

MORGAN VENTURES LIMITED
L70109DL1986PLC025841

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING ('AGM') OF MORGAN VENTURES LIMITED will be held on Saturday, the 28th September, 2019 at 10.00 A.M. at 53, Friends Colony (East), New Delhi 110065 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended at 31.03.2019 including audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Kamlesh (DIN: 07529414), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time thereto and other applicable provisions, if any and the Articles of Associations of the Company (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to Appoint Mr. Shahzeb Khan, as Managing Director of the Company for the period of 5 years with effect from 14th August, 2019 on such terms and conditions and remuneration as may be declared in the Board.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary, modify the terms and conditions of appointment of Mr. Shahzeb Khan in accordance with the provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) including any Guidelines or notification issued by the Central Government from time to time."

"RESOLVED FURTHER THAT in case of inadequacy or no profit Mr. Shahzeb Khan will be paid the remuneration within the ceiling provided in Section – II of Part – II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things which may be deemed necessary or expedient for giving effect to this resolution."

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

"RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the consent of the Members be and is hereby accorded to approve the re-appointment of Mr. Krishan Kumar Gupta (DIN:00062385) as an Independent Director of the Company for a further period of five years with effect from 31st December, 2019

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or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations, or guidelines.”

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

“**RESOLVED THAT**, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the consent of the Members be and is hereby accorded to approve the re-appointment of Mr. Mahendra Kumar Doogar (DIN: 00319034) as an Independent Director of the Company for a period of five years with effect from 31st December, 2019 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations, or guidelines.”

By order of the Board
For Morgan Ventures Limited

Place: New Delhi
Date: 14th August, 2019

Sd/-
Naveen Bhatnagar
Company Secretary

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IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 23rd September, 2019 to 28th September, 2019, both days inclusive,

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of AGM. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/ authority, as applicable.

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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

3. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
4. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
5. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 are being sent in the permitted mode.

Electronic copy of the Notice of the 32nd AGM of the Company, inter alia, along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Notice of the 32nd AGM of the Company, inter alia, along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

6. Members may also note that the Notice of the 32nd AGM, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2019 will also be available on the Company's website www.morganventures.in for their download.

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7. No gift/ coupon will be distributed at Annual General Meeting

VOTING THROUGH ELECTRONIC MEANS:

- I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2019 (9:00 am) and ends on 27th September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. A person who is not a member as on the cut-off date should treat this Notice of the AGM for information purpose only.
- VI. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:
 - a) For Members who hold shares in demat account with NSDL - 8 Character DP ID followed by 8 Digit Client ID for example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
 - b) For Members who hold shares in demat account with CDSL - 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
 - c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company for example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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GENERAL INSTRUCTIONS:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
2. You can also update your mobile number and e-mail ID in the profile details of the folio which may be used for sending future communication (s).
3. Mr. Pardeep Ishwar Singh & Co., Practicing Chartered Accountant (having Firm Registration No.024658N) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall immediately after the conclusion voting at the AGM, first count votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizers Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
5. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
6. The Results declared along with the Scrutinizers Report (s) will be available on the website of the Company www.morganventures.in and on the website of NSDL immediately after the declaration of the results by the Chairman.

**By order of the Board
For Morgan Ventures Limited**

Place: New Delhi
Date: 14th August, 2019

**Sd/-
Naveen Bhatnagar
Company Secretary**

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EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business under Item 3, 4 and 5 to be transacted at this Annual General Meeting, is annexed herewith:

ITEM 3

The Board of Directors of the Company ("the Board") at its meeting held on 14th August, 2019, resolved to appoint Mr. Shahzeb Khan as Managing Director of the Company for the term of 5 years with effect from 14th August, 2019 subject to approval by members in their meeting by passing Special Resolution in this respect and in accordance with the various provisions laid down in the Companies Act, 2013.

Mr. Shahzeb Khan is a Fellow Member of Institute of Company Secretaries of India and Associate Member of Institute of Cost Accountants of India, He is having a well and diverse experience in dealing with Corporates having rich experience in industries and business segments like Industrial Gases, Windmill operations, Real Estate and Non-Banking Financial Services. He already served his tenure with the Company in the post of Company Secretary and Compliance Officer with the Company for a long duration of his services. Henceforth, Board decided to appointed him as Managing Director of the Company for a term of 5 years.

Mr. Shahzeb Khan is interested in the resolution No. 5 of the Notice with respect to his appointment.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is in any way, considered or interested financially or otherwise, in this resolution.

The Board commends the resolution set forth in Item No. 5 of the Notice for approval of the members by way of "Special Resolution"

ITEM 4

The Members of the Company on 31st December, 2014 approved the appointment of Mr. Krishan Kumar Gupta as an Independent Director of the Company for a period of five years with effect from 31st December, 2014, Mr. Krishan Kumar Gupta will complete his present term on 31st December, 2019.

The Board of Directors of the Company ("the Board") at the meeting held on 14th August, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Krishan Kumar Gupta as an Independent Director of the Company with effect from 31st December, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("the Act"), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Krishan Kumar Gupta would benefit the Company, given the knowledge, experience and performance of Mr. Krishan Kumar Gupta, and contribution to Board processes by him. Declaration has been received from Mr. Krishan Kumar Gupta that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Krishan Kumar Gupta fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Krishan Kumar Gupta, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018,

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Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Krishan Kumar Gupta has been received by the Company, and consent has been filed by Mr. Krishan Kumar Gupta pursuant to Section 152 of the Act. Additional information in respect of Mr. Krishan Kumar Gupta, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Directors Report' and 'Report on Corporate Governance'. The Board recommends this Special Resolution for your approval.

ITEM 5

The Members of the Company on 31st December, 2014 approved the appointment of Mr. Mahendra Kumar Doogar as an Independent Director of the Company for a period of five years with effect from 31st December, 2014, Mr. Mahendra Kumar Doogar will complete his present term on 31st December, 2019.

The Board of Directors of the Company ("the Board") at the meeting held on 14th August, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Mahendra Kumar Doogar as an Independent Director of the Company with effect from 31st December, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ("the Act"), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Mahendra Kumar Doogar would benefit the Company, given the knowledge, experience and performance of Mr. Mahendra Kumar Doogar, and contribution to Board processes by him. Declaration has been received from Mr. Mahendra Kumar Doogar that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Mahendra Kumar Doogar fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Mahendra Kumar Doogar, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018,

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Mahendra Kumar Doogar has been received by the Company, and consent has been filed by Mr. Mahendra Kumar Doogar pursuant to Section 152 of the Act. Additional information in respect of Mr. Mahendra Kumar Doogar, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Directors Report' and 'Report on Corporate Governance'. The Board recommends this Special Resolution for your approval.

By order of the Board
For Morgan Ventures Limited

Sd/-
Naveen Bhatnagar
Company Secretary

Place: New Delhi
Date: 14th August, 2019

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BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE – APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Director	Mr. Shahzeb Khan (DIN 05102379)	Mr. Krishan Kumar Gupta (DIN 00062385)	Mr. Mahendra Kumar Doogar (DIN 00319034)	Mrs. Kamlesh (DIN 07529414)
Date of Birth	15 th January, 1965	22 nd August, 1955	01 st July 1951	02 nd October, 1969
Date of Appointment	14 th August, 2019	28/07/2014	23/10/1986	27/05/2016
Date of Appointment as Independent Director	N.A.	31/12/2014	31/12/2014	N.A.
Relationship with Directors and KMP	N.A.	N.A.	N.A.	N.A.
Qualifications	ACMA and FCS	M.COM, LLB, CA IIB, FCS	B.Com FCA	Graduate
Expertise in Specific Functional Area	Possesses expertise in Legal, Secretarial, Finance, etc.	Possesses expertise in Legal, Secretarial, Finance, etc.	Possess expertise in Auditing & Finance, Secretarial, Merchant Banking, Capital Markets & Financial Markets	Possess appropriate skills, experience and knowledge, inter – alia, in the field of General Management
Board Membership of Other Listed Companies	NIL	NIL	04	NIL
Chairmanships/ Memberships in other Public Companies				
a) Audit Committee	NIL	NIL	05	NIL
b) Stake Holders Relationship Committee	NIL	NIL	04	NIL
c) CSR Committee	NIL	NIL	01	NIL
d) Other Committees	NIL	NIL	03	NIL
e) No. of Shares Held in the Company	2	100	NIL	NIL

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PROXY FORM

Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014

Name of Member (s)	
Registered Address	
E- Mail ID	
Member's Folio/ DP ID-Client ID No.	

I/We being the member(s) of shares of the above named Company, hereby appoint:

- Name Address E-mail ID Signatureor falling him/ her
- Name Address..... E-mail ID Signatureor falling him/ her
- Name Address E-mail ID Signatureor falling him/ her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Saturday, the 28th Day of September, 2019 at 10:00 A.M. at 53, Friends Colony (East), New Delhi 110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions
	Ordinary Business
1	Adoption of the Financial Statements for the year ended 31 st March, 2019 and reports of the Board of Directors and the Auditors thereon.
2	Re-appointment of Mrs. Kamlesh who retires by rotation
	Special Business
3	Appointment of Mr. Shahzeb Khan as Managing Director of the Company
4	Re-appointment of Mr. Krishan Kumar Gupta as Independent Director of the Company
5	Re-appointment of Mr. Mahendra Kumar Doogar as Independent Director of the Company

Signed this day of, 2019.

Signature of Shareholder: signature of proxy holder(s):.....

Affix Revenue Stamp

Notes: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

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MORGAN VENTURES LIMITED
(CIN: L70109DL1986PLC025841)
Regd. Office: 37, Ring Road, Lajpat Nagar-IV, New Delhi-110024

DPID No.		L.F. No.	
Client ID No.		No. of shares held	

ATTENDANCE SLIP

I/we hereby record my/our presence at the 32nd Annual General Meeting to be held on 28 September, 2019.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

Notes:

1. You are requested to sign and hand over this slip at the entrance of the Meeting venue.
2. This attendance is valid only in case shares are held on date of the meeting.

AGM ROUTE MAP

Address of Annual General Meeting

