



**DHANVANTARI
JEEVAN REKHA LTD.**

TWENTY FIRST ANNUAL REPORT

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the members of M/s DHANVANTRI JEEVAN REKHA LIMITED will be held on Monday the 29th day of September, 2014 at Western U.P. Chamber of Commerce & Industry, Bombay Bazar, Meerut at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014 and the Profit & Loss Account for the year ended on that date along with the Report of the Directors and Auditors thereon
2. To reappoint Director in place of Mr. Premjit S. Kashyap, who retires by rotation and being eligible offers himself for re-appointment
3. To reappoint Director in place of Dr. S. K. Khatri, who retires by rotation, and being eligible offers himself for re-appointment
4. To reappoint Director in place of Dr. S.P. Mithal, who retires by rotation and being eligible offers himself for re-appointment
5. To reappoint Director in place of Dr. S.P. Gupta, who retires by rotation and being eligible offers himself for re-appointment
6. To reappoint Director in place of Mrs. Meenakshi Elhence, who retires by rotation and being eligible offers herself for re-appointment
7. To reappoint Director in place of Mr. Abhimanyu Arora, who retires by rotation and being eligible offers himself for re-appointment
8. To appoint Auditors to hold the office until the conclusion of the next Annual General Meeting and to fix their remuneration

SPECIAL BUSINESS:

9. To consider and if thought fit pass with or without modification the undernoted resolution as Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and subject to the approval of shareholders in general meeting, Mr. Ashok Kumar Singh Chaudhary, who was appointed as an Independent Director in place of Ms. Priyanka Sharma who resigned from her directorship in the meeting of the Board of Directors held on 29.08.2014 for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Independent Director of the Company whose period of office will be liable to determination on the basis of report of performance evaluation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Ashok Kumar Singh Chaudhary (DIN: 00618024), Director of the company who retires by rotation at the Twenty First Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years subject to performance evaluation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013('the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Premjit S. Kashyap (DIN: 01664811), Director of the company who retires by rotation at the Twenty First Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years subject to performance evaluation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Abhimanyu Arora (DIN: 02427392), Director of the company who retires by rotation at the Twenty First Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years subject to performance evaluation."

For & on Behalf of the Board of Directors

Place: Meerut
Date: 29.08.2014

Sd/-
(Premjit S. Kashyap)
CHAIRMAN

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Proxies, in order to be effective, must reach the registered office of the company not less than 48 hours before the meeting. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority/, as applicable. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Members are requested to bring their Annual Report alongwith them as extra copies will not be supplied due to high cost of paper & printing.
3. Members are requested to bring their attendance slip duly completed and signed at the meeting and quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the Meeting.
4. Bodies Corporate members are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote at the meeting.
5. A member desirous of obtaining any information on accounts of the company at the Annual General Meeting is requested to forward such queries to the company at least ten days prior to the meeting enabling the Management to keep the information ready.
6. The company's Register of Members and Share Transfer Book will remain closed on 27.09.2014 to 29.09.2014.
7. The explanatory Statement under section 102 of The Companies Act, 2013 in respect of the Item No. 9, 10 and 11 is enclosed herewith.
8. Members may also note that the notice of the Twenty First Annual General Meeting and the Annual Report for the financial year 2013-14 will also be available on the Company's website @ www.djrl.org.in for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office in Meerut for inspection during normal business hours on all the working days except Saturdays.
9. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide its members, the facility to exercise their right to vote at the Twenty First Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

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

Item No. 9

Mr. Ashok Kumar Singh Chaudhary is a Non Executive and Independent Director of the Company. Mr. Ashok Kumar Singh Chaudhary being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five Consecutive years. The company has received a notice under Section 160 of the Act from a member proposing Mr. Ashok Kumar Singh Chaudhary as a candidate for the office of Director of the Company. Mr. Ashok Kumar Singh Chaudhary has confirmed to the board that he qualifies to be an Independent Director as per the meaning given in Clause 49(1)(A)(iii) and Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the board, Mr. Ashok Kumar Singh Chaudhary fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Ashok Kumar Singh Chaudhary is interested in the resolution proposed at Item No. 9 of the Notice since it relates to his own appointment.

Item No. 10

Mr. Premjit S. Kashyap is a Non Executive and Independent Director of the Company. Mr. Premjit S. Kashyap being eligible and offering himself for reappointment, is proposed to be reappointed as an Independent Director for five Consecutive years. The company has received a notice under Section 160 of the Act from a member proposing Mr. Premjit S. Kashyap as a candidate for the office of Director of the Company. Mr. Premjit S. Kashyap has confirmed to the board that he qualifies to be an Independent Director as per the meaning given in Clause 49(1)(A)(iii) and Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the board, Mr. Premjit S. Kashyap fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Premjit S. Kashyap is interested in the resolution proposed at Item No. 10 of the Notice since it relates to his own appointment.

Item No. 11

Mr. Abhimanyu Arora is a Non Executive and Independent Director of the Company. Mr. Abhimanyu Arora being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five Consecutive years. The company has received a notice under Section 160 of the Act from a member proposing Mr. Abhimanyu Arora as a candidate for the office of Director of the Company. Mr. Abhimanyu Arora has confirmed to the board that he qualifies to be an Independent Director as per the meaning given in Clause 49(1)(A)(iii) and Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the board, Mr. Abhimanyu Arora fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Abhimanyu Arora is interested in the resolution proposed at Item No. 11 of the Notice since it relates to his own appointment.

DIRECTORS' REPORT

Dear Members

Your Directors have the pleasure in presenting the 21st Annual Report of the company together with Financial Statements for the year ended on 31st March 2014.

FINANCIAL & OPERATIONAL REVIEW:

FINANCIAL RESULTS:

S. No.	Financial Heads	(Rs in Lacs)	
		Year ended 31.03.2014	Year ended 31.03.2013
		726.08	575.25
1.	Operating Income	25.00	19.24
2.	Other Income	157.86	168.05
3.	Gross Profits before depreciation & interest	1.08	2.31
4.	Interest	156.78	165.74
5.	Gross Profits after interest but before depreciation	67.06	64.47
6.	Depreciation	89.72	101.27
7.	Profit Before Tax	30.72	28.40
8.	Provision for Taxation (net)	3.26	(11.17)
9.	Deferred Tax Provision	55.74	84.04
10.	Profit after Tax	3.73	0.00
11.	Prior Period Item Adjusted	52.01	84.04
12.	Balance after taxation carried over to the Balance Sheet		

During the year under review the revenue of the company has increased to Rs. 726 Lac from Rs. 575 Lacs in the previous year registering impressive growth of 26%. The profit after tax stood at Rs. 55.70 Lac against Rs 84.04 lacs in the previous year. The net profit of the company has not increased proportionate to the revenues due to higher administrative expenses and increased provision for deferred tax liability as against deferred tax asset in the previous year consequent to higher depreciation chargeable in books of accounts under SLM as compared to depreciation charged in Income Tax under WDM method.

The Company proposes to transfer Rs 52.01 lacs to reserve and surplus resulting into aggregate reserve and surplus of Rs. 250.04 Lac as against Rs. 198.03 Lac retained in the reserve and surplus during the preceding previous year and Loss.

In order to add comfort to patients, significant renovation and up gradation was undertaken during the year. This has enhanced not only patient care but also facilitated achieving more operational efficiencies.

FUTURE OUTLOOK

The management is focusing its attention to further strengthen its infrastructure and other facilities. The present capacity of the hospital is almost fully utilized, in view of the same the Company had acquired the land for expansion of hospital which is situated adjacent to the existing hospital building. A major expansion has been embarked by the hospital.

DIVIDEND:

Keeping in view the requirement of resources for up-gradation of the hospital facilities, it is proposed to skip the payment of dividend.

AUDITORS:

M/s K.K. Jain & Co., Delhi, the statutory auditors of the company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have confirmed that their appointment, if made, shall be in accordance with the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014 and that they satisfy

the criteria given under Section 141 of the Act. They have also confirmed that they hold a valid peer review certificate as prescribed under Clause 41(1)(h) of the Listing Agreement.

CORPORATE GOVERNANCE:

The Company has complied with the guidelines prescribed by the Stock Exchanges on Corporate Governance. The Company has constituted Audit Committee, Share Transfer Committee and Investors' Grievances Redressal Committee. The details of compliance made by the Company along-with a certificate from the Auditors and Management Discussion and Analysis are as per Annexure - "A" and "B" respectively forming part of this report.

DIRECTORS:

In accordance with the provisions of Section 152 of The Companies Act, 2013, Dr. S.K. Khatri, Dr. S.P. Mithal, Dr. S.P. Gupta and Mrs. Meenakshi Elhence, Directors are liable to retire by rotation in ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Premjit Singh Kashyap, Mr. Abhimanyu Arora, Independent Directors of the Company, retires by rotation and are recommended for re-appointment as Independent Directors.

Your Directors recommend for their appointment/re-appointment. None of the Directors of your Company is disqualified as per provisions of section 164 of the Companies Act, 2013

Ms. Priyanka Sharma has resigned from the Directorship of the Company, Mr. Ashok Kumar Singh Chaudhary has been appointed as an Independent Director of the Company in place of her, subject to approval of the shareholders in the Annual General Meeting of the Company

The information on the particulars of Directors seeking re-appointments as required under Clause 49 of the Listing Agreement executed with the Stock Exchanges, have been given under Corporate Governance (Annexure "A") of this report.

LISTING ON STOCK EXCHANGE:

The company's securities are listed on The Uttar Pradesh Stock Exchange Association Ltd., Kanpur, The Stock Exchange, Mumbai and The Stock Exchange Association Ltd., Delhi. The company has paid the listing fee for all the stock exchanges for the financial year 2013-14 and has complied with all the requirements of the listing agreement.

INFORMATION AS PER SECTION 217(1)(e) READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 & FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED ON 31ST MARCH 2014

A. CONSERVATION OF ENERGY:

Your company is not covered by the Schedule of industries under Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 requiring furnishing of information regarding conservation of energy. However, the company does lay a great deal of emphasis on conservation of energy in all phases of operation.

B. TECHNOLOGY ABSORPTION

: Not Applicable

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

- | | |
|------------------------------|-------|
| a) Foreign exchange Earnings | : NIL |
| b) Foreign exchange Outgo | : NIL |

RESPONSIBILITY STATEMENT OF THE BOARD OF DIRECTORS

as required under section 217(2AA) of The Companies Act, 1956

Pursuant to the requirement U/s 217(2AA) of The Companies Act, 1956 with respect to Directors' Responsibility statement it is hereby confirmed:

- i) That in the preparation of accounts for the financial year ended on 31.03.2014 the applicable accounting standards have been followed along-with proper explanation relating to material departures;
- ii) That the Directors have selected such Accounting Policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of the financial year and of the Profit of the company for the year under review;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of The Companies Act, 1956 and for safeguarding the assets of the company and for preventing and detecting other irregularities;
- iv) That the Directors have prepared the accounts for the financial year ended 31.03.2014 on a 'going concern' basis.

PARTICULARS OF EMPLOYEES:

The provisions of Section 217 (2A) of The Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, are not applicable, as there is no employee drawing remuneration beyond the stipulated amount provided in the said rules.

ACKNOWLEDGEMENT:

The Directors wish to place on record their sincere appreciation for the committed and dedicated services of the employees of the Company. The Board also wishes to thank the Doctors, Specialist in Medical Field, Bankers for placing their trust on the Company and encouragement they extend to the Company. The Board places on record their thanks to the shareholders and the patient public for the confidence reposed by them in the Company and their appreciation for the services.

By Order of the Board of Directors

Place: Meerut
Date: 29.08.2014

Sd/-
(Dr. V. S. Phull)
Managing Director

Sd/-
(Mr. Premjit Singh Kashyap)
Chairman

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Board of Dhanvantri Jeevan Rekha Limited (the "Company") recognises that for it to fulfill its responsibilities, sound and effective corporate governance is crucial. They oversee the safeguarding of the Company's assets, the maintenance of appropriate financial and other internal controls and the Company's compliance with applicable laws and regulations and proper governance. The Board of Directors is elected by the stockholders to oversee their interest in the long-term health and overall success of the Company's business and its financial strength, hence protecting the interests of our stakeholders and adopting a methodology which enhance effectiveness, better utilization of resources, transparent and harmonious relations between various interest groups is the primary aim of the Board of Directors.

BOARD OF DIRECTORS

The Company had 10 Director on Board but after the demise of Dr. G. P. Elhence, the Board of comprises of 9 Directors of which 1 is Executive. In terms of Clause 49 of the listing agreement 8 Directors are Non Executive of which 3 are Independent Directors. None of the Directors of the Company is a member in more than 10 Committees or Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement). The Board is primarily responsible for the overall management of Company's business. The composition of Board during the year is as under:

Non executive Directors/Independent Directors are committed to maintenance of high level of Corporate Governance and as such they do not have any material pecuniary relationship with the Company except as stated in the Corporate Governance Report. The following table 1 gives the composition, category, attendance of the Board of Directors and also the number of other Directorship/Chairmanship/Membership in Board Committees of public limited companies.

TABLE 1

Director	Number of Board Meetings		Attendance at Last AGM	Number of Committee memberships held in other companies	Number of Committee Chairmanship held in other companies	Number of outside Directorships held
	Held	Attended				
Executive Directors						
Dr. V.S. Phull	4	4	Yes	None	None	None
Dr. G.P. Elhence*	4	2	Yes	None	None	None
Non-Executive Directors						
Dr. S.P. Gupta	4	4	Yes	None	None	None
Dr. S.P. Mittal	4	4	Yes	None	None	None
Dr. S.K. Khatri	4	4	Yes	None	None	1
Ms. Shalini Sharma	4	-	No	None	None	None
Mrs. Meenakshi Elhence	4	4	Yes	None	None	None
Non-Executive and Independent Directors						
Mr. Premjit S. Kashyap	4	4	Yes	None	None	None
Mr. Abhimanyu Arora	4	4	Yes	None	None	None
Ms. Priyanka Sharma **	4	-	No	None	None	None
Mr. Ashok Kumar Singh Chaudhary **	N.A.	N.A.	N.A.	None	None	1

*Dr. G. P. Elhence left for heavenly abode on 17.10.2013. No Director was appointed in his place.

**Mr. Ashok Kumar Singh Chaudhary has been recommended to be appointed as Independent Director by the Board, in place of Ms. Priyanka Sharma, who has tendered her resignation w.e.f. 29.08.2014

BOARD MEETINGS

During the year 2013-14 the Board of Directors met four times on 28.05.2013, 10.08.2013, 15.11.2013 and 14.02.2014. The longest gap between any two Board Meetings did not exceed the prescribed period of three months.

DIRECTORS' ATTENDANCE RECORD AND DIRECTORSHIPS

Details are given in Table 1.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

Pursuant to the requirements of the Listing Agreement of Stock Exchange on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed is given hereunder.

1. Mr. Premjit S. Kashyap S/o Late Sh. B.P. Singh R/o C-17 Defence Colony, Meerut, aged 51 years, is a Chartered Accountant who has been in practice since August 1986. He specializes in consultancy matters related to Income Tax, RBI, SEBI, Company Law and Corporate Finance and representing the clients before Income Tax Authorities including Income Tax Appellate Tribunals, Central Board of Direct Taxes, and Commissioner of Income Tax. He has been elected as Professional Director in Zila Sahkari Bank Ltd, Meerut and Director in Sahkari Awas Nirman Avam Vitya Nigam Ltd., Lucknow.
2. Dr. S.K. Khatri, aged 67 years is Director of the Company since 11.06.1993. He is the promoter Director of the Company. Dr. S.K. Khatri completed his B.A.M.S. from Kanpur University. He is a private Medical Practitioner since 1972. He is partner in a medical retail and wholesale outlet, namely, M/s Asha Medical Store since 1972 and was the Executive Director of Dhanvantri Diagnostic and Research Centre Pvt. Ltd. from 1889 to 2004. His experience also includes 21 years in manufacturing of pharma products. He is also member of Meerut Eye Bank Society and such other societies involved in social welfare.
3. Dr. S.P. Mithal aged 75 years has been with the Company since 11.06.1993 as its promoter Director. He passed his M.D. in 1964 from Heidelberg University (West Germany). He did research work on Columbia S.K. Virus published in Germany and took training in Anesthesia at Ruperto Carola Hospital Heidelberg (West Germany). He joined P.L. Sharma Hospital Meerut in 1965 and remained as Medical Officer and Anesthesiologist in Cantt General Hospital, Meerut for several years. He is registered with U.P. Medical Council, Lucknow and life member of Indian Medical Association and has held different post including President, Vice President of U.P. State Indian Medical association. Besides being life member of various organizations like Indian Society of Anesthologist, Lion's club etc. he is managing Parvati Devi Polyclinic Nursing Home since 1976 and is trustee and Chairman of Seth Hira Lal Mithal Charitable Trust, Meerut.
4. Dr. Surendra Prakash Gupta, aged about 86 years, has done M.B.B.S. from K. G. Medical College, Lucknow and he has done three years training in orthopedic surgery from D. C. General Hospital, Washington, USA.
5. Mrs. Meenakshi Elhence W/o Dr. Anil Elhence R/o A-130 Shastri Nagar, Meerut, aged 47 years is an Arts Graduate, having seven years working experience in the Company itself.
6. Mr. Abhimanyu Arora S/o Sh. Kishan Chand R/o A-153 Defence Colony, Meerut, aged 66 years is an art graduate managing his family business since last 44 years and holds a wide experience in managing the company's operations.
7. Mr. Ashok Kumar Singh Chaudhary S/o Harpal Singh R/o DH-3, Phase 1, Pallav Puram, Meerut, aged 59 years, has done M.A. and L.L.B. and has served as Chief Chemist in M/s Prem Nath Monga Bottler Pvt. Ltd. from 28.04.1980 to 25.06.1992 and is presently working as Chief Advisor with Life Insurance Corporation of India.

CODE OF CONDUCT

The Board of Directors of the Company has laid a Code of Conduct for Directors and the senior management. The Code of Conduct is posted on the company's website. All Directors and designated personnel in the senior management have affirmed compliance with the code for the year under review. A declaration to this effect duly signed by Dr. V.S. Phull, Managing Director, is annexed to this report.

AUDIT COMMITTEE

The Audit Committee was set up as per the provisions of section 292 A of the Companies Act, 1956 and clause 49 of the Listing Agreement of the Stock Exchange(s). As on March 2013, the committee had two Non-Executive and Independent Directors and one Non-Executive Director in accordance with the prescribed guidelines. The Company Secretary of the company shall act as the Secretary of the committee. The role and terms of reference of the Audit Committee covers the areas mentioned under clause 49 of the Listing Agreement with the Stock Exchanges besides other terms as may be referred by the Board of Directors. The minutes of the audit committee meeting are placed before and discussed by the Board of Directors.



DHANVANTRI JEEVAN REKHA LTD.

1, SAKET - MEERUT - 250 003 (U.P.) INDIA

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e-mail : chanvantrihospital@gmail.com website : www.djrl.org

CIN L85110UP1993PLC015458

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

☐ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

☐ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB# Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend

Bank

Details#

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

☐ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

☐ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

☐ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

☐ After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

☐ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

☐ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(A) The voting period begins on 24.09.2014 at 9.00 A.M. and ends on 24.09.2014 at 6.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

