

limitation, effecting any modification to the foregoing (including any modifications to the terms of the allotment), to prescribe the forms of application, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer and allotment of the said Equity Shares to be issued and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares to be issued, without being required to seek any further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute and file any and all requisite forms, documents, returns, and/or deeds with any regulatory authority in connection with the above resolutions, (including e-Forms to be filed with the Registrar of Companies and other notifications required to be made to the Stock Exchanges).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any Committee of Directors or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company to implement the aforesaid resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**By order of the Board of Directors**

**Place: Mumbai**

**Date: 27<sup>th</sup> August 2013**

**Milind Karnik**

**President & Company Secretary**

**REGISTERED OFFICE**

Rahejas, 4<sup>th</sup> Floor, Corner of Main Avenue  
& V. P. Road, Santacruz West, Mumbai 400054

**NOTES:**

1. An explanatory statement as required under Section 173 of the Companies Act, 1956 in respect of the business and resolution specified above is annexed hereto and forms part of this Notice.
2. No person shall be entitled to attend or vote at the extra-ordinary general meeting as a duly authorised representative of a body corporate, which is a shareholder of the Company, unless a copy of the resolution appointing him/her as a duly authorised representative, certified to be a true copy by the chairman of the meeting at which it was passed shall have been deposited at the registered office of the Company.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote instead of himself/herself. The instrument appointing the proxy, if any, shall be in writing, and shall be deposited at the registered office of the Company, not less than 48 hours before the meeting. Such a proxy need not be a member of the Company.
4. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall. Attendance at the meeting will not be allowed without the production of the attendance slip duly signed. Members, whose shares are in dematerialized form, are requested to bring their depository account number for identification.

**EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED 27 AUGUST 2013 PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**RAISING OF FUNDS BY THE COMPANY PURSUANT TO SECTION 81 (1A) OF THE COMPANIES ACT, 1956 THROUGH PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO STEADVIEW CAPITAL MAURITIUS LIMITED, LTR FOCUS FUND AND MASSACHUSETTS INSTITUTE OF TECHNOLOGY SCM**

In order to augment the funding needs of the Company for corporate purposes, the Company is proposing the preferential issue and allotment of 35,21,000 Equity Shares (the **Preferential Allotment**) in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009, as amended (**ICDR Regulations**) and seeks your approval to the proposed special resolutions under the provisions of Section 81(1A) of the Companies Act, 1956.

Through resolution passed by circulation on 27 August 2013, the Board of Directors of the Company has, subject to the approval of the shareholders and requisite statutory approvals as may be applicable, approved the issue of up to 35,21,000 (Thirty Five Lacs Twenty One Thousand) Equity Shares to Steadview Capital Mauritius Limited, LTR Focus Fund and Massachusetts Institute Of Technology SCM (hereinafter referred to as the **Allottees**), at a price of Rs. 284/- (Rupees Two Hundred Eighty Four only) per Equity Share (being the price higher than the minimum price determined in accordance with the ICDR Regulations) aggregating to Rs. 99,99,64,000/- (Rupees Ninety Nine Crores Ninety Nine Lacs Sixty Four Thousand only).