

# Notice for Annual General Meeting

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# Notice for Annual General Meeting

NOTICE is hereby given that the 38th Annual General Meeting of the Members of JAGRAN PRAKASHAN LIMITED, CIN L22219UP1975PLC004147 will be held on Tuesday the 30th day of September, 2014 at 12:00 Noon at Hotel Royal Cliff, Opposite Motijheel Gate No. 1, Kanpur, to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss (both Standalone and consolidated basis) for the year ended on that date together with the Report of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Devendra Mohan Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Amit Dixit, who retires by rotation and being eligible, offers himself for re-appointment.
5. To declare final dividend and confirm interim dividend of Rs. 1 per share, already paid for the year ended 31st March, 2014.
6. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration:

**“RESOLVED THAT** pursuant to the provisions of Section 139(2)(b) and other applicable provisions, if any of the Companies Act, 2013, approval be and is hereby accorded to re-appoint M/s Price Waterhouse ,New Delhi (FRN 012754N), Chartered Accountants as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** Mr. Mahendra Mohan Gupta, Chairman and Managing Director and Mr. Amit Jaiswal, Company Secretary of the Company be and are hereby severally authorized to file necessary e-forms with Registrar of Companies, Uttar Pradesh and the Board of Directors, be and are hereby authorized to fix the remuneration and terms and conditions of said appointment.”

## SPECIAL BUSINESS:

### 7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 the maximum number of Directors on the Board of Directors of the Company in office as considered desirable by Board of Directors from time to time, be and is hereby fixed as 20(Twenty).”

### 8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT Mr. Satish Chandra Mishra** (holding DIN 06643245) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 30, 2013 and who holds office upto the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director, liable to retire by rotation.”

### 9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Akhilesh Krishna Gupta** (holding DIN 00359325), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

### 10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Anuj Puri** (holding DIN 00048386), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019. ”

### 11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Bharatji Agrawal** (holding DIN 01482285), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

### 12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Dilip Cherian** (holding DIN 00322763), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

### 13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Rajendra Kumar Jhunjunwala** (holding DIN 00073943), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an

Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

**14. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Shashidhar Narain Sinha** (holding DIN 00953796), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

**15. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Vijay Tandon** (holding DIN 00156305), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

**16. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members of the company be and is hereby accorded to appoint **Ms. Anita Nayyar** ( holding DIN 03317861) as an Independent Director of the Company to hold office for two consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2016.”

**17. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members of the company be and is hereby accorded to appoint **Dr. Punita Kumar Sinha** ( holding DIN 05229262) as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

**18. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members of the company be and is hereby accorded to appoint **Mr. Jayant Davar** ( holding DIN 00100801) as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

**19. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members of the company be and is hereby accorded to appoint **Mr. Ravi Sardana** ( holding DIN 06938773) as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.”

**By Order of The Board  
For Jagran Prakashan Limited**

**Amit Jaiswal  
Company Secretary**

Place: New Delhi  
Date: July 31, 2014

**NOTES:**

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.  
Proxies, in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out details relating to Special Business at the meeting is annexed hereto.
3. Brief resume of all Directors including those proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the annexure to the notice/Report on Corporate Governance.
4. The Register of Members and Share Transfer Books shall be closed from 22nd September, 2014 to 30th September, 2014 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if declared at the meeting.
5. The shareholders of the Company are informed that the amount of dividend which remains unclaimed for the period of 7 years would be transferred to the Investor Education and Protection Fund and the shareholder(s) would not be able to claim any amount of the dividend so transferred to the Investor Education and Protection Fund.
6. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited. Shareholders holding shares in electronic form must send the advice about change in address or bank mandate to their respective Depository Participants and not to the Company or its Share Transfer Agents.

7. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
8. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
9. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
10. Electronic copy of the Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same for members who have not registered their email address, physical copies of the Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the permitted mode.
11. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's Corporate website [www.jplcorp.in](http://www.jplcorp.in) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investor@jagran.com](mailto:investor@jagran.com)
12. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting (Electronic Voting facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 38th Annual General Meeting to be held on Tuesday, September 30, 2014 at 12:00 Noon.

The Company has engaged the services of Karvy Computershares Private Limited (Karvy) as the authorised agency to provide the e-voting facilities.

The e-voting facility will be available during the following voting period.

Commencement of e-voting	End of e-voting
From 9.00 a.m. (IST) on 24th September 2014	Up to 6.00 p.m. (IST) on 26th September, 2014

**Instructions and other information relating to e-voting are as under:**

**1. A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participants]:**

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Jagran Prakashan Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [csubbarao@gmail.com](mailto:csubbarao@gmail.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

**B. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participants]:**

- (i) User ID and initial password as provided overleaf.
- (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
4. The voting rights of the Members shall be in proportion to the paid-Up value of their shares in the equity capital of the Company as on the cut-off date.
5. The Board of Directors has appointed Mr. P MV Subba Rao a Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.

7. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
8. The Results declared along with the Scrutinizer's Report(s) will be available on the corporate website of the Company, [www.jplcorp.in](http://www.jplcorp.in) and on Karvy's website, <https://evoting.karvy.com> within two (2) days of passing of the resolutions and communication of the same to Bombay Stock Exchange Limited (BSE) and National Stock Exchange (NSE).

### **Explanatory Statement pursuant to provisions of Section 102(2) of the Companies Act, 2013**

#### **Item No. 7:**

In terms of Section 259 of the Companies Act, 1956 the company has taken approval from the shareholders in the Extra Ordinary General Meeting of the Company held on 7th June, 2002 and has also obtained the approval from Central Government vide their letter No. 4/11/2002-CL.VII dated November 1, 2002 to have the maximum of 20 directors on the Board.

Accordingly, Company's Article of Association No. 97(i) provides that the Board, exclusive of alternate director will not be less than 4 and more than 20 directors.

Now, Section 149 of the new Companies Act, 2013 provides that the Company may appoint more than 15 directors after passing a Special Resolution. Therefore, in terms of the above requirement, it is proposed by the Board to obtain the approval of the members to have maximum number of directors on board by passing the Special Resolution as set out at Item No 7.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the aforesaid resolution, except to the extent that they themselves may be eligible for being appointed as one of the Director within the maximum limit of 20 directors.

#### **Item No. 8:**

Mr. Satish Chandra Mishra aged about 51 years. He holds B.E. (Electronics), from Madhav Institute of Technology, Gwalior, P.G. Diploma in Human Resource Management from IMT Ghaziabad, and MBA (Major-Marketing Management, Minor-Operations Management) from Punjabi School of Management Studies, Punjabi University, Patiala. Mr. Mishra has over 31 years of experience in Newspaper industry. The other particulars as required under clause 49 of the Listing Agreement of the said proposed Directors are given in the annexure to the Notice.

Mr. Mishra was appointed by the Board as an Additional Director on October 30, 2013 and thereafter, as Whole-time Director (Production) of the Company for the period of 5 years w.e.f. 1st January, 2014, by the shareholders, through postal ballot.

The Company has received notice pursuant to Section 160 of the Companies Act, 2013 from a member signifying his intention to propose appointment of Mr. Mishra as Director. Mr. Mishra has signified his consent to act as a Director, if appointed.

Except Mr. Mishra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

#### **Item Nos. 9:**

Mr. Akhilesh K. Gupta aged about 62 years is a Non-Executive independent Director. He joined our Board on September 28, 2012. Mr. Gupta received his B.Tech degree in Chemical Engineering, with distinction, from the Indian Institute of Technology, Delhi and MBA degree from the Graduate School of Business, Stanford University. He began his career at Hindustan Lever, India's largest multi-national corporation. From 1981 to 1992 he worked in the U.S., first in consulting with Strategic Planning Associates and ICF in Washington D.C., then as Senior Vice President and Chief Financial Officer of Krauses Sofa (an integrated retailer and manufacturer of furniture), and after that as Chief Financial Officer and Chief Operating Officer of Stylus Inc. (another integrated retailer and manufacturer of furniture). He is at present Senior Advisor to The Blackstone Group and Chairman of Blackstone India. Mr. Gupta started operations of The Blackstone Group in India in 2005 as its Senior Managing Director. Before joining Blackstone, Mr. Gupta served as CEO- Corporate Development for Reliance Industries Limited and Reliance Infocomm Limited. During Mr. Gupta's tenure, the Reliance group was India's largest private sector business house with diversified interests in petrochemicals, energy, power, telecom, and financial services. Mr. Gupta's efforts at Reliance were focused on developing Reliance's oil & gas, refining, and telecom businesses.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Gupta being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Gupta as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Gupta as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

#### **Item Nos. 10:**

Mr. Anuj Puri aged about 48 years is a Non-Executive independent Director. He joined our Board on January 31, 2013. He holds a bachelor's degree in commerce, is an Associate of the Institute of Chartered Accountants of India (New Delhi), Associate of the Chartered Insurance Institute, UK, Associate of Insurance Institute of Surveyors & Adjusters (India) and an Associate of the Insurance Institute of India.

With over 23 years of experience in multi-disciplinary advisory and transactions ranging from real estate to social development projects, he has expertise in undertaking demand assessment studies and transactional services including marketing strategies based on technical real estate market analysis. Anuj has successfully handled marketing of projects within the Office, Retail, Hospitality and Residential domains. His vast expertise repertoire also encompasses feasibility studies, program requirement derivation and fund & investor sourcing. Mr. Puri has held various key positions in the industry and is Chairman of Real Estate, Infrastructure & Construction Committee for CII Maharashtra, Member of CII National Committee on Real Estate & Housing, Member of FICCI Real Estate Committee, Advisory Board member of Retailers Association of India, Board member of Asia Pacific Real Estate Association (APREA) as well as a Fellow of Royal Institute of Chartered Surveyors (FRICS). At present, Mr. Puri is the Chairman & Country Head of Jones Lang LaSalle (JLL), one of India's largest real estate service providers with operations in 11 cities across India and staff strength of over 6800.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Puri being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Puri as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Puri fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Puri as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Puri as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Puri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

**Item Nos. 11:**

Mr. Bharatiji Agrawal aged about 71 years is a Non-Executive independent Director. He joined our Board on November 18, 2005. He holds a bachelor's degree in science and a bachelor's degree in law. Mr. Agrawal has been practicing as an advocate for about 52 years. Mr. Agrawal has been designated as Senior Advocate by the High Court, Allahabad in 1997 and has been appointed as the Senior Standing Counsel of the Income Tax Department in the High Court at Allahabad. He has been the Chairman and the Vice Chairman of U.P. Bar Council and has been nominated as National President of All India Federation of Tax Practitioners. He has addressed various Tax Conferences in London and USA apart from being a regular Faculty Member of Madras Chamber of Commerce and Industry, Chennai. Mr. Agrawal has been awarded 'SUMMAN' by the Income Tax Department in year 1997. In addition, Mr. Agrawal holds various senior honorary positions in various social and cultural organizations.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Agrawal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Agrawal as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Agrawal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Agrawal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Agrawal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Agrawal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

**Item Nos. 12:**

Mr. Dilip Cherian aged about 58 years is a Non-Executive independent Director. He joined our Board on January 31, 2013. He holds bachelor's and master's degree in Economic and is a Gurukul Chevening Fellow from the London School of Economics. Mr. Cherian is Founder & Consulting Partner of Perfect Relations, South Asia's leading image management consultancy. He advises CEOs on External Communications, Internal Communications and Public Affairs.

Mr. Cherian has been the National Chair of the International Public Relations Association. He is on the Governing Board of Advertising Standards Council of India and served on the Board of Advisors at Mudra Institute of Communication, Ahmedabad and the Governing Council of the National Institute of Design. Mr. Cherian recently spent time on the Apex Committee of Shareholder Grievance of the Ministry of Company Affairs. Mr. Cherian serves on the Board of a number of companies and social organisations.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Cherian being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Cherian as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Cherian fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Cherian as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Cherian as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Cherian, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

**Item Nos. 13:**

Mr. Rajendra Kumar Jhunjhunwala aged about 69 years is a Non-Executive independent Director. He joined our Board on 4th September 2008. He holds a bachelor's degree in Commerce. He has the vast experience of handling Sugar Mill, Vanaspati Plant and Steel Foundry of Motilal Padampat Udyog Private Limited. He has been managing the export business of harness and saddlery products in M/s Moti International Private Limited. In past, he has been the President of Merchant Chamber of U.P., Chairman of the Employers association of Northern India, Vice President of Indian Vanaspati Producers Association, New Delhi and member of the Steel Furnace Association of India, New Delhi. In addition to this, he has also been associated with many philanthropic Associations.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Jhunjhunwala being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Jhunjhunwala as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Jhunjhunwala fulfils the conditions specified in the Companies Act, 2013

and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jhunjhunwala as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jhunjhunwala as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Jhunjhunwala, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 13. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

**Item Nos. 14:**

Mr. Shashidhar Narain Sinha aged about 55 years is a Non-Executive independent Director. He joined our Board on 4th September 2008. He is the CEO IPG Mediabrands India, manages the second largest media agency group that includes Lodestar UM, Initiative Media, BPN, Reprise, Interactive Avenues, Media brands Rapport & Magna Global in India. Mr. Sinha also is actively involved in various industry bodies such as the Advertising Standards Council of India, the Advertising Agencies Association of India, Audit Bureau of Circulation, The AD club of which he is the immediate past president and chairing the technical committee of the BARC.

He is an alumni of IIT Kanpur & IIM Bangalore where he was recently conferred the "Most Distinguished Alumni Award". An industry veteran with over 26 years of experience, where he is built a highly awarded team of professionals and organisations that today form the country's leading media network.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Sinha being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Sinha as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Sinha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sinha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sinha as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Sinha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 14. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

**Item Nos. 15:**

Mr. Vijay Tandon aged about 69 years is a Non-Executive independent Director. He joined our Board on November 18, 2005. He graduated from the University of Delhi. Mr. Tandon is a Chartered Accountant and fellow of the Institute of Chartered Accountants of India. After qualifying as a Chartered Accountant in 1969, Mr. Tandon worked with Thakur, Vaidyanath Aiyar & Co., a leading firm of Chartered Accountants in New Delhi and was a partner of the firm between 1980 and 1999. As a chartered accountant and financial management consultant, with over 36 years of professional experience in various capacities, Mr. Tandon has been associated with number of private and public sector companies and banks in the capacity of auditor.

Mr. Tandon has extensive knowledge of the corporate laws and was heading the Corporate Division of Thakur Vaidyanath Aiyar & Co. Mr. Tandon has been associated with print media industry in various capacities, as publisher auditor, representing the Audit Bureau of Circulations and as director in Associated Journals Limited (National Herald Group of Publications). Also, as a management consultant, Mr. Tandon has been associated with a number of consulting services in diverse sectors of economy, industry and public utilities funded by the Asian Development Bank, the World Bank and Department of International Development, UK in India as well as South & Central Asia. Presently, Mr. Tandon is Principal Consultant with GHK Consulting Limited a UK-based development consultant.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Tandon being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Tandon as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Tandon fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Tandon as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Tandon as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Tandon, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 15. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

**Item Nos. 16:**

Ms. Anita Nayyar aged about 53 years. She holds a Bachelors degree in Microbiology and has done her Post Graduation in Advertising and Marketing with a Masters in Management. Ms. Nayyar has an experience of over 25 years in the industry and was voted second most influential media person in India by The Brand Equity Survey in 2006 and has always been in the top list of the influential media personalities ever since.

Currently, she is CEO India and South Asia for Havas Media Group. She took on the mandate to expand the footprint of Havas Media Group in this lucrative market in 2006. Earlier, she has worked with some leading agencies in India including Saatchi & Saatchi, Ogilvy & Mather, Initiative Media, MediaCom and Starcom Worldwide.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Nayyar being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for two consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2016.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Ms. Nayyar as a candidate for the office of Director of the Company. In the opinion of the Board, Ms. Nayyar fulfils the conditions specified in the Companies Act, 2013 and rules

made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Nayyar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Nayyar as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.16. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act,2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

**Item Nos. 17:**

Dr. Punita Kumar Sinha aged about 52 years hold the degree of B.Tech in Chemical Engineering with distinction from IIT Delhi. She is also M.A. and Ph.D. in Finance from the Wharton School and the University of Pennsylvania. She also an MBA from Drexel University.

Dr. Sinha currently is Founder and Managing Partner, Pacific Paradigm Advisors, an independent investment advisory and management firm. She is also a CFA charter holder and member of the CFA Institute and the Council on Foreign Relations. Prior to founding Pacific Paradigm Advisors in 2012, Dr. Sinha was senior Managing Director of the Blackstone Group, leading Blackstone Asia Advisors as the business and head and Chief Investment Officer.

Dr. Sinha was the Senior Managing Director of and Senior Portfolio Manager at Oppenheimer Asset Management and CIBC World Markets. She has also been Portfolio Manager on the emerging markets team at Batterymarch (a Legg Mason company) and member of the international equity management team at Standish Ayer & Wood (a BNY Mellon company). Dr. Sinha was one of the early investors in emerging markets and one of the first foreign investors into India. She managed the largest India Fund (which peaked at \$2.7 billion in assets) in the US for almost 15 years. She has also managed several Asian funds.

During Dr. Sinha's management, the India Fund was awarded the US Lipper Performance Achievement Certificate for being the number one performing closed-end emerging markets fund over 10 years. She was awarded Woman of the Year at the Global Indian Awards in 2003. Her investing career on Wall Street has been featured, among other places, on the cover of Savvy and in the book Corporate Divas (showcasing the life stories of India's leading corporate women). Dr. Kumar-Sinha has spoken on career growth topics to various professional women's groups such as 100 Women in Hedge Funds and Asian Women in Business. She also has just anchored a TV series on ET NOW, Global Insights with Punita Kumar-Sinha, which analyzed leading economies and their impact on India.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. Sinha being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Dr. Sinha as a candidate for the office of Director of the Company. In the opinion of the Board, Dr. Sinha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Dr. Sinha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Sinha as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 17. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act,2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

**Item Nos. 18:**

Mr. Jayant Davar aged about 53 years is the founder, Co-Chairman & Managing Director of Sandhar Technologies Limited. The Company manufactures a diverse range of automotive components.

Mr. Davar is a Mechanical Engineer and is also an alumni of Harvard Business School. He has been conferred with the distinguished alumnus award by his engineering college. He is the President of Automotive Skills Development Council, Govt. of India, Governing Council Member – Innovation Council, Govt. of Haryana, Governing Council Member – National Testing and R&D Infrastructure Project (NATRIP), Govt. of India. He is the member of Advisory Committee of Fraunhofer Gesellschaft, Germany, manufacturing Council, Governing Council VLFM Program, National Committees for Public Policy, Affirmative Action & Trade Fairs.

Currently, Mr. Davar is Co-Chairman & Managing Director of Sandhar Technologies Limited, Vice Chairman & Director of Sandhar Infosystems Limited and director in Vardhman Special Steels Limited, Sandhar Tooling Private Limited, KDB Investments Private Limited, Haridwar Estates Private Limited, Raasaa Retail Private Limited, Sanjeevani Impes Private Limited, YSG Estates Private Limited and Sandhar Estates Private Limited.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Davar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Davar as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Davar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Davar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Davar as an Independent Director, for the approval by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 18. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act,2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

**Item Nos. 19:**

Mr. Ravi Sardana aged about 49 years is a Chartered Accountant by profession and a Chevening Scholar. He has over two decades experience in investment banking and corporate finance and has contributed to more than a hundred successful transactions. He is currently Executive Vice President in ICICI Securities Limited. Mr. Sardana has worked extensively in the media sector advising companies on advisory and fund raising assignments.



In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Sardana being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the Annual General Meeting of the Company in the calendar year 2019.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Sardana as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Sardana fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sardana as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sardana as an Independent Director, for the approval by the shareholders of the Company.

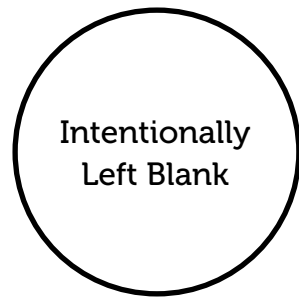
None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 19. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered office of the Company during the business hours on any working day upto the date of the Annual General Meeting.

#### Annexure to the Notice

#### Other details of persons seeking appointment as director as required under clause 49 of the Listing Agreement

Sl. No.	Names	Date of Birth	Nationality	Number of shares held in the Company	List of Directorships held in other public companies(excluding foreign companies and Section 25 companies)	Chairman/ Member of the Committees of the Boards of other Companies	
						Chairman	Member
1.	Mr. Sunil Gupta	27/05/1962	Indian	Nil	None	None	None
2.	Mr. Devendra Mohan Gupta	07/01/1950	Indian	106000	Kanchan Properties Limited	None	None
3.	Mr. Amit Dixit	26/01/1973	Indian	Nil	Emcure Pharmaceuticals Limited NCC Limited Monnet Power Company Limited MB Power (Madhya Pradesh) Limited Midday Infomedia Limited Monnet Ispat and Energy Limited Igarashi Motors India Limited	None	Midday Infomedia Limited MB Power (Madhya Pradesh) Limited Emcure Pharmaceuticals Limited Monnet Power Company Limited
4.	Mr. Satish Chandra Mishra	03/07/1963	Indian	Nil	None	None	None
5.	Mr. Akhilesh Krishna Gupta	20/07/1952	Indian	Nil	Allcargo Global Logistics Limited NCC Limited	None	Allcargo Logistics Limited
6.	Mr. Anuj Puri	19/06/1966	Indian	Nil	None	None	None
7.	Mr. Bharatji Agrawal	02/08/1942	Indian	Nil	None	None	None
8.	Mr. Dilip Cherian	10/04/1956	Indian	Nil	Next Radio Limited Next Mediaworks Limited Bajaj Corp Limited	None	None
9.	Mr. Rajendra Kumar Jhunjhunwala	18/08/1945	Indian	650	Midday Infomedia Limited Naidunia Media Limited	None	None
10.	Mr. Shashidhar Narain Sinha	11/03/1958	Indian	Nil	Shemaroo Entertainment Limited	None	None
11.	Mr. Vijay Tandon	02/07/1944	Indian	Nil	None	None	None
12.	Ms. Anita Nayyar	22/12/1961	Indian	Nil	None	None	None
13.	Dr. Punita Kumar Sinha	13/05/1962	Indian	Nil	JSW Steel Limited SREI Infrastructure Finance Limited Rallis India Limited FINO Pay tech Limited	None	JSW Steel Limited FINO Pay Tech Limited
14.	Mr. Jayant Davar	18/10/1961	Indian	Nil	Sandhar Technologies Limited Sandhar Infosystems Limited SLD Auto Ancillary Limited Vardhman Special Steels Limited	None	None
15.	Mr. Ravi Sardana	12/10/1965	Indian	Nil	None	None	None



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Compliance Certificate on Corporate Governance  
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Directors' Report

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