

NOTICE OF THE EXTRAORDINARY GENERAL MEETING (03/2018-19)

SHORTER NOTICE is hereby given that the Extraordinary General Meeting of the Members of the Company will be held at the Registered Office of the Company at IITM Research Park, Phase I, 10th Floor, No.1, Kanagam Village (Behind Tidel Park), Taramani, Chennai – 600 113 on Tuesday, the 30th day of October, 2018 at 4.00 PM to transact the following business:

1. As a Special Resolution:

TO CONSIDER, DISCUSS AND APPROVE CREATION OF SECURITY FOR BORROWINGS OF THE COMPANY UNDER THE PROVISIONS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, the applicable rules prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in supersession of any previous resolution passed to this effect, consent of the members be and is hereby accorded to the Board of Directors of the Company to pledge, hypothecate, mortgage and/or charge in all or any part of the movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating or fixed charge on all movable or immovable properties of the Company and whole of the undertaking of the Company to, or in favour of banks, financial institutions, debenture trustees or any other lenders/creditors, to secure the amounts borrowed by the Company or any third party, from time to time, for the due payment of the principal together with any interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings, provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed INR 5,000/- Crores (Rupees Five Thousand Crores Only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”



2. As a Special Resolution:

TO CONSIDER, DISCUSS AND APPROVE THE BORROWING OF MONIES BY THE COMPANY UNDER THE PROVISIONS OF SECTION 180(1)(c) OF THE COMPANIES ACT, 2013

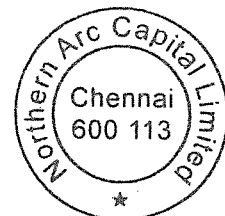
“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, the applicable rules prescribed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in supersession of any previous resolution passed to this effect, the consent of the members be and is hereby provided to the Board of Directors of the Company to raise or borrow, from time to time, such sum or sums as they may deem appropriate for the purposes of the Company, notwithstanding that the monies already borrowed and monies to be borrowed (apart from temporary loans obtained from Company’s bankers in the ordinary course of business) will exceed the Company's paid-up capital, securities premium and free reserves, provided that the total amount upto which the monies may be borrowed by the Board of Directors shall not exceed INR 5,000 Crores (Rupees Five Thousand Crores) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

3. As a Special Resolution:

TO CONSIDER AND APPROVE THE ISSUANCE OF DEBENTURES ON A PRIVATE PLACEMENT BASIS:

“RESOLVED THAT pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and the Rules, Guidelines, Regulations, Circulars (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other approvals, as may be required from regulatory authorities from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and in supersession of any previous resolution passed to this effect, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to issue secured, senior, rated, listed, non-convertible, redeemable debentures for making offer(s) or invitation(s) to subscribe to secured/unsecured/subordinated, rated/unrated, listed/unlisted non-convertible debentures (“NCDs”) on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as the Board of Directors of the Company may decide in their absolute discretion.

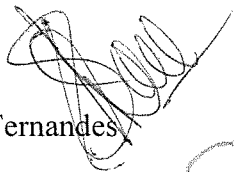



RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this Resolution shall not exceed the overall limit of Rs. 2500,00,00,000/- (Rupees Two Thousand and Five Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may arise for the implementation of the aforesaid resolution including filing of relevant forms with regulators and for all matters connected therewith and to further execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or officers of the Company, to give effect to this resolution.”

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Kshama Fernandes
Director

Date: 26th October 2018
Place: Chennai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 1:

Approval for creation of security for borrowings of the company under the provisions of Section 180(1)(a) of the Companies Act, 2013:

The Company is required to pass a special resolution for creating a charge on its assets by for its borrowings, from various financial institutions, under Section 180(1)(a) of the Companies Act, 2013.

Consent of the members is therefore sought in connection with the aforesaid resolutions and also to authorize the Board for creation of charge on the assets of the Company.

The Board recommends the special resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the directors or key managerial personnel of the company including their relatives are interested in the above resolutions.

Item No.2:

Approval for borrowing of monies by the company under the provisions of Section 180(1)(c) of the Companies Act, 2013:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from financial institutions, non-banking finance companies, co-operative banks, investment institutions, banks, mutual funds, and other bodies corporate in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit for such borrowing, whether by way of advances, loans, inter-corporate deposits issue of debentures/bonds and/or other instruments, whether secured or unsecured, whether domestic or international, whether secured by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties.

Hence it is proposed to increase the maximum borrowing limits upto Rs. 5,000 Crore Only (Rupees Five Thousand Crore outstanding at any point in time). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company, securities premium and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

The Board of Directors recommends the resolution set out in Item No. 2 of the notice for approval of the Members.



None of the directors or key managerial personnel of the company including their relatives are interested in the above resolutions.

Item No. 3:

The Company uses the non-convertible debenture route as a source of funding to meet its business requirements. In terms of Section 42 and 71 of the Companies Act, 2013 every issue of debentures is required to be approved by the members of the Company by special resolution. Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 permits a company to pass a previous special resolution once in a year for offer or invitation of non-convertible debentures to be made during the year on a private placement basis in one or more tranches. It may be noted that the shareholders have passed the said resolution for issue of non-convertible debentures from time to time, in one or more tranches up to INR 2,500 crores.

Consent of the members is therefore sought in connection with the aforesaid for making offer(s) or invitation(s) to subscribe to secured/unsecured/subordinated, rated/unrated, listed/unlisted non-convertible debentures (“NCDs”) on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as the Board of Directors of the Company may decide in their absolute discretion.

The Board recommends the special resolution set forth in Item No. 3 of the Notice for approval of the Members.

None of the directors or key managerial personnel of the company including their relatives are interested in the above resolutions.

The following key information is being provided under the provisions of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

(a) particulars of the offer including date of passing of Board resolution: As may be decided for each issuance by the Board of Directors.

(b) kinds of securities offered and the price at which security is being offered: Secured/ Unsecured, Listed/ Unlisted, Rated/ Unrated, Senior/ Subordinated, Redeemable, Non-convertible debentures. The price at which such securities may be offered may be decided for each issuance by the Board.

(c) basis or justification for the price (including premium, if any) at which the offer or invitation is being made: Not Applicable.

(d) name and address of valuer who performed valuation: Not Applicable.

(e) material terms of raising such securities, proposed time schedule, purposes or objects of offer, Principle terms of assets charged as securities: As may be decided for each issuance by the Board.



(f) contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: NIL

FOR AND ON BEHALF OF BOARD OF DIRECTORS


Kshama Fernandes
Director



Date: 26th October 2018
Place: Chennai