

The Company proposes to raise the funds to meet the financing requirements for its expansion and growth plans, joint venture(s) and acquisitions to part meet its financing requirements for expansion and growth plans, joint venture(s) and acquisitions in India and abroad, capex requirement, repayment of loan from the bankers; to augment the working capital requirements and for general corporate purposes. Hence, it is proposed to offer/issue/allot equity shares/Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) convertible into equity shares. Qualified Institutional Placement (QIP), Foreign Currency Convertible Bonds (FCCBs) or Warrants Convertible into depository receipts with underlying Equity Share(s) (**Securities**) or Combination of Securities in one or more tranches for an amount of upto Rs.100 crore (Rupees one hundred crore only) or its equivalent in any other currency, including premium, if any, as per the requirements of fund from time to time. The terms and conditions of the offer will be determined in consultation with the Advisors, Lead Managers, and such other authority or authorities and agencies as may be required to be consulted by the company considering the prevailing market conditions and other relevant factors.

It is proposed to offer/issue/allot said Securities from time to time, in one or more tranches to Domestic / Foreign Investors / Institutional Investors / Foreign Institutional Investors, Members, Employees, Non-Resident Indians, Companies or Bodies Corporate whether incorporated in India or abroad, Qualified Institutional Buyers ("**QIBs**") through qualified institutions placement under Chapter-VIII (Qualified Institutions Placement) of the SEBI (ICDR) Regulations, 2009, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals or otherwise or a combination of the foregoing, whether shareholders of the Company or not in consultation with the Lead Manager(s) etc.

The detailed terms and conditions for the offer will be determined in consultation with the Merchant Banker/ Lead Managers/ Advisors, Underwriters and such other authority or authorities and agencies as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors. The pricing of the international offering(s) (if any) will be subject to applicable Indian law and may be at a premium or discount to market price in accordance with international practice, subject to applicable rules, regulations etc. As the pricing of the offering will be decided at a later stage, the exact number of Securities or shares to be issued will depend upon the price so decided. For the aforesaid reasons, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalise the terms of the issue.

The special resolution seeks to empower the Board to issue Securities in one or more tranches at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, individuals or otherwise as the Board may at its absolute discretion deem fit.

The pricing of the issue will be subject to applicable Indian law. As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of Securities to be issued. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The Securities issued pursuant to the offering(s) would be listed on the stock exchanges in India or outside India and on conversion into shares, on the stock exchanges on which the Company's equity shares are listed.

The consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the equity shares of the Company are listed.

Section 81(1A) of the Companies Act, 1956 and the relevant clause(s) of the Listing Agreement with the Stock Exchanges where the equity shares of the Company are listed provides, *inter alia*, that when it is proposed to increase the issued capital of a Company by