



**Date:** October 1, 2016

To,  
The Secretary, Listing Department  
**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir/Ma'am

**Sub: Proceedings of Postal Ballot**

**Ref: Aviva Industries Limited (Scrip Id: AVIVA Scrip code: 512109)**

Pursuant to the Captioned Subject and as per SEBI (LODR) Regulations, 2015, we are enclosing herewith Proceedings of the Postal Ballot Exercise of the Company as per the Results declared at the Corporate Office of the Company on Thursday, September 29, 2016 at 10.51 a.m

This is for your information and records.

Thanking you

For, **Aviva Industries Limited**

A handwritten signature in blue ink that reads "Hitesh".

**Hitesh Lachhwani**  
**Company Secretary**



**Registered Office:** 4th Floor, Jaya Talkies, S.V. Road,  
Opp. Indraprashta, Borivali (West), Mumbai,  
Maharashtra-400092.

**Corporate Office:** C-3/1001, Anushruti Tower, Near Jain Temple,  
Opp. New York Tower, Near Thaltej Cross Road, S.G. Highway,  
Ahmedabad 380054. Phone/Fax : +91-79-26856815/16  
E-mail : aviva.amd@gmail.com Website : www.avivaindustries.com  
CIN: L32200MH1984PLC034190

**Proceedings of the Postal Ballot Exercise of Aviva Industries Limited as per the Results declared at the Corporate Office of the Company on Thursday, September 29, 2016 at 10.51 a.m**

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**Present:**

1. Mr. Bharvin Patel, - Chairman of the Board of Directors
2. Mr. Saurin Shah – Director
3. Mr. Hitesh Lachhwani – Company Secretary
4. Mr. Jignesh Rathod – CFO

Mr. Bharvin Patel took the Chair and welcomed the members present for announcement of results of postal ballot carried out by the Company.

The Chairman stated that the Company had, on August 26, 2016, dispatched to all the shareholders, a Notice dated August 12, 2016, for obtaining the consent of the shareholders to the following Resolutions by means of Postal Ballot:

The Chairman further informed that the Members' approval for the proposed resolutions was sought by postal ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Chairman further informed the members that the Board of Directors through a resolution passed at the Board Meeting held on August 12, 2016 had appointed Mr. Anand Lavingia, Practicing Company Secretary (having COP No. 11410), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. He also stated that the Postal Ballot forms and the self-addressed business reply envelopes were also sent for use of Members. The Company had also availed the E-Voting facility offered by NSDL for conducting e-Voting by the members of the Company. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer not later than 05:00 p.m. on September 27, 2016.

The Chairman thereafter stated that the Scrutiniser had submitted his Report dated September 28, 2016 after carrying out the scrutiny of all the Postal Ballot forms received and E-voting done through NSDL E-voting platform upto the close of the working hours on Tuesday, September 27, 2016. Scrutinizer's report was placed on the table for perusal.

The Chairman then announced the following result of the Postal Ballot as per the Scrutinizer's Report:



**Resolution 1:**

Sr. No	Particulars	No. Of Postal Ballot Forms	No. Of Shares	% of total Valid Votes
1	Total number of ballot forms received including e-voting	24	1059248	N.A
2	Less : Invalid postal Ballot forms (as per register)	0	0	N.A
3	Net Valid Postal Ballot forms (as per register)	24	1059248	100
4	Postal Ballots voted in favour (Assent) of the resolution including e-voting	23	1059243	100*
5	Postal Ballots voted against (Dissent) the resolution including e-voting	1	5	0*

\*rounded off

**Resolution 2:**

Sr. No	Particulars	No. Of Postal Ballot Forms	No. Of Shares	% of Valid Votes
1	Total number of ballot forms received including e-voting	24	1059248	N.A
2	Less : Invalid postal Ballot forms (as per register)	0	0	N.A
3	Net Valid Postal Ballot forms (as per register)	24	1059248	100
4	Postal Ballots voted in favour (Assent) of the resolution including e-voting	23	1059243	100*
5	Postal Ballots voted against (Dissent) the resolution including e-voting	1	5	0*

\*rounded off

**Resolution 3:**

Sr. No	Particulars	No. Of Postal Ballot Forms	No. Of Shares	% of Valid Votes
1	Total number of ballot forms received including e-voting	24	1059248	N.A



2	Less : Invalid postal Ballot forms (as per register)	0	0	N.A
3	Net Valid Postal Ballot forms (as per register)	24	1059248	100
4	Postal Ballots voted in favour (Assent) of the resolution including e-voting	23	1059243	100*
5	Postal Ballots voted against (Dissent) the resolution including e-voting	1	5	0*

\*rounded off

**Resolution 4:**

Sr. No	Particulars	No. Of Postal Ballot Forms	No. Of Shares	% of Valid Votes
1	Total number of ballot forms received including e-voting	24	1059248	N.A
2	Less : Invalid postal Ballot forms (as per register)	0	0	N.A
3	Net Valid Postal Ballot forms (as per register)	24	1059248	100
4	Postal Ballots voted in favour (Assent) of the resolution including e-voting	23	1059243	100*
5	Postal Ballots voted against (Dissent) the resolution including e-voting	1	5	0*

\*rounded off

**Resolution 5:**

Sr. No	Particulars	No. Of Postal Ballot Forms	No. Of Shares	% of Valid Votes
1	Total number of ballot forms received including e-voting	24	1059248	N.A
2	Less : Invalid postal Ballot forms (as per register)	0	0	N.A
3	Net Valid Postal Ballot forms (as per register)	24	1059248	100
4	Postal Ballots voted in favour (Assent) of the resolution including e-voting	23	1059243	100*





5	Postal Ballots voted against (Dissent) the resolution including e-voting	1	5	0*
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**\*rounded off**

**Resolution 6:**

Sr. No	Particulars	No. Of Postal Ballot Forms	No. Of Shares	% of Valid Votes
1	Total number of ballot forms received including e-voting	22	149872	N.A
2	Less : Invalid postal Ballot forms (as per register)	0	0	N.A
3	Net Valid Postal Ballot forms (as per register)	22	149872	100
4	Postal Ballots voted in favour (Assent) of the resolution including e-voting	21	149867	100*
5	Postal Ballots voted against (Dissent) the resolution including e-voting	1	5	0*

**\*rounded off**

Mr. Bharvin Patel, Chairman & Managing Director, after receiving the Scrutinizer's Report dated September 28, 2016 announced the Ordinary & Special Resolutions as specified in the Postal Ballot Notice dated August 12, 2016 were duly passed by the requisite majority and directed that the following resolution be recorded in the minutes book as the proceedings of general meeting of the members.

The Ordinary & Special Resolutions duly approved by the members are as under :

**1. Alteration of Object Clause of Memorandum of Association:**

**“RESOLVED THAT** pursuant to section 13 and other applicable provision of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of Members of the Company be and is hereby accorded for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-

- I. Renumbering of existing sub-clauses no. 9 to 62 of Clause III (B) i.e. “OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS” as sub clauses no. 1 to 54.**



- II. Renumbering of existing sub-clauses no. 63 to 69 of Clause III (C) i.e. "OTHER OBJECTS" as sub clauses no. 1 to 7.**
- III. Shifting of existing sub-clauses no. 1 to 8 of Clause III (A) i.e. "MAIN OBJECTS" to Clause III (C) i.e. "OTHER OBJECTS" and be numbered as sub clauses no. 8 to 15 forming part of Clause III (C) of the "OTHER OBJECTS" as under:**
8. To carry on the business of manufacturing and selling of tubelights, fluorescent tubes, fluorescent lamps, sodium lamps, mercury lamps, bulbs, search lights, beam lights, and all other type of electrical goods.
  9. To carry on the business of manufacturing and selling of switches, plugs, bells regulators and all other type of electrical accessories.
  10. To act as agents, sub-agents, indenting agents, distributors, sub-brokers and representatives for manufacturers and traders of all type of electrical goods and electrical accessories.
  11. To undertake on turnkey basis or on contract or subcontract basis job of electrification of various projects and undertakings.
  12. To draw, make endorse, execute, issue, discount, buy, sell and deal in Bills of Exchange, Promissory Notes, Hundies, Bills of Landing, Warrants, Coupons, import entitlements and other negotiable or transferable securities or documents, in course of Company's business.
  13. To enter into any partnership or joint venture or any arrangement for sharing profits and losses, reciprocal concession or otherwise with any person or persons, firm or concern or corporation carrying on or engaged in or about to carry on or engage in any business or enterprise which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit or to expedient for the purpose of this Company and to take or otherwise acquire and hold shares or stock in or securities of and to subsidise or otherwise assist any such Company and to sell, hold, re-issue with or without guarantee or otherwise with such shares, stock or securities.
  14. To Carry on the business of spinners, weavers, manufacturers ginners, processors, traders, packers, and balers of cotton, jute, hemp, silk, artificial silk linen, rayon, nylon, man made synthetic fibers, and yarns, staple, fibers, wool, waste droppening, and any other fibrous materials and the cultivation thereof, and the business of weaving or otherwise manufacturing, bleaching, printing, processing and selling yarn, cloth, linen and other foods and fabrics whether textile falted, natted or looped.
  15. To carry on the business as exporter, importer, traders, buyers, sellers, merchant, agents, dealers, distributors, commission agents, brokers, stockiest, factors, consignors, collaborators, franchisers, concessionaire, consultant, advisors, manufacturer's representative, job worker, assembler, repairers and other wise to deal in all kinds, classes, size, nature and description of





Industrial, Commercial, Consumer, Capital Goods, Item, Things, Articles, Commodities, Merchandise, Products weather finished, semi-finished or raw material including Dyes, Intermediates, Chemicals, Pigments, Colours, Paints and Varnishes, Engineering Goods, Equipments, Home-Appliances, Household, Automobiles, Electrical and electronic goods, Computer Hardware, Software, Readymade Garments, Fibers and Fabrics, Yam, Textile, Hosiery Goods, Decorative, Glass and Glass Products, Glass ware, Crockery, Beverages, Minerals, Fertilizers, Pesticides, Drugs, Medicines and Pharmaceuticals, Seeds, Food grains, Spices, Cereals, Flours, Fruits, Dry fruits, Vegetables, Herbal and Aurvedic Products, Agriculture produce and products, Milk and Dairy Products, Food products, Marine Products, Sugar and Sugar Products, Tea and Coffee, Tobacco, Cosmetics, Cement, Cement Product, Ceramics Products, Sanitary ware, Diamond, Gold, Jewelry, Novelty, Stationery, Ferrous and non-ferrous metals, Solvent, Oil edible and non-edible, Lubricants, fuel additive, Stones, Marbles and Granites, Mining products, Plastic and Polymers products, Timber, Wood and Wooden article, Furniture, Petroleum product.

**IV. Insertion following sub clauses 1 & 2 in Clause III (A) i.e. "MAIN OBJECTS":**

1. To carry on in India or elsewhere the business to manufacture, produce, treat, process, design, develop, build, convert, cure, crush, distribute, display, exchange, barter, explore, extract, excavate, finish, formulate, grind, handle, Fabricate, import, export, purchase, sell, jobwork, mix, modify, market, operate, prepare, and to act as traders, brokers, agents, stockists, consignors, franchisers, collaborators, distributors, suppliers, promoters, concessionaries, consultants, C&F agent, wholesalers, retailers and sale organizers of all shapes, sizes, varieties, specifications, descriptions, applications and uses of tiles, including ceramic tiles, glazed tiles, mosaic tiles, floor tiles, marble tiles, cement tiles, wall tiles, granite tiles, porcelain tiles, roofing tiles, china tiles, Ceramics and Glass Mosaic products and by-products thereof, sanitary wares, wash basins, ceramics wares, earth wares, crockeries, pressed wares, decorative wares, garden wares, kitchen wares, potteries insulators, terracotta, porcelain ware, bathroom, accessories, pipes, bricks, building materials, asbestos sheets, poles, blocks, plumbing fixture including fitting, parts, accessories, consumable, components & buy-products thereof etc.
2. To Manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of heavy and light chemicals, Construction Chemical, Construction Material, Industrial Chemicals, Compounds, dyes intermediates, pigments, colours, paints colours and Chemicals, Photographic chemicals and Acid, Alkalies, inorganics and organic chemicals, Cosmetics and detergent water purification salt and Chemicals, petroleum products and plastic colours and chemicals of any kind, reactive dyes and any chemicals conversion from mines, forest, tea, sea, air, farm, oil brine, gas and residual substance from any chemical process and conversion in to any marketable products, bulk drug chemicals and fine chemicals useful for industrial and consumers product.



V. Existing sub-clause no. 37 (revised sub-clause no. 29) of Clause III(B) i.e. "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS", be and is hereby substituted as follows;

29. To borrow or raise money with or without security or to receive money on deposit at interest or otherwise, in such a manner as the Company may think fit and in particular by the issue of debentures or debenture stock-perpetual or otherwise including debenture or debenture stock convertible into shares of this or any other company and in security of any such moneys to be borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital and to purchase, redeem or pay off any such securities.

VI. In existing sub-clause no. 51 (revised sub-clauses no. 43) of Clause III (B) i.e. "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS", the words "as permissible under Companies Act, 1956" shall be substituted with the words "as permissible under Companies Act, 2013".

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly amended as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is accorded for commencing and carrying on new business and activities as included in the Main Object Clause of the Company as amended above at such time or times, in such manner, as the Board may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolutions."

2. **Shifting the registered office of the Company from Mumbai in the "State of Maharashtra" to Ahmedabad in the "State of Gujarat" and consequent alteration in Clause II of Memorandum of Association:**

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions of the Companies Act, 2013, read with rules made there under, if any, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government and such other approvals, permissions and sanction, as may be required from time to time, consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from Mumbai in the "State of Maharashtra" to Ahmedabad in the "State of Gujarat" and consequently Clause II of the Memorandum of Association of the Company be replaced as under:

"The Registered Office of the Company will be situated in the State of Gujarat."





**RESOLVED FURTHER THAT** upon the confirmation from the Central Government and such other authorities, as may be required, the registered office of the Company be shifted from “4th Floor, Jaya Talkies, S.V. Road, Opp. Indraprastha, Borivali (W), Mumbai, Maharashtra – 400 092” to “C-3/1001, Anushruti Tower, Near Jain Derasar, Opp. New York, Near Thaltej Cross Road, S.G Highway, Ahmedabad, Gujarat – 380 054.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any person authorized and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) or any officer so authorized by the Board be and is hereby authorized, on behalf of the Company, to make any modifications, changes, variations, alterations or revisions stipulated by any of the authorities, statutory or otherwise, while according approval or consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notices, advertisement, obtain orders for shifting of the Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

**3. Borrowing Power under Section 180(1)(c) of the Companies Act, 2013:**

**“RESOLVED THAT** in supersession of earlier resolutions passed by the Company under section 293(1)(d) of the erstwhile Companies Act, 1956 and pursuant to provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow monies as and when required, from any Bank and / or other Financial Institution and / or foreign lender and / or any body corporate / entity / entities and / or authority / authorities and / or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and / or by way of commercial borrowings from the private short term loans or any other instruments etc. and / or through credit from financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies to be borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided



that the total outstanding amount of such borrowings, along with money already borrowed, shall not exceed Rs. 50 Crores (Rupees Fifty Crores only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute deeds, applications, documents, writings and such other documents, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**4. To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of such undertakings:**

“**RESOLVED THAT** in supersession of earlier resolutions passed by the Company under section 293(1)(a) of the erstwhile Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for creation of Charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in





respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / paripasu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to finalize and execute the documents for creating the aforesaid mortgages and/or charges and to do all such acts, things and matters as may be necessary for giving effect to the above resolution.”

**5. Power under Section 186 of the Companies Act, 2013.**

“**RESOLVED THAT** in supersession of earlier resolutions passed by the Company under (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to give loan(s) to any person or other body corporate and/or give any guarantee(s) or provide any security(ies) in connection with loan(s) to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise the securities of any other body corporate upto a limit not exceeding Rs. 30 Crores (Rupees Thirty Crores Only) notwithstanding that the aggregate amount of the loans, guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired in all bodies corporate and to other persons, as the case may be, may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take, from time to time, all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction and also to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.”



**6. Approval of Related Party Transactions under Section 188 of the Companies Act, 2013:**

**“RESOLVED THAT** pursuant to provisions of Section 188 of Companies Act, 2013 and Section 188 of the Companies (Amendments) Act, 2015, and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time, the consent of the members of the Company be and is hereby accorded for entering into contract or arrangement,for proposed transactions to be entered into between the Company and related entities in such manner and on such terms and conditions and with such related parties as set out under Item no. 6 of the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

The Chairman thereafter stated the date of declaration of results i.e Thursday, September 29, 2016 shall be the date of passing of the resolutions.

**Place: Ahmedabad**

**Date: September 29, 2016**



**Chairman**

