

# INDIAN SUGAR EXIM CORPORATION LIMITED

Regd. Office: Block-C, 2<sup>nd</sup> Floor, Ansal Plaza, August Kranti Marg, New Delhi-110 049

CIN: U99999DL1969GAP005106

Ph.:011-26263421-23, 26261709; Fax: 91-11-26261338;

E-mail:isec@isecindia.com Website: [www.isecindia.com](http://www.isecindia.com)

## NOTICE OF THE FOURTH EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Fourth Extra Ordinary General Meeting of the members of Indian Sugar Exim Corporation Limited will be held on Monday, the 16<sup>th</sup> July, 2018 at 10:00 AM at ~~Gangaq~~ Shangri-La~~s~~ . Eros Hotel, 19, Ashoka Road, Connaught Place, New Delhi . 110 001 to transact the following business:

### SPECIAL BUSINESS

#### 1. INCREASE IN THE BORROWING LIMITS

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

**“Resolved That** in supersession of the earlier resolution passed by the members of the Company at their meeting held on June 16, 2014 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, or re-enactments thereof) and pursuant to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ~~%Board+~~ which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow for and on behalf of the Company, from time to time, any sum or sums of monies, from any one or more of the Company~~s~~ bankers and/or from any one or more other banks, persons, firms, companies/body corporates, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company~~s~~ assets, licenses and properties (whether movable or immovable, present or future) and all or any of the undertaking of the Company, stock-in-process or debts, for the purpose of the Company~~s~~ business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed, at any time, the Free Reserves of the Company, provided that the total amount up to which such monies may be borrowed by the Board of Directors and remaining outstanding at any time shall not exceed Rs. 1000/- Crore~~s~~(Rupees One Thousand Crore Only) in the aggregate.

**Resolved Further That** Board and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for

obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings 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.+

## **2. CREATION OF CHARGE ON THE ASSETS**

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

**“Resolved That** in supersession of the earlier resolution passed by the members of the Company at their meeting held on June 16, 2014 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, or re-enactments thereof) and pursuant to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ~~%Board~~+ which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to mortgage, hypothecate, pledge, charge (including floating charge), create security or otherwise encumber, from time to time, all present and/ or future, movable or immovable, tangible or intangible assets and properties, wherever situated, and/ or any interest therein, in favour of financial institutions, Banks, NBFCs, body corporate or any other party to secure any borrowing or financial assistance (including any interest, cost and other charges concerning such borrowing or financial assistance), taken/ to be taken by the Company from time to time (including any fund based and/ or non-fund based credit facilities, term loan, working capital loan, external commercial borrowing, cash credit, overdraft facilities, letter of credit, bank guarantee, etc.).

**Resolved Further That** the Board be and is hereby authorized to delegate all or any of the aforesaid powers to any committee of Directors/officers, one or more director/managing director or any other principal officer of the Company on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution.

**Resolved Further That** Board and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings 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.+

## **3. REAPPOINTMENT OF MANAGING DIRECTOR**

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

**“Resolved That** pursuant to Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (~~%including any statutory modification(s) or re-enactment thereof, for the time being in force~~) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the consent and approval of the

Members be and is hereby given for re-appointment of Mr. Adhir Jha (holding DIN 02968222) as the Managing Director of the Company (designated as the Managing Director & CEO) for a further period of 3 (three) years commencing from September 28, 2018 till September 27, 2021 upon the terms & conditions and remuneration, set out in the Explanatory Statement annexed to the notice convening this meeting, with liberty to the Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company(if any) to enhance, alter or vary such terms and conditions of appointment and remuneration, without any requirement for further approval of the members; provided that the remuneration (whether paid as salary, allowances, perquisites, bonus or otherwise) shall not exceed the limits as specified in Section II of Part II of Schedule V to the Companies Act, 2013, without requiring approval of the Central Government.

**Resolved Further That** in the event of absence of profits or inadequate profits in any financial year, the aforesaid remuneration be paid as minimum remuneration to Mr. Adhir Jha, Managing Director & CEO.

**Resolved Further That** the office of Mr. Adhir Jha as the Managing Director & CEO of the Company shall not be liable to retire by rotation in accordance with Article 7(a) of the Articles of Association of the Company.

**Resolved Further That** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.+

By Order of the Board of Directors  
For **Indian Sugar Exim Corporation Limited**

[ Yamini Lodha ]  
**Dy. General Manager (Legal) & Company Secretary**  
( ICSI Membership No. A22836 )

**New Delhi,**  
**May 03, 2018**

**Registered Office:**

Ansal Plaza, C . Block, 2<sup>nd</sup> Floor  
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E-mail:isec@isecindia.com

## NOTES

1. A Member entitled to attend and vote at the Fourth Extra-Ordinary General Meeting (EGM) shall be entitled to appoint another person as proxy to attend and vote at the meeting on his behalf. A proxy shall not have the right to speak at the aforesaid meeting and shall not be entitled to vote except on a poll. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not later than 48 hours before the commencement of the aforesaid meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable.
2. Corporate Members intending to send their authorized representatives to attend the Fourth Extra-Ordinary General Meeting, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant board resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
3. Members/Proxies/Authorized Representatives are requested to bring to the meeting the attendance slip(s) duly filled and copy(ies) of their Annual Report.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Fourth Extra-Ordinary General Meeting as set out in the Notice is annexed hereto.
5. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Fourth Extra Ordinary General Meeting.
6. Route map showing directions to reach venue of the EGM is given at the end of the Notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102  
OF THE COMPANIES ACT, 2013**

**The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:**

**1. INCREASE IN THE BORROWING LIMITS**

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a Company cannot, except with the consent of Members of the Company in the General Meeting by way of a special resolution, borrow any sum or sums of money from time to time for the purposes of business of the Company, if the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) exceeds the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose. Members of the Company had on June 16, 2014 authorized Board of Directors to borrow for an amount not exceeding Rs. 400/- Crore. However in view of the business expansion, the Company would require, from time to time, additional credit facilities to meet the funding requirements of the Company.

Considering the same, it is therefore proposed that the existing borrowing limits be increased. The Special resolution as set out in Item no. 1 of this Notice is accordingly recommended for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**2. CREATION OF CHARGE ON THE ASSETS**

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 the Board of Directors of a Company cannot, except with the consent of Members of the Company in the General Meeting by way of a special resolution, dispose-of (which include mortgage, charge etc.) its undertaking.

Members of the Company had on June 16, 2014 authorized Board of Directors to borrow to create charge of the properties of the Company to secure borrowings upto an amount not exceeding Rs. 400/- Crore. However in view of the business expansion, the Company would require, from time to time, additional credit facilities to meet the funding requirements of the Company and the same the company would be required to create charge on its assets for such borrowings.

Considering the same, the Special resolution as set out in Item no. 2 of this Notice is recommended for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**3. REAPPOINTMENT OF MANAGING DIRECTOR**

Mr. Adhir Jha had been appointed as the Managing Director (designated as Managing Director & CEO) of your Company w.e.f September 28, 2015 for a period of three years. The

Board, on the recommendation of Nomination and Remuneration Committee (NRC), at its meeting held on 3<sup>rd</sup> May 2018, re-appointed Mr Adhir Jha as Managing Director & CEO of the Company for a further period of three years from September 28, 2018 to September 27, 2021.

As per the provisions of section II of Part II of Schedule V of the Companies Act, 2013, a statement containing the information required under the said clause is as follows:

## I. General Information

(1)	Nature of Industry	Sugar trade, which is the main stated activity of the Company, is dependent on sugar production in the country. Sugar, being an agro commodity, is prone to the cyclical swings in production and the resultant demand-supply dis-equilibrium. The dis-equilibrium also results in Government intervention in sugar quite frequently which has an impact on the sugar trade. Accordingly, the sugar trade business has to keep in tandem with the requirements of the industry from time to time.	
(2)	Date or expected date of commencement of commercial production	The company was incorporated in the year 1969 and already commenced its business.	
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
(4)	Financial Performance of the Company is given below:		
	<b>Particulars</b>	<b>Financial Year ended</b>	
		<b>31<sup>st</sup> March, 2017 (Rs. In Crore)</b>	<b>31<sup>st</sup> March, 2016 (Rs. In Crore)</b>
	Total Revenue	61.49	472.91
	Profit before tax	6.01	12.64
	Profit after tax	5.51	11.15
	Net-worth	279.75	274.24
(5)	Foreign investments or collaborators, if any	N.A.	

## II. Information about the Appointee

(1)	Background details	Mr. Adhir Jha had been appointed as the Managing Director (designated as Managing Director & CEO) of your Company w.e.f. September 28, 2015 for a period of three years. The Board of Directors and the Nomination and Remuneration Committee has considered the performance of Mr. Adhir Jha as Managing Director & CEO of the Company and has accordingly decided to re-appointment him for a further period of three years from September 28, 2018 to September 27, 2021.
(2)	Past remuneration	<b>Monthly Remuneration</b> (including allowances and perquisites): Rs. 7,34,563/- (Rupees seven lakh thirty-four thousand five hundred and

		<p>sixty-three only) per month with effect from April 1, 2018.</p> <p><b>Other allowances &amp; Perquisites:</b> (i) Medclaim policy as per the Company Rules, (ii) Telephone and internet facilities at residence</p> <p><b>Retirement Benefits:</b> (i) Gratuity, as per Company Rules, (ii) Leave encashment as per Company Rules</p> <p>The said allowances/ perquisites are evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in absence of any such rules, perquisites and allowances are evaluated at actual cost.</p> <p>The Remuneration payable to Managing Director &amp; CEO is subject to the deduction of tax at source as per applicable income tax law.</p>
(3)	Recognition or awards	N.A.
(4)	Job profile and his suitability	<p>Mr. Adhir Jha is an alumni of the Indian Institute of Management, Ahmedabad (IIMA). He also holds degrees in Economics and Law. He has over 23 years of experience in the Government having worked in the Ministries of Finance, Defence and Food &amp; Public Distribution and has insight on Government policies relating to the sugar sector.</p> <p>As Managing Director &amp; CEO, the appointee is expected to provide leadership to the Organization in the changing scenario of the newly liberalized sugar sector. As the business profile of the Organization is changing from a controlled regime to that of a free sector, so also the Company is required to look at the emergent business opportunities and new verticals. By the very nature of being an associated body of the sugar industry, the Company is also required to consider the larger interest of the sugar sector. The appointee, by virtue of his experience, is suited to draw a balance between the commercial requirement as well as the strategic requirement of the sugar sector in the light of changes in Government policy.</p> <p>Presently he has been serving the Company as the Managing Director and CEO and has overall management responsibility of the company under the supervision of the Board of Directors.</p>
(5)	Remuneration proposed	<p><b>Monthly Remuneration</b> (including allowances and perquisites): Rs. 7,34,563/- (Rupees seven lakh thirty-four thousand five hundred and sixty-three only) per month.</p> <p><b>Other allowances &amp; Perquisites:</b> (i) Medclaim policy as per the Company Rules, (ii) Telephone and internet facilities at residence</p> <p><b>Retirement Benefits:</b> (i) Gratuity, as per Company Rules, (ii) Leave encashment as per Company Rules</p> <p>The said allowances/ perquisites shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment</p>

		<p>thereof; in absence of any such rules, perquisites and allowances shall be evaluated at actual cost.</p> <p>The Remuneration payable to Managing Director &amp; CEO is subject to the deduction of tax at source as per applicable income tax law.</p> <p>Notwithstanding above, the Board of Directors/ Nomination &amp; Remuneration Committee of the Company will be authorized to, alter and vary terms and conditions of appointment and remuneration, without any requirement for further approval of the members, subject to that the remuneration (whether paid as salary, allowances, perquisites, bonus or otherwise) shall not exceed the limits as specified in Section II of Part II of Schedule V to the Companies Act, 2013, without requiring any approval of the Central Government.</p>
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration would be commensurate with the size of the Company and nature of the industry. The salary structure of the managerial personnel has undergone a major change in the industry in the recent past. Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Mr. Adhir Jha, the proposed remuneration reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Save as the managerial remuneration paid to Mr. Adhir Jha, he does not have any other material pecuniary relationship with the Company. Further he does not have any family relationship with any other managerial personnel of the Company.

### III. Other Information

(1)	Reasons for loss or inadequate profits	<p>The Company is working in a very competitive environment where margins are very thin. It has also to work in the common interest of the sugar industry, where business decisions are often not governed by the profit motive but the larger interest of the sugar industry.</p> <p>Though the Company is in profits, the same may be inadequate in terms of Schedule V of the Companies Act, 2013. Accordingly, Special Resolution under Section II of Part II of Schedule V of the Companies Act, 2013 is proposed to be passed by the members.</p>
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(2)	Steps taken or proposed to be taken for improvement	The Company has been working on the expansion of its business verticals, which, the Board of Directors feels, will improve its bottom line and also reduce the risks related to a single commodity market.  Your Directors are taking their best efforts for growth of the business and improve its top-line and bottom-line.
(3)	Expected increase in productivity and profits in measurable terms	The increase in productivity and profit are directly linked to the volume of business that the Company would be able to generate in the future. The scale of operations would be subject to market developments as well as the depth of penetration that the Company would be comfortable in the new verticals. Other business would also be dependent on the growth in commodity markets, especially sugar.

#### IV. Disclosures

The members of the Company shall be informed of the remuneration package of the Managing Director & CEO as the same shall be appropriately disclosed in the Board's Report of the Company.

#### Other terms and conditions of appointment of Managing Director & CEO:

- i. The Appointee, to the best of his skill and ability, will use his endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and also such orders and directions as may from time to time be given to him by the Board of Directors of the Company.
- ii. The appointee will
  - a. have the general control of the business of the Company and be vested with the Management and day-to-day affairs of the Company;
  - b. have the authority to enter into contracts on behalf of the Company in the ordinary course of business; and,
  - c. have the authority to perform all other acts and things which in the ordinary course of business the MD & CEO may consider necessary or proper in the best interests of the Company.
  - d. to institute, prosecute, defend, oppose, appear or appeal to compromise, refer to arbitration, abandon subject to judgment and execution or become non-suited in any legal proceedings including proceedings relating to direct and indirect taxes or otherwise generally if relates to the Company.
- iii. Without prejudice to the generality of the power vested in the Managing Director, Managing Director shall be entitled to exercise the following powers:
  - a. With Board's approval together with other Director(s) and other personnel authorized by the Board, to open and operate on any banking or other account and to draw, make, accept execute, endorse, discount, negotiate, retire, pay, satisfy and assign cheques, drafts, interest and dividend warrants and other negotiable or transferable instruments or securities.

- b. To make short term investment of Company's surplus funds, if any, of the Company in fixed deposit with the company's bankers or other securities (liquid funds including mutual funds) from time to time for an amount not exceeding Rs. 20.00 crore (Rupees Twenty Crore Only) outstanding at any point of time.
- c. To sanction loan to employees of the Company as per the Company Rules from time to time.
- iv. The MD & CEO will devote the whole of his time and attention to the business of the Company and shall not hold office in any other Company provided, however, he may with the prior approval of the Board hold Directorships in other companies.
- v. The MD & CEO shall not during the continuance of his employment hereunder or at any time thereafter divulge, publish or disclose to any person whomsoever or make use whatsoever for his own purpose or for any other purpose other than that of the Company of any information, knowledge, methods, trade secrets or any confidential information relating to the business affairs or activities of the Company, obtained by him during his employment with the Company and shall, during the continuance of his employment, hereunder, use his best endeavour to prevent any other person from doing so.
- vi. The MD & CEO is being appointed a Director of the Company by virtue of his employment in the Company. So long as Mr. Adhir Jha continues to be in the employment of the Company, he will be a Director not liable to retire by rotation.
- vii. If at any time Mr. Adhir Jha ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be a Director of the Company.
- viii. The MD & CEO shall be entitled to avail loan from time to time in compliance with Section 185(a)(i) of Companies Act, 2013.
- ix. The HR Manual subject to modifications, amendments from time to time by the Company shall be applicable to MD & CEO.
- x. The MD & CEO shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- xi. The MD & CEO shall adhere to Company's Code of Conduct for Directors and Senior Management.
- xii. **Termination:** In the event MD & CEO resigns from the Company, he will need to give three calendar months' notice in writing and in the event of Company terminating the services of CEO & MD, the Company shall give the CEO & MD a three months' notice period during which time the CEO & MD will be paid normal remuneration. Alternatively, the company can pay three months' salary and terminate the appointment forthwith.

The members' approval is proposed by way of a Special resolution for re-appointment of Mr. Adhir Jha as Managing Director & CEO of the Company. Mr. Adhir Jha has already given his consent to be re-appointed as the Managing Director & CEO of the Company.

Your directors recommend the adoption of resolution in the larger interests of the Company.

None of the Directors, Key managerial Persons or their relatives may be deemed to be concerned or interested in the proposed resolution, except Mr. Adhir Jha himself, who is the present Managing Director & CEO of the Company.

**Details of Director seeking re-appointment at the Extra-Ordinary General Meeting  
[ Pursuant to the provisions of Secretarial Standards on General Meeting  
(SS-2) issued by Institute of Company Secretaries of India ]**

Name of the Director	Mr. Adhir Jha
DIN	02968222
Date of Birth	29.12.1965
Father's Name	Mr. Sudhir Kumar Jha
Qualification	Alumni of the Indian Institute of Management, Ahmedabad (IIMA). Also holds degrees in Economics and Law.
Expertise in specific functional area	Extensive knowledge and experience in sugar sector, expert in taxation and financial planning.
Experience	Over 23 years of experience in the Government having worked in the Ministries of Finance, Defence and Food & Public Distribution and has insight on Government policies relating to the Sugar Sector. Has been MD & CEO of the Company (ISEC) since 28 <sup>th</sup> September 2015.
Companies in which holds Directorship as on 31.03.2018	Nil
Companies in which holds membership/ chairmanship of committees	Nil
Shareholding in the Company (No. & %)	Not applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
No of Board meetings attended during the Financial year 2017 - 18	Total Board Meetings held during the year 4 and attended all the meetings.

By Order of the Board of Directors  
For **Indian Sugar Exim Corporation Limited**

[ Yamini Lodha ]  
**Dy. General Manager (Legal) & Company Secretary**  
( ICSI Membership No. A22836 )

**New Delhi,**  
**May 03, 2018**

**Registered Office:**

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CIN: U99999DL1969GAP005106

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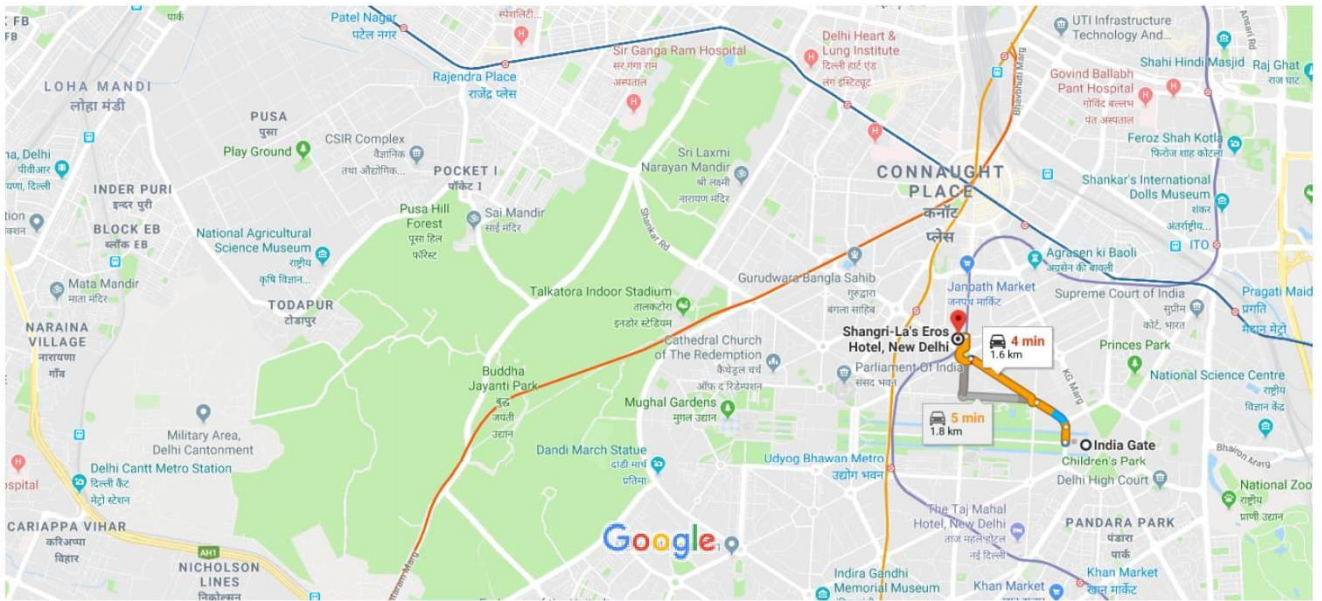
## **ATTENDANCE SLIP – 4th EGM**

<i>Folio No.</i> _____
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I, .....(Name of Member/Proxy)  
hereby record my presence at the Fourth Extra Ordinary General Meeting of the Company  
held on Monday, the 16<sup>th</sup> July, 2018 at 10:00 AM at ~~Gangaq~~ Shangri-La~~s~~ . Eros Hotel, 19,  
Ashoka Road, Connaught Place, New Delhi . 110 001.

Signature of Member / Proxy

# ROUTE MAP



Map data ©2018 Google 500 m



**via Ashoka Rd**

Fastest route, despite the usual traffic

**4 min**

1.6 km



**via Dr Rajendra Prasad Rd**

Some traffic, as usual

**5 min**

1.8 km