

**SCHEME FOR ARRANGEMENT
BETWEEN
3i INFOTECH LIMITED
AND
ITS SHAREHOLDERS
(UNDER SECTIONS 230 TO 232 AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)**



A. PREAMBLE

This scheme of arrangement (“Scheme”) provides for the reduction of share capital of the Company (as defined hereinunder) and subsequent consolidation of the face value of the equity shares of the Company pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. This Scheme also provides for various other matters consequential thereto or otherwise integrally connected therewith.

B. BACKGROUND OF THE COMPANY

3i Infotech Limited (herein after referred to as “Company”) is a listed company incorporated under the provisions of the Companies Act, 1956 under the Corporate Identity Number (CIN) L67120MH1993PLC074411. The Company offers business transformation solutions to government, manufacturing, retail, distribution, telecom and healthcare sectors through IP based software solutions and wide range of information technology services. It is also focused on value added services such as business intelligence & analytics services, infrastructure management services, testing & compliance, application development & maintenance, consulting and its BPO offerings and has a very strong foothold and customer base in geographies like South Asia, Middle East and Africa, China, Asia Pacific, Kingdom of Saudi Arabia and North America. The Company is listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”). The foreign currency convertible bonds (“FCCBs”) of the Company are listed on the Singapore Stock Exchange. The main objects of the Company are as under:

“A THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:

1. *To provide services in connection with issue and transfer of various securities, shares, stocks, debentures, bonds, fixed deposits, derivatives, units of mutual funds and all other types of financial instruments by acting as Registrars to the issue and Registrars and Transfer Agents; to render custodial and depository services; securitization services, to act as Issue Agents, Paying Agents; to provide back office services such as processing of documents, forms, scanning, storage, access, retrieval, encryption, whether in electronic form or physical form, secure custody in relation to above, whether for a domestic entity or foreign entity whether in India or abroad.*
2. *To design, develop, create, manufacture, improve, implement, customize, install, distribute, market, buy, sell, lease, license, trade, import, export, communicate and / or transmit by any mode including through electronic mode, deal, alter, modify, code, decode, encrypt, decrypt and maintain any software including packaged software, computer program, database, information, firmware, source code, software tools, technologies, solutions, whether onsite or offsite, either directly or indirectly.*
3. *To design, develop, manufacture, fabricate, construct, assemble, implement, install, acquire, buy, sell, market, hire, transfer, lease, license, supply, trade, import, export, deal, use, dispose, operate, distribute, alter, modify, charter, recondition, repair, work upon and maintain, any machine, equipment, tools, apparatus, appliances, systems, mechanical, electronic, electromechanical, technical and / or technology products and systems and program products, transmission lines, transmission equipment, terminals, facilities and accessories and devices of all kinds including any components or parts thereof or materials or articles used in connection therewith and any and all*



other devices, materials, substances, accessories, articles or things of a character similar or analogous to the foregoing or any of them or connected herewith and of any such technology as may be developed in future and to render all sorts of services and technical assistance related to above, whether onsite or offsite, either directly or indirectly.

4. *To provide / render consultancy / advisory services on matters relating to software solutions/ products, business intelligence, strategy planning, Information Technology (IT) and IT enabled services, scientific or mathematical information, front and back office services, system analysis, communication networks, database, information and data centers, image and data processing systems, organizational requirements and restructure, administration, finance, secretarial, management, personnel, commencement or expansion of industry and business, commercial, legal, economic, labour, industrial, public relations, marketing, publicity, science, technology, direct and indirect taxation and other levies, statistical, accounting, programming, quality control, data processing and designing for any commercial or non commercial entity(incorporated or unincorporated) whether in India or abroad.*
5. *To act as service organization or bureau to provide services in various fields like software solutions, software products, IT and IT enabled services, web enabled services, web filing services, wired and / or wireless connectivity as well as internet connectivity, value added services, electronic commerce, services in various forms such as voice, email, chat and collaborative browsing, data base and data processing services, and all kinds of communications as are in use or may be developed in future, e-Governance projects including but not limited to Government to Citizens (G2C), Business to Customers (B2C), Business to Business (B2B), Customer to Customer (C2C), projects of any ownership model, Turnkey projects, System Integration and management services, legal, accounting, administrative, finance, marketing, secretarial, public relations, human resource and all broking, intermediary and ancillary services / facilities for any commercial or non commercial entity engaged in any business activity (incorporated or unincorporated) whether in India or abroad.*
6. *To provide facilities management in the area such as help desk facilities, call centre management, Information Technology operations, configuration, asset and infrastructure management, back-up and recovery, network operations, security solutions and administration and management of security services, devices, mechanisms, solutions, remote administration, data, software, online maintenance, user training, data base management, disaster recovery, planning and execution.*
7. *To establish, operate, manage and supervise data / information centers, exchanges and bureaus, to give out computer machine time; to engage in collection, receipt, processing, alteration, adaptation, modification, correction, analysis, classification, grading, sorting, qualitative and quantitative rating and ranking of the information and data and dissemination of information and providing / sharing of data either in India or abroad; to provide assistance and consultancy related thereto.*



8. *Carrying on the business of engineering consultants and administrations, organisations, undertakings, institutions, industry and business, and to undertake preliminary planning, site development studies, feasibility reports, design engineering, procurement, factory inspection, construction management, trial and acceptance testing, operator training, plant betterment services, etc., including technical and specialised advice on projects.*
9. *Engaging in and conducting research, to carry on investigation and experiments of all kinds; to originate, develop and improve discoveries, inventions, processes and formulae and to utilize the outcomes of the above to manufacture, exploit, use, purchase or otherwise acquire, own, hold, operate, sell, transfer, lease, license, distribute or otherwise dispose off and generally to deal in, property of every kind and description for the said purpose whether related to the existing business of the company or otherwise either for itself or for clients, whether in India or abroad.*
10. *Establishing, maintaining and conducting training schools, courses, and programs in connection with the use, purchase, sale, import, export, license, distribution, design, development, architecture, manufacture or rental of software, software products, services, business process and support services, web services, machines, apparatus, appliances, systems and merchandise of articles required in the use thereof or used in connection therewith and to provide such training and recruitment services and qualified workforce to various divisions of the company or outside company.*
11. *To act within or outside India as trustees for mutual funds, offshore funds, pension funds, provident funds, venture capital funds, insurance funds, collective or private investment schemes, employee welfare or compensation schemes or any other schemes, bonds or debentures and for this purpose set up, settle, declare or execute trusts and to act as a trustee for the benefit and in the interest of the beneficial interest holders.*
12. *To act as the Authorized Business Partner, Authorized Service Provider or Channel Partner or Dealer in relation to buying, selling, distributing, marketing, maintaining of various software products, solutions, IT Services, Network devices, other networking solutions, computer hardware, devices, components, peripherals, consumables and stationery, Internet services.*
13. *To grow organically and inorganically either by way of setting up, incorporation, formation, acquisition, amalgamation, merger, takeover of various companies whether directly or indirectly through association, joint-venture, partnership with any other entity or through wholly-owned / partly owned subsidiaries whether in India or abroad and to buy, subscribe, purchase, acquire, hold, transfer, sell in its name or through its nominees / representatives / subsidiaries / associates / joint ventures as may be appropriate from time to time in the form of shares, stock, contributions, debentures or any other type of security / ies in the capital of any company, firm, trust or such other entity."*



C. RATIONALE FOR THE SCHEME

- (i) The Company has suffered substantial losses since FY 2011-12 and has not been able to scale its business and unleash its full potential for growth and profitability. However, there has been a turnaround in the fortunes of the Company. The Company has in the financial year 2016-17 and 2017-18, reported profits on a consolidated basis. Further, it has also entered into a Supplemental Master Restructuring Agreement with its lenders with a view to proactively manage its debt position.
- (ii) As per the audited financial statements for the year ended 31 March 2018, the Company has accumulated losses amounting to INR 2,526.99 crores. The said accumulated losses have wiped off the value represented by the share capital. Thus, the financial statements of the Company are not reflective of the financial position of the Company.
- (iii) Due to huge accumulated losses of the prior years, the financial statements do not reflect the turnaround in the business of the Company. Thus, with a view to ensure that (i) the financial statements of the Company reflect its true and fair financial health/ position; and (ii) to obliterate the share capital being lost and not represented by available assets of the Company, it is necessary to carry out reduction of share capital of the Company. Subsequent, to reduction, the consolidation of equity shares aims to maintain optimum liquidity in the market commensurate with other entities of similar size and in similar business.
- (iv) The reduction of share capital and subsequent consolidation in the manner proposed herein would enable the Company to rationalise its capital structure and present a true and fair financial position of the Company which commensurate with its business and assets.
- (v) Hence, the proposed reduction of share capital and subsequent consolidation is in the interest of the Company and its shareholders, creditors and all concerned.

D. OPERATION OF THE SCHEME

- (i) This Scheme provides for a reduction of share capital of the Company on the Record Date (as defined hereinunder). Such reduction shall be effected by reducing the face value of the equity shares of the Company from INR 10 to INR 1. Subsequent to such reduction in face value of the equity shares of the Company, the Scheme provides for consolidation of 10 equity shares of the Company of INR 1 into one equity share of the Company of INR 10 each.
- (ii) Both the reduction and consolidation of the share capital shall be done as an integral part of the Scheme and without discharge of any consideration in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, and such other approvals / permissions, as may be required under applicable law, regulations and guidelines issued by the regulatory authorities.
- (iii) This Scheme also makes provisions for various other matters consequential or related hereto and otherwise integrally connected herewith.

E. PARTS OF THE SCHEME



This Scheme is divided into the following parts:

- (i) **Part I** deals with the definitions of capitalized terms used in this Scheme and the details of the share capital of the Company;
- (ii) **Part II** deals with reorganisation of the share capital of the Company; and
- (iii) **Part III** deals with the other general terms and conditions that would be applicable to the Scheme.

PART I

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

1.1 In this Scheme, unless inconsistent with the subject or context thereof the following expressions shall have the following meanings:

- 1.1.1 **"3i Infotech ESOS"** means the Employee Stock Option Scheme 2000 and Employee Stock Option Scheme 2007 of the Company framed under the Securities and Exchange Board of India (Employee Stock Options Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and aligned with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and includes any other scheme that may be framed in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and approved by the shareholders of the Company before the Effective Date;
- 1.1.2 **"Act"** means the Companies Act, 2013 and shall include any other statutory amendment or re-enactment or restatement and the rules and/ or regulations and/ or other guidelines or notifications made thereunder from time to time;
- 1.1.3 **"Appointed Date"** means the Effective Date;
- 1.1.4 **"Board"** means the board of directors of the Company, and shall include a committee of directors or any person authorized by the board of directors or such committee of directors duly constituted and authorized for the purposes of matters pertaining to this Scheme or any other matter relating thereto;
- 1.1.5 **"Effective Date"** means the opening business hours of the day on which the conditions specified in Clause 10 (*Conditions Precedent*) of this Scheme are complied with. Reference in this Scheme to the date of **"coming into effect of this Scheme"** or **"effectiveness of this Scheme"** or **"Completion Date"** shall mean the Effective Date;
- 1.1.6 **"Employees"** means all the employees of the Company along with all benefits under employment including gratuity, superannuation, pension benefits and the provident fund or other compensation or benefits of such employees;
- 1.1.7 **"FCCB Documents"** includes the following:
 - (a) In respect of FCCBs represented by ISIN XS0308551166 and LRN 2007687:



- (i) Trust Deed dated 26 July 2007 between the Company and Deutsche Trustee Company Limited;
 - (ii) Supplemental Trust Deed dated 25 April 2012 between the Company and Deutsche Trustee Company Limited modifying certain provisions of the Trust Deed dated 26 July 2007; and
 - (iii) Second Supplemental Trust Deed dated 9 December 2016 between the Company and Deutsche Trustee Company Limited modifying certain provisions of the Trust Deed dated 26 July 2007 as modified by Supplemental Trust Deed dated 25 April 2012.
- (b) In respect of FCCBs represented by ISIN XS0769181982 and LRN 201204162:
- (i) Trust Deed dated 25 April 2012 between the Company and Deutsche Trustee Company Limited; and
 - (ii) Supplemental Trust Deed dated 9 December 2016 between the Company and Deutsche Trustee Company Limited modifying certain provisions of the Trust Deed dated 25 April 2012.
- (c) In respect of FCCBs represented by ISIN XS1423751418 and LRN 201612235:
- (i) Trust Deed dated 9 December 2016 between the Company and Deutsche Trustee Company Limited.

1.1.8 **"INR"** means Indian Rupee, the lawful currency of the Republic of India;

1.1.9 **"Record Date"** means the date fixed by the Board for the purpose of determining the shareholders whose shares will be reduced and consolidated pursuant to Clause 4.1 and 4.2 of the Scheme;

1.1.10 **"RoC"** means the Registrar of Companies, Mumbai having jurisdiction over the Company;

1.1.11 **"Scheme"** means this scheme of reduction of equity share capital, with or without any modification approved or imposed or directed by the Tribunal;

1.1.12 **"SEBI"** means the Securities and Exchange Board of India;

1.1.13 **"SEBI Circular"** shall mean the circular issued by the SEBI, being Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, and any amendments thereof, modifications issued pursuant to regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015;

1.1.14 **"Stock Exchanges"** shall mean the BSE and the NSE; and

1.1.15 **"Tribunal"** means the Mumbai bench of the National Company Law Tribunal having jurisdiction over the Transferor Company and the Transferee Company, as the case may be.

1.2 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the



Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Income-tax Act, 1961 and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

2. SHARE CAPITAL

2.1 The authorised, issued, subscribed and paid-up share capital of the Company as on June 29, 2018 is as under:

Particulars	INR
Authorised Share Capital	
2,200,000,000 equity shares of face value INR 10 each	22,000,000,000
200,000,000 0.01% Cumulative Non-Convertible Redeemable Class A preference shares of face value INR 5 each	1,000,000,000
1,500,000,000 0.10% Cumulative Non-Convertible Redeemable Class B preference shares of face value INR 5 each	7,500,000,000
1,050,000,000 0.10% Cumulative Non-Convertible Redeemable Class C preference shares of INR 1 each	1,050,000,000
Total	9,550,000,000
Issued, Subscribed and Paid-up Capital	
1,615,545,178 equity shares of INR 10 each	16,155,451,780
130,000,000 0.01% Cumulative Non-Convertible Redeemable Class A preference shares of face value INR 5 each	650,000,000
1,275,521,596 0.10% Cumulative Non-Convertible Redeemable Class B preference shares of face value INR 5 each	6,377,607,980
Total	23,183,059,760

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid up share capital of the Company till the date of approval of the Scheme by the Board of the Company.

The Company has outstanding stock options under 3i Infotech ESOS, the exercise of which may result in an increase in the issued and paid up share capital of the Company.

Exercise of conversion option by the holders of FCCBs of the Company may also result in an increase in the issued and paid up share capital of the Company.

The equity shares of the Company are listed on the Stock Exchanges.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme as set out herein in its present form or with any modification(s), as may be approved or imposed or directed by the Tribunal(s) or made as per Clause 9 of the Scheme, shall become effective from the Appointed Date but shall be operative from the Effective Date.

PART II

REORGANISATION OF SHARE CAPITAL OF THE COMPANY

4. REORGANISATION OF SHARE CAPITAL OF THE COMPANY



- 4.1 With effect from the Effective Date and on such Record Date as may be decided by the Company, the entire issued, subscribed and paid up equity share capital of the Company as on the Record Date shall stand reduced, by reducing the face value of the equity shares, from the present sum of INR 10 (Ten) each fully paid to equity shares of INR 1 (One) each fully paid.
- 4.2 Immediately, upon reduction of the face value of the equity shares of the Company under Clause 4.1 above, 10 (Ten) equity shares of face value of INR 1 each (One) (as reduced under Clause 4.1 above), shall be consolidated into 1 (One) fully paid up equity share of INR 10 each.
- 4.3 In the event, if, after giving effect to the reduction of face value of the equity shares of the Company and immediate consolidation of the face value of such equity shares of the Company (as mentioned in Clauses 4.1 and 4.2 above), a shareholder becomes entitled to a fraction of an equity share of the Company, the Company shall not issue fractional shares or share certificates, as the case may be, to such member/ beneficial owner, but shall consolidate such fractions and round up the aggregate of such fractions to the next whole number and issue and allot the consolidated equity shares directly to a trustee nominated by the Board in that behalf, who shall sell such shares in the market at such price or prices and on such time or times as the trustee may in its sole discretion decide and on such sale, shall pay and distribute the net sale proceeds (after deduction of the expenses incurred) to the shareholders/ beneficial owners respectively entitled to the same in proportion to their fractional entitlement.
- 4.4 The share certificates of the Company in relation to the equity shares held by its shareholders shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled pursuant to this Scheme. After taking into effect the reduction and consolidation of share capital of the Company, as mentioned in Clauses 4.1 and 4.2 above and on the basis of shareholdings on the Record Date, either fresh share certificate(s) will be issued to the shareholders of the Company holding the shares in physical form, or, in case of shareholding in dematerialised form, appropriate number of shares in terms of this Scheme will automatically be credited to the respective dematerialised accounts of the said shareholders maintained with the depositories.
- 4.5 The proposed reduction in face value of equity shares and the subsequent consolidation as contemplated in Clause 4.1 and 4.2 shall be in respect of all the equity shares held by the members of the Company. Therefore, there will be no change in the shareholding percentage post giving effect to reduction and consolidation of the equity share capital.
- 4.6 The equity shares of the Company shall continue to be listed on the Stock Exchanges and the Company shall make necessary applications to the Stock Exchanges, pursuant to Scheme coming into effect, to note consequential changes due to reduction and consolidation of share capital of Company.
- 4.7 The reduction of the share capital of the Company shall be effected as an integral part of this Scheme itself, without having to follow the process under Sections 66 of the Act separately and the order of the Tribunal sanctioning this Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.
- 4.8 Notwithstanding the reduction in the equity share capital of the Company, the Company shall not be required to add "And Reduced" as suffix to its name.



4.9 The Scheme does not envisage transfer or vesting of any of the properties and/ or liabilities of the Company to any person or entity and consequently, the order of the Competent Authority approving the Scheme will not attract any stamp duty.

4.10 The Company submits that the proposed reduction in capital does not violate or circumscribe any provision of the Act or any rules or regulations made under the Act.

5. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANY

5.1 The equity share capital written off in terms of Clause 4.1 of the Scheme shall be utilised for writing off the accumulated losses of the Company as on the Effective Date and the Company shall pass appropriate entries as per the applicable accounting policies and accounting standards as regards accounting for the reduction of capital and writing off the accumulated losses of the Company on the Effective Date.

PART III

GENERAL TERMS & CONDITIONS

6. EMPLOYEES

6.1 The employees of the Company shall, in no way, be affected by the proposed reduction of share capital, as there is no transfer of employees under the Scheme. On the Scheme becoming effective, all the employees of the Company shall continue with their employment, without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date.

6.2 The stock options granted under the 3i Infotech ESOS shall be suitably adjusted in view of the reduction and consolidation of equity share capital in Clause 4.1 and 4.2 above.

7. CREDITORS

7.1 The reduction of equity share capital (as set out in Clause 4.1 above) will not cause any prejudice to the creditors of the Company. The creditors of the Company are, in no way, affected by the proposed reduction of equity share capital, as there is no reduction in the amount payable to any of the creditors and no compromise or arrangement is contemplated with the creditors. Further, there is no actual cash outflow. Thus, the proposed adjustment would not, in any way, adversely affect the operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

7.2 The Company has entered into a Master Restructuring Agreement (“MRA”) with its lenders for restructuring its borrowings. In terms of the MRA, the Company is required to issue equity shares to its lenders in lieu of its borrowings. With respect to such equity shares which are required to be issued in terms of the MRA and remain unissued, then such issuance shall be suitably adjusted to account for the reduction and consolidation of equity share capital in Clause 4.1 and 4.2.

8. FCCB HOLDERS

8.1 The reduction of equity share capital (as set out in Clause 4.1 above) will not cause any prejudice to the FCCB holders of the Company. Their entitlement to equity shares shall be suitably adjusted in view of the reduction and consolidation of equity share capital in Clause 4.1 and 4.2 and shall be compliant with the FCCB Documents.

8.2 It is clarified that after the Record Date, the conversion formula of FCCB shall be adjusted in a manner such that the FCCB Holder would be entitled to one tenth of the shares in the



Company which he would otherwise be entitled to had the reduction and consolidation contemplated in Clause 4.1 and 4.2 above, not taken place.

- 8.3 It is further clarified that conversion formula for all conversion requests of FCCBs pending on the Record Date shall be adjusted in accordance with Clause 8.2.

9. MODIFICATION OR AMENDMENTS TO THE SCHEME

- 9.1 The Board of the Company acting themselves or through authorized persons, may consent to any modifications or amendments of the Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the Tribunal or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate and solve all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect.
- 9.2 For the purpose of giving effect to this Scheme or to any modification thereof the Board of the Company acting themselves or through authorized persons is authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.
- 9.3 It is clarified that if any modifications are required post satisfaction of the conditions precedent mentioned in Clause 10 below and the Scheme having been made effective, the Effective Date shall not be affected by any such modifications that might be required to be made and the Effective Date for such modified Scheme shall be same as the date on which Scheme was made effective prior to the modifications.

10. CONDITIONS PRECEDENT

- 10.1 Unless otherwise decided (or waived) by the Board, the Scheme is conditional upon and subject to the following conditions precedent:
- 10.1.1 obtaining no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- 10.1.2 approval of the Scheme by the requisite majority of each class of shareholders and creditors of the Company and such other classes of persons of the Company, if any, as applicable or as may be required under the Act and as may be directed by the Tribunal;
- 10.1.3 the sanctions and orders of the Tribunal, under Sections 230 to 232 of the Act being obtained by the Company; and
- 10.1.4 certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the RoC.

11. EFFECT OF NON-RECEIPT OF APPROVALS AND MATTERS RELATING TO REVOCATION / WITHDRAWAL OF THE SCHEME

- 11.1 In the event of any of the said sanctions and approvals referred to in the Clause 10 above, not being obtained and/ or the Scheme not being sanctioned by the Tribunal and / or the order not being passed as aforesaid within such period or periods as may be agreed upon by



the Board, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

12. COSTS, CHARGES, TAXES AND EXPENSES

- 12.1 All costs, charges, expenses, taxes, duties, levies and fees, if any, arising out of or incurred in carrying out and implementing the provisions of and giving effect to the Scheme, shall be borne and paid by the Company.

