**RESOLUTION FOR ISSUE OF NON-CONVERTIBLE DEBENTURES WITH EQUITY WARRANTS ON RIGHTS BASIS**

RESOLVED that:

(1) Subject to the guidelines issued by the Securities and Exchange Board of India (SEBI) and subject to such changes as may be suggested by SEBI and accepted by the company and subject also to other consents, permissions and sanctions as may be necessary and subject to such conditions, if any, as may be laid down by the SEBI or any other authority(ies), consent and approval of the company be and is hereby accorded under proviso (b) to section 811(3)(b)(ii) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 to the board of directors of the company to make an issue of……….redeemable non-convertible/secu red debentures (hereinafter referred to as "debentures") of the face value of Rs. 100 each for cash at par, with two detachable tradeable warrants entitling the holder thereof - not being earlier than a period of 36 months from the date of allotment and not later than 60 months from the date of allotment as may be decided by the board of directors - to two equity shares of Rs. 10 each at a price not exceeding Rs……….per such share i.e. face value of Rs. 10 plus premium of Rs………. per share in the manner specified below:

(a) ……….debentures of the face value of Rs. 100 each for Rs. cash at par with 2 (two) detachable tradeable warrants,\* on 'Rights' basis to the members of the Company whose names will appear in the register of members of the company on such date as the board of directors may determine in the proportion of ……….such debentures for every……….equity shares of Rs. 10 each held by such members as on the date aforesaid.

\*(Maximum price of equity share arising out of each of the Detachable Tradeable Warrant not to exceed Rs ……….) ……….

(b) ……….debentures of the face value of Rs. 100 each for cash at par with 2 (two) Detachable Tradeable Warrants\* to be offered to the employees of the company (including Indian working directors) and workers in the permanent employment of the company on a date to be determined by the board of directors, on an equitable basis.

\*(Maximum price of equity share arising out of each of the Detachable Tradeable Warrant not to exceed Rs……….per such share). ..........

(c) ……….debentures of the face value of Rs. 100 each for cash at par with 2 (two) Detachable Tradeable Warrants\* to be offered to group/associate companies on preferential basis.

\*(Maximum price of equity share arising out of each of the Detachable Tradeable Warrant not to exceed Rs ……….per such share).

Total:

(2) The amount of Rs. 100 per debenture be called from the applicants of the debentures in such manner as the board of directors may decide.

(3) In respect of the ……….debentures to be offered on 'Rights' basis to the existing equity shareholders of the Company in the proportion of……….as mentioned in (a) hereinabove, no fractional coupons will be issued but all those existing equity shareholders whose existing equity shareholdings will not be or in multiples of ……….and therefore who will be entitled to fractions, will be given preferential allotment of 1 (one) additional debenture (with two Detachable Tradeable Warrants), if and only if such shareholders accept the rights debentures offered to them in full and apply for any additional debentures. All those equity shareholders holding less than 5 existing equity shares will be entitled to a minimum offer of 1 debenture and such shareholders will also be entitled to the preferential allotment of 1 debenture as aforesaid.

(4) The board of directors of the company be and is hereby authorised to re-fix the entitlement of the said debentures in the event of any modification or variation made by the SEBI or other authorities and/or if deemed fit and proper by the board of directors.

(5) The unoffered / unsubscribed portion, if any, of the abovementioned issue will be disposed off by the board of directors, in such manner as it may deem fit and the board of directors is hereby empowered and authorised accordingly; provided that unsubscribed portion, if any, of the said ……….debentures offered to the employees (including Indian working directors) and workers in the permanent employment of the company may be offered to financial/investment institutions, banks or mutual funds or in such manner as may be permitted under the requisite approvals.

(6) The said debentures will carry interest at such rate as may be determined by the board at the time of the issue of the debentures. The interest shall be paid half-yearly on 31st March and 30th September every year until redemption of the debentures. The first payment of interest will be made from the date of allotment till the first due date following the date of allotment.

(7) The debentures will be redeemed at a premium of five per cent in three equal instalments at the expiry of sixth, seventh and eighth year from the date of allotment and such premium on redemption will be payable with the redemption instalment due at the end of the seventh year.

(8) Two Detachable Tradeable Warrants shall be attached to every debenture which will entitle the holder thereof not earlier than 36 months from the date of allotment and not later than 60 months from the date of allotment as may be decided by the board of directors to a right to apply for and get allotted one equity share of Rs. 10 per such Detachable Tradeable Warrant at a price not exceeding Rs. 60 per share, to be decided and declared by the board of directors.

(9) The board of directors be and is hereby authorised to determine and notify a record date and also the period within which the warrant holder should apply for the equity shares to enable the holders for the time being of the Detachable Tradeable Warrants to exercise the right to apply for the equity shares against such warrants held by them. The warrant holder may apply for the equity share(s) by paying to the company the value thereof as may then be determined by the board of directors provided that no amount of the debenture value will be adjustable towards the value of such equity share(s) to be applied for and allotted.

(10) If the right attached to any Detachable Tradeable Warrant is not exercised within the period as may be determined by the board of directors for that purpose, the equity shares against such outstanding warrants not applied for shall be disposed off by the board of directors of the company in its absolute discretion.

(11)(a) In the event of any issue of bonus shares by the company before the allotment of equity shares against Detachable Tradeable Warrants, the respective entitlement to equity share(s) of the warrant holder shall stand augmented in the same proportion in which the bonus shares may be issued.

(b) In the event of an increase in the subscribed capital of the, company by way of rights issue of securities before the exercise of right against warrants, the warrant holders may also be offered either securities or further warrants as may then be determined by the board of directors.

(12) 'The equity shares to be issued against Detachable Tradeable Warrants as aforesaid, shall rank pari passu in all respects with the existing fully paid equity shares of the company save and except that Such equity shares shall be entitled to such dividend, as may be declared any time after the allotment of the equity shares as aforesaid, on the amount paid up towards the face value, on pro rata basis and the de bent u res/warrants/ equity shares shall Ibe subject to the memorandum and articles of association of the Company.

(13) The Detachable Tradeable Warrants until they are exchanged for the equity shares will riot confer on the holders thereof any right to any dividend, interest, bonus or other benefits applicable to the equity shareholders/debenture holders nor will such warrant holders will have any right to attend and vote at any meetings of the shareholders' and debenture holders; warrant holder will also not be entitled to receive from the company any notice, or annual reports which may be meant for the equity shareholders/ debenture holders, debenture trustees, etc.

(14) The offer, of the debentures in terms of the foregoing resolutions be issued on the terms and conditions which the board of directors be and is hereby authorised to finalise and wherever deemed fit in consultation with any authority.

(15) The board of directors of the company be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted to the holders of warrants in terms of the issue of debentures under the authority of the consent and approval given hereby.

(16) The board of directors of the company be and is hereby authorised, in its discretion to accept such conditions and modifications, as may be prescribed by SEBI or any other authority while according their sanction or consent to the proposed issue of the said debentures and take such consequential action thereon including the authority to revise/adjust the value/quantum of debentures or any portion thereof in such manner as may be beneficial to the company, in the event of such variation being considered expedient.

(17) For the purpose of giving effect to this resolution, the board of directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its discretion, deem necessary or desirable and to settle any question, difficulty or doubt that may arise, in regard to the offer, issue and allotment of the said debentures as it may think fit.