



Date: 05.04.2023

**MEGASOFT LIMITED**

CIN : L24100TN1999PLC042730

My Home Hub, 1st Floor, Block-3,

Madhapur, Hyderabad - 500081,

Telangana, India.

Tel : +91 (40) 4033 0000; Fax : +91 (40) 4013 3555

email : investors@megasoft.com

website : www.megasoft.com

To

**BSE Limited**

Phiroze JeeJeeBhoy Towers

Dalal Street, Fort

Mumbai 400001

**Scrip Code: 532408**

**National Stock Exchange of India Limited**

Exchange Plaza

Bandra-Kurla Complex, Bandra(E)

Mumbai 400051

**Symbol: MEGASOFT**

Dear Sir(s),

**Sub: Intimation of Information received from Promoter Company regarding the Amalgamation**

**Ref: Disclosure pursuant to Regulation 30 of Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.**

Dear Sir/ Madam,

With reference to the above cited subject, we wish to inform you that the Company has received letter dated April 04, 2023 (attached as Annexure) from Ramanagaram Enterprises Private Limited ("REPL"), informing that the Hon'ble National Company Law Tribunal, Hyderabad Bench ('NCLT') vide its order dated January 30, 2023 (certified true copy of order issued on February 02, 2023) has approved the Scheme of Amalgamation between **Sri Power Generation (India) Private Limited ("SPGIPL")** (Promoter of the Company prior to above Amalgamation), **Solar Integration Systems India Private Limited and Nimbha Biotech Private Limited**, (Transferor Companies) with **Ramanagaram Enterprises Private Limited ("REPL")** (Transferee Company) (Promoter of the Company after the Amalgamation). SPGIPL was holding 3,22,86,926 equity Shares of the Company (constituting 43.77% of Equity Share capital of the Company) which subsequent to the aforementioned amalgamation has ceased to exist and is no longer the promoter of the Company.

Pursuant to and in accordance with the aforementioned NCLT Order sanctioning the Scheme of Amalgamation all the investments held by SPGIPL in the Company shall be deemed to have been transferred to REPL, the transferee Company and accordingly the latter is the Promoter of the Company holding the aforementioned stake, which was originally held by SPGIPL.

Further, we shall update your good office after transfer of aforesaid 3,22,86,926 equity shares from the SPGIPL to REPL is affected in the records of the Depository Participant.

You are requested to kindly take the above information on record and oblige.

Thanking You,

**For Megasoft Limited**

Shridhar  
Thathachary

Digitally signed by  
Shridhar Thathachary  
Date: 2023.04.05  
13:49:33 +05'30'

**Shridhar Thathachary**  
**Chief Financial Officer**

**RAMANAGARAM ENTERPRISES PRIVATE LIMITED**  
(Formerly Known as Ramana Enterprises Private Limited)

4<sup>th</sup> April 2023

To,  
The Board of Directors  
MEGASOFT LIMITED  
NO.85, KUTCHERY ROAD, MYLAPORU  
CHENNAI, TN-600004

**Sub: Intimation of receipt of the order in the matter of Amalgamation of Sri Power Generation (India) Private Limited (Transferor Company 1), Solar Integration Systems India Private Limited (Transferor Company 2) and Nimbha Biotech Private Limited (Transferor Company 3) into Ramana Enterprises Private Limited (Transferee Company)**

Dear Sir,

With reference to the captioned project, we inform you that the Hon'ble NCLT, Hyderabad vide its order dated 30<sup>th</sup> January 2023 ("Merge Order") which has been attached as **Annexure 1**, has approved the amalgamation of Sri Power Generation (India) Private Limited (Transferor Company 1), Solar Integration Systems India Private Limited (Transferor Company 2) and Nimbha Biotech Private Limited (Transferor Company 3) into and with Ramana Enterprises Private Limited (Transferee Company).

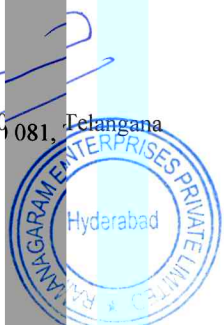
Further, the Form NC-28 filed by the transferor companies and the transferee company has been approved by the Registrar of Companies and the status of Sri Power Generation (India) Private Limited on the MCA portal appears as "amalgamated". A copy of master data of Sri Power Generation (India) Private Limited as attached on the MCA portal has been attached as **Annexure 2**.

Sri Power Generation (India) Private Limited ("Sri Power") being one of the promoters of the Company is holding 3,22,86,926 Equity Shares ("S") constituting 43.77% of the paid-up capital of the Company.

Pursuant to the scheme of merger, the assets and liabilities of the transferor companies shall become the assets and liabilities of the transferee company. Hence, the Equity shares held by Sri Power shall be transferred to Ramana Enterprises Private Limited ("REPL") being the transferee company. Consequently, the above Sri Power shall cease to be the promoter of Megasoft Limited and REPL shall become the promoter.

We shall update you as and when the transfer of shares is completed from Sri Power to REPL.

CIN: U40099TG02PTC038452  
Registered Office: Labs Centre, Building-3, Plot No. 3, G20, Ware units Layout, Madhapur, Hyderabad 500081, Telangana  
Tel: +91-40-4048444 | IN Fax: +91-40-40484445 | E: info@ilabsgroup.com



**RAMANAGARAM ENTERPRISES PRIVATE LIMITED**  
(Formerly Known as Lanco Thermal Power Private Limited)

In the meantime, we request you to take the above information on your record.

Regards,

For Ramanagaram Enterprises Private Limited



Duddukuri Venkata Dhanumjaya Rao  
Director  
DIN: 09268412



Encl: As above

**CIN: U40109TG2002PTC038452**

**Registered Office:** ilabs Centre, Building-3, Plot No.18, Software units Lay Out, Madhapur, Hyderabad 500 081, Telangana  
**Tel:** +91-40-40484444 | **Fax:** +91-40-40484445 | **E:** [dvdrao@ilabsgroup.com](mailto:dvdrao@ilabsgroup.com)

IN THE NATIONAL COMPANY LAW TRIBUNAL  
HYDERABAD



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In the matter of Schem

**M/s. Sri Power Generation (P) Ltd.**  
(Transferor)

A

**M/s. Solar Integration Systems Pvt. Ltd.**  
(Transferor)

A

**M/s. Nimbha Biotech Pvt. Ltd.**  
(Transferor)

w

**Ramnagaram Enterprises Pvt. Ltd.**

A

**Their Respective Shareholders**

M/s. Sri Power Generation (P) Ltd.  
(CIN: U40109TG2007PTC1640000000)  
Registered office at iLabs Center,  
Software Units Layout, Madhura Nagar,  
Hyderabad – 500081 Telangana  
represented by its Director, M/s. Sri Power Generation (P) Ltd.

.... Petitioner

M/s. Solar Integration Systems India Private Limited  
(CIN: U40100TG2006PTC049967)  
Registered office situated at iLabs Centre,  
Building III, Plot No. 18, Software Units Layout, Madhapur,  
Hyderabad - 500081, Telangana  
represented by its Director, Mr. Gopala Chakravarthy Madab

.... Petitioner-2 / Transferor Comp

M/s. Nimbha Biotech Private Limited  
(CIN: U01111TG2000PTC033328)  
Registered office situated at iLabs Centre, Building III,  
Plot No. 18, Software Units Layout,  
Madhapur, Hyderabad - 500081, Telangana

.... Petitioner-3 / Transferor Comp

AND

M/s. Ramanagaram Enterprises Private Limited  
(CIN: U40109TG2002PTC038452)  
Registered office situated at iLabs Centre, Building III,  
Plot No. 18, Software Units Layout, Madhapur, Hyderabad - 5  
Telangana represented by its Director, Mr. Duddukuri Venka  
Dhanumjaya Rao

.... Petitioner-4 / Transferee

Date of Order: 30

**Coram:**

Hon'ble Justice Telaprolu Rajani, Member (Judicial)  
Hon'ble Shri Charan Singh, Member (Technical)



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**Counsel/Parties**

For the Petitioner  
For Regional Director  
For Official Liquidator

I. This is a Joint Petition for the  
transferee of the business of the  
230 and of the business of the  
Act, 2013, and the business of the  
Amalgamation of the business of the  
Private Limited Company and the  
Solar Interiors Private Limited  
short "Trio" and the business of the  
Private Limited Company and the  
and M/s. Solar Interiors Private Limited  
for short "Trio" and the business of the  
shareholders of the business of the  
Amalgamation of the business of the  
1 of the Petitioner



II. The Registered Office of the Transferee Company is located in Hyderabad, Telangana.

III. Briefly, the facts of the case are as follows:

i. M/s. Sri Power Generation Limited/Transferor was incorporated on 28.08.2007 as a Private Limited Company in the name of "Sricity Power Generation Limited" the then State of Andhra Pradesh. It was later renamed to "Sri Power Generation Limited" in August 2009. The Registered Office was shifted from the state of Andhra Pradesh to Hyderabad on 15.07.2022.

ii. The Transferor Company was established to establish, own, to generate, produce, power generation using coal, gas, oil, etc., employing any kind of technology, to sell electricity or provide consultancy or any other services in the field of power generation, distribution,

P



iii. The Present Share Capital structure of the Transferor Company-1 as on 31.03.2022 is as follows:

Particulars	Amount (in Rs.)
<b><u>Authorised:</u></b>	
50,00,000 Equity Shares of Rs 10/- each	5,00,00,000
<b>Total</b>	<b>5,00,00,000</b>
<b><u>Issued, Subscribed and Paid-up:</u></b>	
48,00,000 Equity Shares of Rs. 10/- each	4,80,00,000
<b>Total</b>	<b>4,80,00,000</b>



iv. The Transferor Company No. 2 was incorporated as a Private Company limited by shares on 20.04.2006 in the name of "iLabs Capital Private Limited". Subsequently, the name of the Company was changed to "So

v.



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Date of Order: 30.01.2023

authority; to carry on anywhere in India or abroad, the business of locating, establishing, constructing, refurnishing, renovating, reconditioning old power plants of all kinds, laying, equipping, operating, using, managing and maintaining power stations, transformers, switching, conversion, transmission and distribution facilities, electric wires, cables, overhead lines, substation and switching stations and rendering consultancy or any other service(s) in the field of production, generation, transmission, distribution and/or sale of power or electricity.



vi. The Share Capital structure of the Transferor Company-2 as on 31<sup>st</sup> March 2022 is as follows:

Particulars	Amount (in Rs.)
<b>Authorised:</b>	
20,00,000 Equity Shares of Rs 10/- each	2,00,00,000
12,00,000 Preference Shares of Rs. 100/- each	12,00,00,000

<b>Issued, Subse</b>
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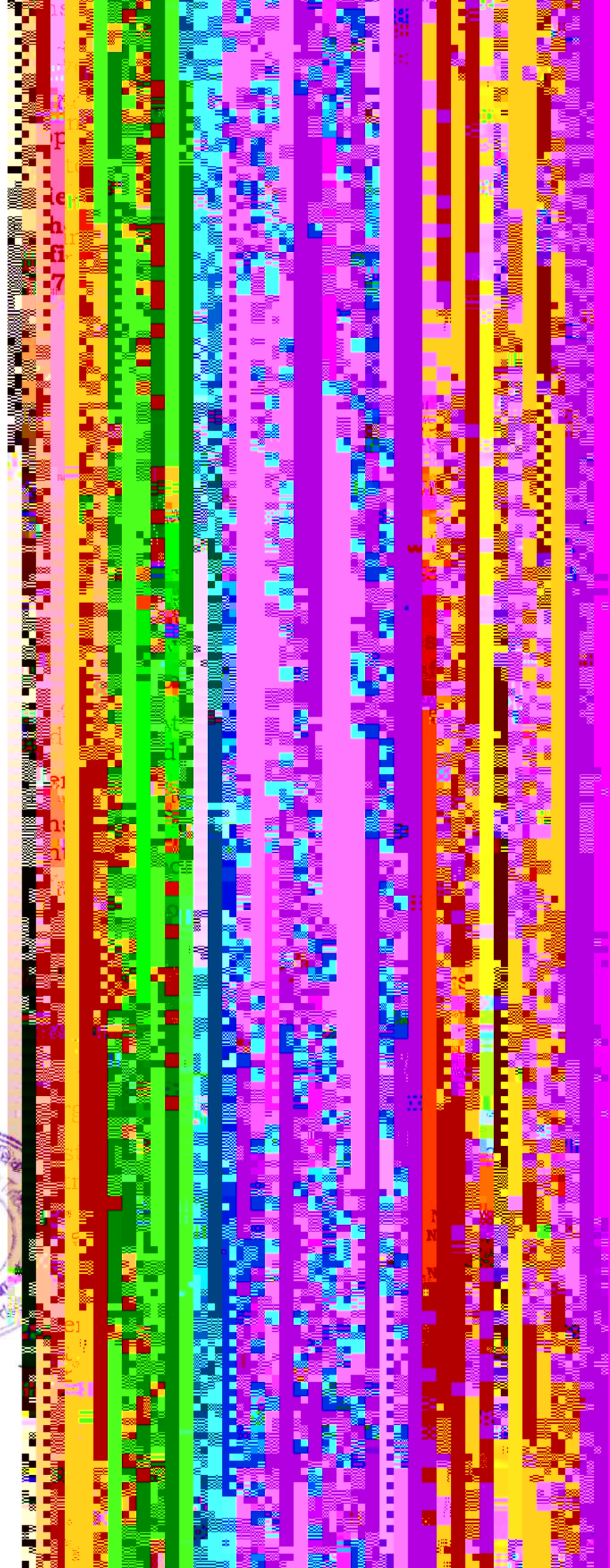


ix. The Transferee Company as a Public Company "Vamshi Industrial Power of the Company was Limited" w.e.f 28.05 converted from Public Thereafter the name "Lanco Thermal Power Enterprises Private Limited"

x. The Transferee Company development, generation transmission distribution all branches, at places construct, lay down develop, power supply accumulators, lighting types of electrical works places contemplated or otherwise; to concessions, grants whatsoever conferred this or any other company



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- xi. The Share Capital  
as on 31.03.2022 is

<b>Particulars</b>
<b><u>Authorised:</u></b>
7,00,00,00,000 Equity Sha each 3,00,00,00,000 Preference each
<b><u>Issued, Subscribed and Pa</u></b>
80,55,556 Equity Shares o 64,44,444 Preference Share



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xii. The Audited Annual Accounts for the year ending 31st March 2021 and Provisional Annual Accounts for the year ending 31st March 2022 of the Petitioner Company are filed as **Annexure-4 of the application.**

xiii. The Audited Annual Accounts for the year ending 31st March 2021 and 31st March, 2022 of the Amalgamating Company are filed as **Annexure-5** of the application.

xiv. According to the Petitioner Companies, the proposed Scheme are: -

a) To achieve synergistic integration and consolidation of the businesses presently being carried on by the Amalgamating Company(s) and the Amalgamated Company, which shall be beneficial to the shareholders, creditors and employees of the respective companies;

b) Amalgamation would create greater synergy between the businesses of the Amalgamating Company and the Amalgamated Company and would enable the Amalgamated Company to have access to better financial resources.



increase the managerial skills;  
pooling the technical,  
skills;

- c) Simplification of group multiple entities;
- d) Enhancement of net worth to capitalize on future utilization of resources . cost reduction;
- e) A combined entity will benefits of large scale entity will have power, customers and stakeholder.
- f) Greater financial strength Amalgamated Companies optimizing the leverage allow Amalgamated Companies expansion strategies;



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- xvi. The Board of Directors of the Petitioner Companies approved their Scheme of Arrangement on 16.07.2022. The Scheme was approved by the Board of Directors of the Petitioner Companies by way of a Resolution. The Scheme supported by the Board of Directors of the Petitioner Companies was obtained from all the Petitioner Companies.
- xvii. The Company Petition filed by the Petitioner Companies dated 18.10.2022 passed by the Hon'ble Bench of the National Company Law Tribunal, Hyderabad Bench, in compliance with the requirements as per directions of the Hon'ble Bench, filed necessary affidavits.
- xviii. As per the directions of the Hon'ble Bench dated 18.10.2022, the Petitioner Companies have filed the Statutory Authority.
- xix. Notices were served on the Regional Director, Hyderabad (RoC), Official Liquidator, Hyderabad and the Statutory Authorities for intimating the Petitioner Companies.



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Date of Order: 30.01.2023

- xx. The Regional Director (South East Region), Ministry of Corporate Affairs, Hyderabad has filed its Reports on 23.12.2022 and 16.01.2023, inter alia, stating that the Hon'ble Tribunal may be pleased to consider the observations as pointed out therein and pass such orders after hearing the Income Tax Department.
- xxi. In response to the observations made by the Regional Director, the Petitioner Companies have given necessary undertakings and clarifications through their reply affidavit filed on 23.12.2022. The observations made by the Regional Director and the clarifications and undertakings given by the Petitioner Companies are summarized in the table below:

<b>Para Nos.</b>	<b>Regional Director's Report/observations Dated 22.12.2022</b>	<b>Reply Affidavit filed by the Petitioner Companies</b>
Page 2 @ para 3	The Directorate has received Letter No.ROC(H)/Amal/230-232/2022/3239 dated 30.11.2022 from the Registrar of Companies, Hyderabad opining no objection to the proposed Amalgamation, but pointed	



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	<p>out certain under:</p> <p>(a) The Com Lan Pvt. CIR ResP been Hor Hyd 26.0 Sub Con into Com 03.0 chan Lanc Priva Rama Enter Limit which Resol</p>
Page 2 @ para 3(b)	NCLT in 18.10.202 with mee and credit companies
Page 2 @ para 3(c)	The appoi as 01.08 effective implement



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Page 2 @ para 3(d)	T n T s s in c d s t
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Page 2 @ para 3(f)	RI dir Co sta ap sa sch con ab sta ma



Date of Order: 30.01.2023

Page 2 @ para 3(g)	The Hon'ble Tribunal may be pleased to direct the Petitioner Company(s), involved in the scheme to comply with Rule 17(2) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2013 with respect to filing of order for confirmation of Scheme to be filed in Form No.INC-28 with the concerned office of Registrar of Companies by the Petitioner Company.	The Petitioner Companies have already submitted an undertaking dated 22.12.2022. A copy of the same has been filed as Annexure-D of the Reply Memo.
Page 3 @ para 4	The Directorate has received e-mail dated 21.12.2022 from the Official Liquidator, Hyderabad opining no objection to the proposed Amalgamation, but point out certain observations as under:	
Page 3 @ para 4 (a)	Clause 6.1 of the Scheme is silent on any specific accounting treatment for the merger of Assets & Liabilities of Transferor Companies	The Accounting Treatment contained in the scheme duly verified by the Statutory Auditor and stated that all the Assets and Liabilities of the Amalgamating Companies transferred to the Amalgamated Companies at their



None







	statement undertaken Audited Financial 31.03.2
Page 4 @ para 6	The Di dated address Commi Tax, V Bhavan for comme present However reply/co matter h to this o the Tran furnish pay the by the Authorit Hence, t may be the abov pass suc deemed circumst the Inco



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Para No.	C O (M l v S
22(1)	T S sp tre As Tr e

		Amalgamated Companies at respective values in accordance with IND AS Indian Accounting Standard 2015
22(2)	That, Clause 11.1 of Part-II of the Scheme seeks to protect the employees, if any, of the Transferor Companies, if they are in service as on the Effective Date. Hence, this Hon'ble Tribunal may be pleased to direct the Transferor and Transferee Companies to submit an undertaking (on an Affidavit duly notarised) to this Hon'ble Tribunal to the effect that there would be no retrenchment of any employee who were in service as on Appointed Date as well.	The Petitioner Companies given an undertaking to the effect that there would be no retrenchment of employees in service as on Effective Date and Appointed Date (i.e. 01.08.2022) as well.
22(3)	That the Clause 7 of Part-II of the Scheme provides for clubbing of Authorised Capital. However, as per the Clause, the Authorised Capital of the Transferee Company shall	The Transferor Company has given an undertaking stating that they will pay the difference fee, if any, for compliance with




	<p>automatically stand increased without any further fees/stamp duty payable to the Registrar of Companies. This term in the Scheme is not in line with the provisions of Section 232(3)(i) of the Companies Act, 2013. In this regard, the Transferee Company shall comply with the provisions of the aforementioned section and pay the difference fee, if any, after setting off the fee already paid by the Transferor Company on its respective capital</p>	<p>Sche Ama set alrea Trans Com s auth per of S Act, th</p>
22(4)	<p>The Transferor Companies has related party transactions. The Transferor Companies may be directed to show the compliance under Section 188 of the Companies Act, 2013.</p>	<p>The Com given that t have with th Section Comp with Relate Transa</p>
22(5)	<p>As per the Balance Sheet as at 31<sup>st</sup> March, 2022, the</p>	<p>The Comp stated Transf</p>




Date of Order: 30.01.2023

	Transferor Company-1 is a loss making company.	1 has not generated any profit during the year 2021-2022.	
22(6)	There are no proceedings pending under the provisions of the Companies Act, 2013 against the Transferor Companies as per the information provided by them vide letter dated 23.11.2022.	The Petitioner Companies have stated that all the compliances required to be carried out under the provisions of the Companies Act, 2013 has been taken care and no proceedings are pending against the Transferor Companies.	No further observation

Finally the Official Liquidator (OL) accepted the submissions made by the Petitioners and did not raise any objections for accepting the Scheme of Amalgamation of the Petitioner Companies.

- xxiii. A copy of the Auditor's Certificate issued by M/s. Ganesh Venkat & Co., Chartered Accountants, certifying that the Scheme of Amalgamation of Petitioner Companies to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013



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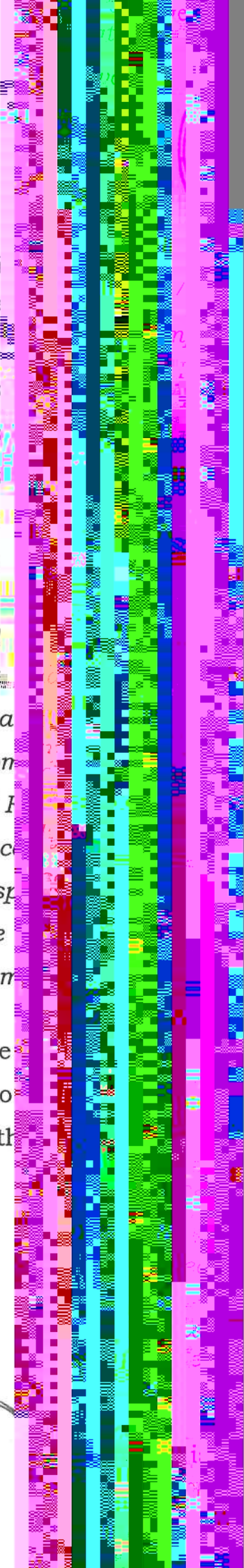
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names are reg  
Amalgamating  
following ratio:

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Company-1 for e  
Rs.10/- each, cr  
Date by such eq  
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Date of Order: 30.01.2023

concerned statutory, regulatory authorities and all other stakeholders of the Petitioner Companies.

- ii. While approving the Scheme, we made it clear that this order should not be construed as an order in anyway granting exemption from payment of stamp duty, taxes or any other charges, if any, payable, in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.
- iii. The whole of the assets, property, rights and Liabilities of the Transferor Companies shall be transferred without the requirement of any further act or deed to the Petitioner/Transferee Company.
- iv. We direct the Petitioner companies to comply with all the observations pointed out by the Regional Director and Official Liquidator, if any.
- v. We direct the Petitioner Companies to preserve the books of accounts and papers and records and the same shall not be disposed of without the prior permission of the Central



Date of Order: 30.01.2023

Government in terms of provisions of Section 239 of the Companies Act, 2013.

- vi. We direct the Petitioner Companies to ensure statutory compliance of all applicable laws and also on sanctioning of the present Scheme the Petitioner Companies shall not be absolved for any of its statutory liability in any manner.
- vii. We direct the Petitioner Companies involved in the Scheme to comply with Rule 17 (2) of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2013. The Petitioner Companies within 30 days after the date of receipt of certified copy of the order, shall cause certified copy to be delivered in the Form INC-28 to the Registrar of Companies concerned for registration and on such certified copy being delivered, Registrar of Companies concerned shall take all necessary consequential action in respect of the Petitioner Companies.
- viii. The Petitioner Companies are further directed to take all consequential and statutory steps required in pursuance of the approved Scheme of Amalgamation under the

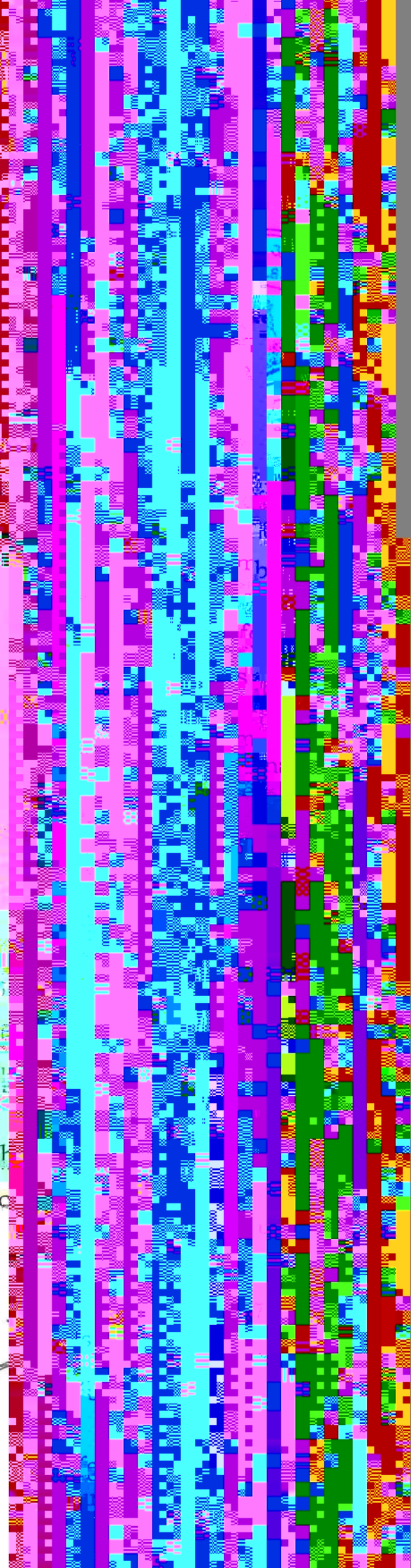


provisions of the Companies Act, 2013  
compliance and undertaking relating  
by the Regional Director (SER), MCA,  
Hyderabad and Official Liquidator, H

- ix. The Transferee Company (previously  
Limited) was under Corporate Insolvency  
Process ('CIRP') wherein Resolution Plan  
by the NCLT, Hyderabad Bench on 26  
of the approved Resolution Plan g  
Scheme of Arrangement in Resolution  
Petitioner Companies involved in the  
with the conditions stipulated in the  
Plan.
- x. All the legal proceedings pending  
Transferor Companies shall be contin  
Transferee Company.
- xi. Though no representation has been  
Income Tax Authorities despite serv  
Petitioner Companies, the tax implicati



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MEMB  
Syamal

  
Deputy Registrar / Assistant  
National Company Law Tri

## Company Master Data

CIN	U40109TG2007PTC164830
Compan Name	SRI POWER GENERATION (INDIA) PRIVATE LIMITED
ROC Code	RoC-H derabad
Registration Number	164830
Compan Categor	Compan limited b Shares
Compan SubCategor	Non-govt compan
Class of Compan	Private
Authorised Capital(Rs)	50000000
Paid up Capital(Rs)	48000000
Number of Members(Applicable in case of compan without Share Capital)	0
Date of Incorporation	28/08/2007
Registered Address	ILABS CENTRE, BUILDING 3, PLOT NO.18 SOFTWARE UNITS LA OUT, MADHAPUR H derabad H derabad TG 500081 IN
Address other than R/o where all or an books of account and papers are maintained	NO.18 ILABS CENTRE, BUILDING-3 SOFTWARE UNITS LA OUT,MADHAPUR, H DERABAD AP 500081 IN
Email Id	subhani.gm@ilabsgroup.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE compliant
Suspended at stock e change	-
Date of last AGM	31/12/2022
Date of Balance Sheet	31/03/2022
Compan Status(for e filing)	Amalgamated

## Charges

Charge Id	Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
No Charges Exist for Compan /LLP					

## Directors/Signator Details

DIN/PAN	Name	Begin date	End date	Surrendered DIN
01741304	KAMALAMMA CHINTALAPATI	26/03/2009	-	
01760616	PUSHPAVATHI DENDUKURI	26/03/2009	-	
01828197	DENDUKURI ANILKUMAR	14/07/2011	-	
07590312	AKILA CHINTALAPATI RAJU	19/01/2018	-	