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NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given that, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended below are proposed to be passed by way of Postal Ballot/e-Voting.

The proposed Special Resolutions and Explanatory Statement pertaining to the said resolutions setting out all material facts concerning each resolution and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as shareholder of the Company is also enclosed.

The Company has appointed Mr. Krishna Kumar Sharma & Co., practicing Company Secretary as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours on Thursday November 06, 2014. Please note that any postal ballot form(s) received after the said date will be strictly treated as if no reply has been received from the Member. No other form or photocopy thereof is permitted.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman or any other Director or to the Company Secretary of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Chairman or any other Director of the Company will announce the results on Friday November 07, 2014 at 06:00 p.m at the registered office of the Company at 701, Manjusha, 57 Nehru Place, New Delhi 110019. Additionally, the result will be communicated to the Stock Exchanges and will be published in newspaper(s).

PROPOSED RESOLUTIONS

Resolution No.1: Authority to Board of Directors to borrow in terms of Section 180(1)(c) of the Companies Act, 2013 read with rules made thereunder

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

"RESOLVED THAT

- (1) In supersession of the Board resolution passed earlier on 15th July 2011, the approval of which was obtained by shareholders of the company in 17th Annual General Meeting of the company held on 14th September 2011 in terms of Section 293 (1)(d) and other

applicable provisions, if any, of the Companies Act 1956 and further Board Resolution passed earlier on 7th August 2014 subject to approval of shareholders in terms of section 180(1)(c) and Section 180(2) and other applicable provisions and rules if any, of the Companies Act, 2013, any amendments / enactments / reenactments thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any duly authorized committee(s) thereof, for the time being exercising the powers conferred by the Board by this resolution) in terms of Section 180(1) (c) and Section 180(2) and other applicable provisions and rules if any, of the Companies Act, 2013, any amendments / enactments / reenactments thereof, for borrowings from time to time and in any manner, as it think fit including but not limited to viz. (a) by way of loans from bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., (b) by way of issue of bonds, redeemable Non-convertible Debentures (NCD), whether to bank(s), financial or other institution(s), secured or unsecured, in one or more tranches and either to be partially paid up initially and to be fully paid up after a specified period of time; or to be fully paid upfront mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc.; (c) instruments having character of Debt i.e. Commercial papers, Certificate of Deposit, Treasury Bills etc. whether unsecured or secured, in one or more tranches and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company will exceed the aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers/Lenders in the ordinary course of business, provided that borrowing sub-limits for Non-convertible Debentures (NCD) shall not, at any time, exceed Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores only) and borrowing sub-limits for Commercial Paper (CP) shall not, at any time, exceed Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only), both of which shall be within the overall borrowings limits including sums so borrowed and remaining outstanding on account of principal amount and such sum shall not, at any time, exceed Rs. 15,00,00,00,000/- (Rupees One Thousand Five Hundred Crores only)."

- (2) The Board of Directors and delegated committee or delegated authority be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary 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) All actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Resolution No.2: Authority to Board of Directors for creation of charges / mortgages in respect of borrowings in terms of Section 180(1) (a) of the Companies Act, 2013 read with rules made thereunder

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:-

"RESOLVED THAT

1. In supersession of the Board resolution passed earlier on 15th July 2011 in terms of Section 293 (1)(a) and other applicable provisions, if any, of the Companies Act 1956, approval of which was obtained by shareholders of the company on 17th Annual General Meeting of the company held on 14th September 2011, Pursuant to provision of Section 180 (1) (a), and other applicable provisions of the Companies Act 2013 and rules if any, of the Companies Act, 2013, any amendments / enactments / reenactments thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes) be and is hereby authorized to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company for securing any loans/facilities/borrowings limits/LC limits obtained or as may be obtained from any banks, financial institutions, hire-purchase/lease companies, body corporate or any other persons together with interest, costs, charges, expenses and any other moneys payable, with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and/or working capital facilities and/or Securities issued/ to be issued by the Company, from time to time provided that borrowing sub- limits for Non-convertible Debentures (NCD) shall not, at any time, exceed Rs. 5,00,00,00,000/- (Rupees Five Hundred Crores only) and borrowing sub-limits for Commercial Paper (CP) shall not, at any time, exceed Rs. 2,00,00,00,000/- and provided further that the total amount of such loans/borrowings shall not exceed at any time Rs. 15,00,00,00,000/- (Rupees One Thousand Five Hundred Crores only) together with interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders."

2. The Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any of the Directors or any other officer of the Company to give effect to the above resolution.
3. The Board of Directors of the Company and delegated committee or delegate authority be and is hereby authorised to finalise the documents for creating mortgages, charges, hypothecations and to accept any alterations, changes, variations in terms and conditions and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.
4. All actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Resolution No.3: Approval for issue of Redeemable Non-Convertible Debentures on Private Placement Basis in terms of Section 42 of the Companies Act, 2013 read with rules made thereunder

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:-

“RESOLVED THAT

1. Pursuant to the provisions of Memorandum and Articles of Association of the Company, and pursuant to section 42 of and all other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be amended/enacted/re-enacted from time to time, and any other applicable laws including SEBI regulations and guidelines and subject to the receipt of necessary approvals as may be applicable and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the “Board”) or any duly constituted Compliance Committee or such other delegated authority as may be approved by the Board, the Company be and is hereby authorised to issue on a private placement basis 440 (Four Hundred and Forty)] Rated Listed Fully Secured Redeemable Non Convertible Debentures bearing a face value of Rs. 25,00,000/- (Rupees Twenty Five Lakhs) each, aggregating upto Rs 110,00,00,000/- (Rupees One Hundred and Ten Crores only), for cash, at par, in dematerialised form, either to be partially paid up initially and to be fully paid up after a specified period of time; or to be fully paid upfront and can be issued in one or more tranches, to various body corporates and financial institutions which may include foreign institutional investors, banks, development financial institutions, insurance companies and mutual funds (the “**Debenture Holders**”) for its general corporate purpose within the borrowings limits for NCD for an amount upto Rs. 500 crore and within overall borrowings limits for an amount upto Rs. 1500 crore as amended from time to time, on the terms and conditions as set out in the Information Memorandum and the Debenture Trust Deed (hereinafter referred to as the “**NCDs**” or “**Debentures**”).
2. The Board or its delegated Committee be and is hereby severally or jointly authorised to obtain listing of the Debentures on the WDM segment of the BSE Limited (“**BSE**”) and/or the National Stock Exchange Limited (“**NSE**”), under the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (the “**Listing**”) and to do all such acts, deeds and things and execute or ratify such documents, papers and writings as may be necessary for the purpose of implementing the Board Resolution and subsequently the Shareholders Resolution.
3. For the purpose of giving effect to the issuance and allotment of Debentures and creation of security over assets of the Company, including on certain receivables of the Company, a Compliance Committee be and is hereby constituted comprising of Mr. Sanjeev Goel (Managing Director), Mr. Piyush Moona (AVP-Treasury) and Mr. Puneet Sehgal (Chief Manager Compliance and Company Secretary) (hereinafter referred to as “**Committee**”) and the Board or the aforesaid Compliance Committee or Managing Director be and is hereby severally or jointly authorized to do all such acts, matters, deeds and things as may be necessary including holding its respective meetings and passing its respective resolutions for the purpose of implementing this Board Resolution and subsequently the Shareholders Resolution.
4. For the purpose of implementing this resolution, the Board of Directors / Committee be and is hereby authorised to take such actions and steps, as may be necessary 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 / documents / undertakings / agreement / listing / papers / writings, matters and things as may be necessary, proper, expedient or incidental.”

Resolution No.4: Approval for giving of loans/ guarantees, providing of securities and making of investments in securities in terms of section 186 and other applicable provision of the Companies Act, 2013

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

“RESOLVED THAT

1. Pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, the consent of the company be and is hereby accorded to Board of Director or any of its delegated committee to : i) give any loan to any person or other body corporate, ii) give any guarantee or providing security in connection with a loan to any other body corporate or person up to an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 1500 Crore (Rupees One Thousand and Five Hundred Crore) which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.
2. For the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or anybody corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or officer of the Company or any other person.”

By order of the Compliance Committee
For Intec Capital Limited

Place: New Delhi
Date: 29.09.2014

Sd/-
Puneet Sehgal
Company Secretary

NOTES:

1. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. The Compliance Committee has at its meeting held on 29th September 2014 had appointed Mr. Krishna Kumar Sharma & Co., Practicing Company Secretary as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot process in a fair and transparent manner and in accordance with the applicable law.
3. The dispatch of the Notice along with the Explanatory Statement shall be announced through advertisement in at least one English newspaper and one Hindi newspaper, each with wide circulation in New Delhi, where the registered office of the Company is situated and also published on the website of the Company.
4. This Notice is being dispatched (in physical form and/or electronically, by email, to those members who have registered their email address with the Company) to all members, whose names would appear in the register of members / record of depositories as on 30th September 2014 (record date).
5. The members are requested to exercise their voting rights by either using the attached Postal Ballot Form or through electronic voting facility being provided by the Company. No other form or photocopy of the Postal Ballot Form is permitted.
6. Only a member who is entitled to vote is entitled to exercise his/her vote through the Postal Ballot Form or electronic voting facility. Voting Rights of every member shall be reckoned on the paid-up value of shares whose names shall appear in the ‘Register of Members’ or in the records of the depository, as applicable as on 30th September 2014 (record date) and any recipient of the Postal Ballot whose name does not appear as a member in relation to the shares as on the aforesaid date should treat the same as intimation only.

7. Voting rights of every member shall be in proportion to his/her share of the paid up equity share capital of the Company.
8. Members are requested to carefully read the instructions on the separately enclosed Postal Ballot Form. The duly completed and signed Postal Ballot Form should be posted in the enclosed self-addressed business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 p.m. on Thursday November 06, 2014.
9. In accordance with clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013 read with the Postal Ballot Rules, the Company is pleased to provide electronic voting facility ("**E-voting**") as an option to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services Limited to provide the E-voting facilities. It may be noted that E-voting is optional. If a member has voted through the E-voting facility, then he/she is not required to send the Postal Ballot Form thereafter. If a member exercises his/her vote by E-voting and sends the Postal Ballot Form, then voting done through the Postal Ballot Form shall prevail and voting done by E-voting shall be treated as invalid by the Scrutinizer. The E-voting facility shall be available at the link www.evotingindia.com during the following voting period:

| | | |
|-----|--------------------------|-------------------|
| 10. | Commencement of E-voting | October 08, 2014 |
| | End of E-voting | November 06, 2014 |

E-voting shall not be allowed beyond 5.00 p.m. on November 06, 2014. During the E-voting period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically through E-voting. The record date for the purpose of E-voting is 30th September 2014

11. The login ID and password for E-voting along with the process, manner and instructions for E-voting are being sent in this Notice to the members who have not registered their e-mail addresses with the Company. Those members who have registered their e-mail addresses with the Company/ their respective depository participants are being forwarded the login ID and password for E-voting along with the process, manner and instructions by e-mail on such e-mail addresses.
12. The Compliance Committee will announce the result of the Postal Ballot on Friday November 07, 2014 at the registered office of the company. The result will be displayed on the website of the Company at "www.inteccapital.com>Investors relations> Disclosure>Postal Ballot" and will also be put up on the notice board at the registered office of the Company at 701, Manjusha, 57 Nehru Place, New Delhi- 110019. Additionally, the result will be communicated to the Stock Exchanges and will be published in newspaper(s). The date of declaration of the results of the Postal Ballot shall be the date on which the resolution shall be deemed to have been passed.
13. A copy of the documents referred to in this Notice and Explanatory Statement is open for inspection at the registered office of the Company between 2.00 p.m to 4.00 p.m on any working day excluding Saturday and Sunday till the last date of voting i.e. 06th November 2014.

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

Item 1: Limits of Borrowing u/s 180(1)(c) of the Companies Act, 2013

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors shall not, except with the consent of the members, borrow in excess of the aggregate of the paid up capital of the Company and its free reserves and securities premium account apart from the temporary loans, obtained or to be obtained from its bankers/ financial institutions in the ordinary course of business.

Your Company had sought and obtained the approval of members at an Annual General Meeting held on 14th September 2011 to borrow monies upto a limit of Rs.1000 Crores.

Now, in view of increased business activities and future growth plans of the Company, your Directors feel that the Company will require money to fund its business activities from time to time, hence the Board be authorized to borrow money in excess of the aggregate of the paid up capital of the Company and its free reserves and securities premium account such that the total amount so borrowed shall not exceed Rs. 1500 crores (Rupees One Thousand Five Hundred only)

Accordingly consent of the members is being sought by way of special resolution under section 180 (1) (c) and other applicable provisions, if any of the Act and its rules thereunder as set out in the accompanying Postal Ballot Notice.

Accordingly, the Board of Directors of your Company has approved this item in its the Board Meeting held on 24th September 2014 and recommends the Resolution as set out in the accompanying Postal Ballot Notice for the approval of members of the Company as Special Resolution.

Except to the extent of shares held, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

Item 2: Providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company

As per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors shall not, except with the consent of the members, sell, lease, mortgage and/or charge the immovable and movable properties of the Company whosoever situated, present and future to or in favor of lenders/ financial institutions/ banks for borrowings by the Company.

Your Company had sought and obtained the approval of members at an Annual General Meeting held on 14th September 2011 to mortgage/ charge immovable and movable assets of the Company upto a limit of Rs.1000 Crores.

Now, in view of increased business activities and future growth plans of the Company, your Directors feel that there may be a need to sell, lease, mortgage/ charge the assets of the Company while exercising the power of borrowing delegated to the Board upto a limit of Rs.1500 Crores (Rupees One Thousand and Five Hundred Crores Only) subject to the limits approved by the members from time to time under Section 180 (1) (c) of the Companies Act, 2013.

Accordingly consent of the members is being sought by way of special resolution under section 180 (1) (a) and other applicable provisions, if any of the Act and its rules thereunder as set out in in the accompanying Postal Ballot Notice.

Accordingly, the Board of Directors of your Company has approved this item in its the Board Meeting held on 24th September 2014 and recommends the Resolution as set out in the accompanying Postal Ballot Notice for the approval of members of the Company as Special Resolution.

Except to the extent of shares held, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

Item 3: Approval for issue of Redeemable Non-Convertible Debentures on Private Placement Basis

As per the provision of Section 42 of the Companies Act 2013 and its rule made thereunder, a company offering or making an invitation to subscribe to redeemable secured/unsecured Non-Convertible Debentures(NCD's) on private placement basis is required to obtain prior approval of the members by way of Special Resolution .Such approval by a Special resolution can be obtained once a year for all the offers and invitations for such NCD's to be made during the year.

It is proposed to offer or invite subscriptions for NCD's including subordinated debentures, bonds and/or other debt securities etc on private placement basis in one or more tranches, during the period of one year from the date of passing of Special resolution by the members within the overall borrowing limits of the company with powers to the Board of Directors wherever statutorily required and powers delegated to Compliance Committee under terms of reference as specified and approved by the Board of Directors.

Pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014, issue of any non-convertible debentures on a private placement basis requires a prior approval of the members of the Company by way of a Special Resolution and such approval shall be valid for all private placements made during the year.

Accordingly consent of the members is being sought by way of special resolution under section 42 and other applicable provisions, if any of the Act and its rules thereunder as set out in in the accompanying Postal Ballot Notice to enable the Board of Directors to offer or invite subscriptions for redeemable non-convertible debentures in one or more series or tranches as may be required.

Accordingly, the Board of Directors of your Company has approved this item in its the Board Meeting held on 24th September 2014 and recommends the Resolution as set out in the accompanying Postal Ballot Notice for the approval of members of the Company as Special Resolution.

Except to the extent of shares held, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

Item 4: Approval for giving of loans/ guarantees, providing of securities and making of investments in securities in terms of section 186 and other applicable provision of the Companies Act, 2013:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can give any loan, make investment or give guarantee or provide any security beyond the prescribed ceiling of:

- i) Sixty percent of the aggregate of the paid up share capital and free reserves and security premium account, or
- ii) One hundred percent of its free reserves and securities premium account, whichever is more,

if Special Resolution is passed by the shareholders of the lending Company

In order to empower the Board of Directors or any of its committee. for making further investments, loans, deposits, guarantees and providing securities, approval of the members by means of Special resolution through Postal Ballot is required. This permission is sought pursuant to the provisions of Section 186 read with section 110 and 179 of the Companies Act, 2013 and Companies (Meetings of Board and its Power) Rules, 2014

These investments, guarantees and securities are made / proposed to be made out of own /surplus funds internal accruals/borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives.

The Investments, loans, guarantees and securities will be made on terms and conditions most beneficial to the Company/ at prevailing market rates.

The Directors are satisfied that it would be in the interest of the Company and its shareholders and accordingly recommend the Resolutions for your approval by exercising your votes through a Postal Ballot.

Accordingly consent of the members is being sought by way of special resolution under section 180 (6) and other applicable provisions, if any of the Act and its rules thereunder as set out in in the accompanying Postal Ballot Notice.

Accordingly, the Board of Directors of your Company has approved this item in its the Board Meeting held on 7th August 2014 and recommends the Resolution as set out in the accompanying Postal Ballot Notice for the approval of members of the Company as Special Resolution.

Except to the extent of shares held, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

By order of the Compliance Committee
For **Intec Capital Limited**

Place: New Delhi
Date: 29.09.2014

Sd/-
Puneet Sehgal
Company Secretary

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