed under the Companies Act, 2013 and Secretarial Standard on General Meetings were available for their inspection at the Extraordinary General Meeting.

Notice Convening the Extraordinary General Meeting:

Notice convening the Extraordinary General Meeting was taken as read with the permission of the members.

Queries were received with respect to the special business to be transacted at the EGM.

Responding to the queries and comments from the members, the Chairman thanked them for their queries.

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He then requested Mr. Mukesh Dhruve, Executive Director and CFO of the Company to respond to the queries raised by the members. All the queries were suitably answered.

Then the Chairman informed that:

In accordance with Section 108 of that the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014, the Company had provided it's members the facility for remote e-voting to the Members through CDSL in respect of all the items to be transacted at this EGM. The remote e-voting period commenced on October 30, 2017 at 9.00 a.m. and ended on November 1, 2017 at 5.00 p.m.

In remote e-voting, the shareholders have voting rights in proportion to their shares in the paid up equity capital and therefore to maintain the parity, poll is being called on all resolutions, instead of show of hands.

Members, who have already voted through remote e-voting process, shall not be debarred from participation in the meeting, but he/she shall not be entitled to vote again in meeting and the vote cast by him/her through remote e-voting shall be treated as final.

Mr. Dinesh Deora, Practicing Company Secretary, has been appointed as Scrutinizer to conduct the poll in a smooth and transparent manner and report on the results of the poll. Mr. Dinesh Deora is also Scrutinizer for remote e-voting.

Ballot papers had already been distributed to the Members at the time of entering the meeting hall.

The Members were then requested by the Chairman to propose and second the resolutions.

The Chairman then took up the following resolutions for voting:

SPECIAL BUSINESS

Item No. 1:

The Chairman moved the resolution for Preferential Allotment of Equity Shares of the Company.

Mr. Rajendraprasad Joshi a member of the Company proposed the resolution and the same was seconded by Mr. Hiranand Kotwani, another member of the Company.

RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions of the Companies Act, 2013 (the "Act"), rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (the "SEBI Regulations"), listing agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited (collectively the "Stock Exchanges") where the equity shares of the Company are listed (including statutory modifications or re-enactment of aforesaid and for the time being force), enabling provisions of the Memorandum of Association and Articles of Association of Repro India Limited (the "Company"), other statutes, law, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals or permissions of the Securities and Exchange Board of India (the "SEBI"), Stock Exchanges, and such other authorities, institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approval or permission as may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s)

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constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the approval and consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized to create, offer, issue and allot on a preferential basis upto 5,92,592 equity shares of face value of Rs. 10 (Rupees Ten) each of the Company, for cash at an issue price of Rs. 675/- (Rupees Six Hundred and Seventy Five only) per equity share (the "Equity Shares"), up to an amount of Rs. 40 Crores (Rupees Forty Crores only) to the following entities (the "Investors") which form part of the public shareholders of the Company:

Sr. No	Name of Applicant	Number of Equity Shares Applied
1	Malabar India Fund Limited	4,29,629
2	Malabar Value Fund	88,889
3	Kedia Securities Pvt. Ltd.	74,074
	Total	5,92,592

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the issue price for the issue of Equity Shares is 3rd October, 2017 which is 30 days prior to the date of this Extraordinary General Meeting i.e. 2nd November, 2017 and the issue price so calculated is Rs. 665.04/- (Rupees Six Hundred and Sixty Five and Four Paise only). The Board may determine or vary the Issue price, not less than the price arrived in accordance with the provision of Chapter VII of the SEBI Regulation and applicable law, to comply the relevant statutory provisions or as may be circumstances or necessary in interest of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of this resolution.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary permissions and approvals from the Stock Exchanges.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Statutory Auditor of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Company do apply for the listing of new equity shares as may be issued with the BSE Limited and National Stock Exchange of India Limited.

RESOLVED FURTHER THAT the Company do make an application to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for admission of new equity shares.

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RESOLVED FURTHER THAT the Company do amend the Charter Document where required, to effectuate such rights provided to the investors, if any, in terms of the Share Subscription Agreement, executed between the Company and the Investors.

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 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. ”

Item No. 2:

The Chairman moved the resolution for Preferential Allotment of Warrants of the Company

Mr. Rajesh Chainani a member of the Company proposed the following resolution and the same was seconded by Mr. Ronald Fernandes, another member of the Company.

RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions of the Companies Act, 2013 (the “Act”), Rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (the “SEBI Regulations”), listing agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited (collectively the “Stock Exchanges”) where the equity shares of the Company are listed (including statutory modifications or re-enactment of aforesaid and for the time being force), enabling provisions of the Memorandum of Association and Articles of Association of Repro India Limited (the “Company”), other statutes, law, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals or permissions of the Securities and Exchange Board of India, Stock Exchange,

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Ministries and Departments of the Government of India and such other authorities, Institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approval or permission as may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) the approval and consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized to create, offer, issue and allot, from time to time in one or more tranches upto 5,92,592 warrants (the "**Warrants**") on a preferential basis to the following entities (the "**Warrant Holders**") which form part of the public shareholders of the Company:

Sr. No	Name of Applicant	Number of Warrant Shares Applied
1	Malabar India Fund Limited	4,29,629
2	Malabar Value Fund	88,889
3	Kedia Securities Pvt. Ltd.	74,074
	Total	5,92,592

each convertible into, or exchangeable for, one equity share of face value of Rs. 10 each (the "**Converted Equity Shares**") at a price (including the warrant subscription price and the warrant exercise price) of Rs. 675/- (Rupees Six Hundred and Seventy Five only) each upto an amount to Rs. 40 Crores (Rupees Forty Crores only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "**Relevant Date**" for the purpose of calculating the issue price for the issue of the Warrants is 3rd October, 2017 which is 30 days prior to the date of this Extraordinary General Meeting i.e. 2nd November, 2017 and the issue price so calculated is Rs. 665.04/- (Rupees Six Hundred and Sixty Five and Four Paise only). The Board may determine or vary the Issue price, not less than the price arrived in accordance with the provision of Chapter VII of the SEBI Regulation and applicable law, to comply the relevant statutory provisions or as may be circumstances warrant or necessary in interest of the Company.

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

- i) The Converted Equity Shares to be so allotted on exercise of the 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 Warrants may be exercised by the Warrant Holder(s) at any time before the expiry of 18 (eighteen) months from the date of allotment of the Warrants.
- ii) The Warrant subscription price equivalent to 25% of the issue price of the Equity Shares shall be payable at the time of subscription to the Warrants, in accordance with Regulation 77 of the ICDR Regulations (the "**Warrant Subscription Price**"), which will be kept by the Company to be adjusted and appropriated against the issue price of the Converted Equity Shares. Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant Holder(s) at the time of exercising the Warrant.

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- iii) The issue of the Warrants as well as the Converted Equity Shares arising from the exercise of the 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 Warrant Holder(s) does not exercise the Warrants within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the Warrant Subscription Price paid by the Warrant Holders shall stand forfeited by the Company.
- v) The Converted Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company.
- vi) The warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Converted 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 the Company do apply for listing of the Converted equity shares as may be issued on conversion of Warrant with the Stock Exchanges.

RESOLVED FURTHER THAT the Company do make an application to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for admission of the Converted Equity Shares.

RESOLVED FURTHER THAT the Company do amend the Charter Document where required, to effectuate such rights provided to the investors, if any, in terms of the Share Subscription Agreement, executed between the Company and the Investors.

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 Warrants and the Converted Equity Shares and utilisation of proceeds of the Converted 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.

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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.

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."

Item No. 3:

The Chairman moved the resolution for Preferential Allotment of Equity Warrants of the Company.

Mr. Chandrakant Bakre a member of the Company proposed the following resolution and the same was seconded by Ms. Nalini Lakhani another member of the Company.

RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 41, 42, 62 and 71, as may be applicable and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any amendment thereto or re-enactment thereof) ("Act") read with the provisions of the Companies (Share Capital and Debenture) Rules, 2014 and any other applicable rules made thereunder and in accordance with the provisions of the Memorandum of Association and Articles of Association of Repro India Limited (the "**Company**") and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the listing agreement entered into with the National Stock Exchange of India Limited and BSE Limited (together the "**Stock Exchanges**") where the equity shares of the Company are listed, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (the "**SEBI (ICDR) Regulations**") (including any amendment thereto or re-enactment thereof, for the time being in force), the Securities Contracts Regulation Act, 1956 (the "**SCRA**"), and the rules framed thereunder, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), the provisions of Depository Receipt Scheme, 2014, ("**DR Scheme**"), the Foreign Exchange Management Act, 1999 ("**FEMA**"), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India (the "**SEBI**"), Reserve Bank of India (the "**RBI**"), the Stock Exchanges, the Department of Industrial Policy and Promotion, (the "**DIPP**"), the Foreign Investment Promotion Board (the "**FIPB**"), the Government of India, the Registrar of Companies or any other relevant authority from time to time (together the "**Governmental Authorities**"), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities, consents from the lenders of the Company, and subject to such other approvals, conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the

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Company (hereinafter referred to as the "**Board**") which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), the Board be and is hereby authorized, on behalf of the Company, to create, 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 (the "**Equity Shares**") of the Company with a face value of Rs. 10/- (Rupees Ten each) 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 for 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, with or without voting rights or any securities other than warrants, which are convertible with Equity Shares at later date, (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), Global Depository Receipts, American Depository Receipts (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 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 SEBI (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 including entities forming part of promoter, promoter group, a sister subsidiary or any other group company and 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, for an aggregate amount (whether by way of a preferential issue and / or a QIP) shall not exceed Rs 100 crores (Rupees one 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 SEBI (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 Board 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 (the "**Issue**").

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the SEBI (ICDR) Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed

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within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI (ICDR) Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI (ICDR) Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the SEBI (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 (including a committee of the Board) decides to open the proposed Issue and in the event that eligible convertible securities (as defined under the SEBI (ICDR) Regulations) are issued pursuant to the QIP, the relevant date for the purpose of pricing of such convertible securities, shall be either the date of the meeting in which the Board of the Company (including a committee of 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.

RESOLVED FURTHER THAT in relation to the Issue, the Board be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted, including redemption or cancellation of any such securities in accordance with the terms of the Issue in respect of the Securities or any subsequent amendment to the terms of the Issue as the Board may decide subsequent to the Issue and to exercise all powers relating to the Issue and all such equity shares shall rank pari passu with the then existing Equity Shares in all respects including dividend except as provided otherwise under the terms of Issue and in the offer document / offer letter / offering circular and / or listing particulars.

RESOLVED FURTHER THAT in addition to all the Applicable Laws, the Issue of Securities 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 proposed to be 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 be and is hereby authorized to finalize and approve the offering circular / placement document/offer letter/ depository agreement/ any other agreement for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the placement document/offer letter/ depository agreement and any amendments and supplements thereto with any applicable Stock Exchanges (whether in India or abroad), government statutory and regulatory authorities, institutions or bodies, as may be required and all such acts and deeds that are necessary to comply with the terms and conditions subject to such approval/s, sanction/s, permission/s, consent/s etc. would be provided by the Stock Exchange(s), SEBI, FIPB, RBI and any other Government Authority.

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RESOLVED FURTHER THAT 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, 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 for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the lead managers and/or other advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited terms and conditions for issuance of Securities including number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deemed expedient, entering into an executing arrangement for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments, supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to 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 other eligible investors under the applicable laws 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, 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 its 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/committee of directors be and is hereby authorized to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such professionals 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 arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) 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).

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RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee and/or delegate all or any of its power to any committee of directors (including any officer(s) of the Company) 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 without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

RESOLVED FURTHER THAT the Company do amend the Charter Document if required from time to time.

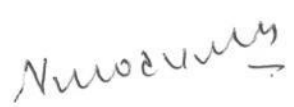
RESOLVED FURTHER THAT the issue of all equity shares referred to above shall rank pari passu with the existing Equity Shares of the Company in all respects."

Chairman requested to all the members to put their Ballot papers in the Ballot box in the next 30 minutes.

Conclusion:

After the polling process was over, there being no other business and the meeting was closed at 11:45 a.m. with a vote of thanks to the Chair and to all the members for active participation and attending the meeting.

The Consolidated results of the remote e-voting and physical ballot and voting at the EGM was declared by the Company on November 3, 2017 based on the report of the Scrutinizer dated November 3, 2017 on the website of the Stock Exchanges and the website of the Company and the details of the results are enclosed as Annexure I to the Minutes.


CHAIRMAN

PLACE: MUMBAI

TIME OF COMMENCEMENT: 10.30 A.M.

TIME OF COMPLETION: 11.45 A.M.

DATE OF ENTRY IN MINUTES BOOK: NOVEMBER 7, 2017

DATE OF SIGNING: NOVEMBER 7, 2017

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INITIAL

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Annexure I

EXTRAORDINARY GENERAL MEETING HELD ON NOVEMBER 2, 2017**Declaration of Results of the Remote e-voting and physical ballot & voting at the Meeting:**

Item No.	Resolutions	% Votes in Favour	% Votes Against	Type of Resolution
Special Business:				
1	Preferential Allotment of Equity Shares of the Company	99.9985	0.0015	Special
2	Preferential Allotment of Warrants of the Company	99.9985	0.0015	Special
3	Preferential Allotment of Equity Warrants of the Company	99.9985	0.0015	Special

Based on the Consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of Extraordinary General Meeting have been duly approved by the shareholders with requisite majority.

Date: November 7, 2017

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