

Report Junction.com

# Citius, Altius, Fortius

Put our best foot forward

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## Citius, Altius, Fortius

Greek for faster, higher, stronger, this motto for the Olympics was carved in the stone of the main entrance to the Ancient Greek Olympic games.

*Citius, Altius, Fortius* is our motto this year. We aim to progress faster, soar higher and grow stronger. We have been preparing to move into a new orbit of growth for several years now. Our core businesses have grown strongly for the past few years. We believe that the real growth has yet not happened. We are sitting on the cusp of an opportunity that is simply mind-boggling.

We are better prepared than ever before. We look set to break all records. Each member of *Team India Infoline* has been putting up an Olympian fight and is capable, confident, certain and ready to deliver faster, higher and stronger performance.

## Board of Directors

### Directors

Mr Nirmal Jain	Chairman and Managing Director
Mr R Venkataraman	Executive Director
Mr Sat Pal Khattar	Non Executive Director
Mr Sanjiv Ahuja	Independent Director
Mr Nilesh Vikamsey	Independent Director
Mr Kranti Sinha	Independent Director

### Company Secretary

Ms Komal Parikh

### Bankers

UTI Bank Ltd  
Citibank N A  
HDFC Bank Ltd  
ICICI Bank Ltd

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### Auditors

M/s Sharp & Tannan Associates  
Chartered Accountants  
Mumbai

### Internal Auditors

M/s Kalyaniwalla & Mistry  
Chartered Accountants  
Mumbai

### Registered Office

Bldg No 24, Nirlon Complex,  
Off Western Express Highway,  
Goregaon (East),  
Mumbai – 400 063

### Corporate Office

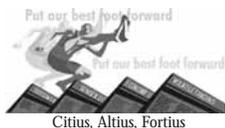
84, Nariman Bhavan,  
Nariman Point,  
Mumbai – 400 021

### Website

www.indiainfoline.com  
www.5paisa.com

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## Letter to shareholders



### *A fascinating story*

It has been a fascinating story so far. Now the story takes its most momentous turn, post the successful completion of the Rs 90 crore IPO and listing, as the company is at a tipping point. For tens of thousands of new stakeholders who have just become a part of this story, let me bring you a quick flash back of events.

### *Flash back*

*Circa* 1995. A group of professionals formed a company called Probity Research & Services Pvt Ltd. The name was later changed to India Infoline Ltd. The objective was to provide unbiased and independent information to market intermediaries and investors. The quality of research soon caught the imagination of all major participants in the financial market. In a span of 2 to 3 years the client list read like the who's who of Indian financial market. The list included consulting firms like Mckinsey, companies like Hindustan Lever, Banks like Citibank, Rating agencies like Crisil, D&B, FIs, FIIs, foreign brokers as well as leading Indian brokers. The going was smooth but not exciting!

### *A crazy idea*

One fine morning in early 1999, a colleague had a crazy idea that if we made all our research available free on the web, the number of users may well jump from 250 to 2.5 million! To make it true, the business required a reincarnation. And the pre-requisite was a death. It meant that we put up all the information free on the website and let go of all the revenues and profits we had. Worse, if the new *avatar* failed, there would be 'no comebacks'.

### *We did it!*

The idea was too compelling to worry about the consequences. We took a whole-hearted plunge. The advertisement, alongside, said it all. Lady luck was on our side. The new *avatar* business model took off. And it took off like a rocket! All employees, angel investors and well-wishers were ecstatic. Little did they know that the rocket would run out of fuel in mid-air. Venture capitalists

### **Public Notice**

**We, at Probity, have decided to kill our existing business.**

From tomorrow, there will be no subscriptions, or renewals of our reports and services. We thank our clients, patrons and well wishers for a wonderful time in the last 4 years.

Today, any member of public, can avail soft copy of any of our company, sector and economy reports free of cost, by just sending an e-mail to:  
[yours@probityindia.com](mailto:yours@probityindia.com)

Probity Research & Services Pvt Ltd  
1, Snehalaya, Gokhale Road, Vile Parvadi, Mumbai, 400 057  
Tel : +(022) 612 9984/ 614 2877/ 612 2999  
Fax : +(022) 614 2288 E-Mail : [yours@probityindia.com](mailto:yours@probityindia.com)

Delhi Office: A-12, Lajpat Nagar - 8, New Delhi 110 024  
Tel : +(011) 683 3751/ 692 5471 Fax: +(022) 692 903

**PROBITY**  
[www.probityindia.com](http://www.probityindia.com)

*Crash landing*

and private equity investors lined up to sign term sheets without even looking at the balance sheet. We raised US\$ 1 million in the first round and we completed our second round at the peak of dot-com euphoria around March 2000 and raised US\$5 million.

Circa 2001. The internet bubble started bursting faster than anybody could have imagined. The dot com suffix, which was the sexiest tail to any business name, suddenly became the worst stigma to have. Funding disappeared completely, regardless of valuation, business model or management depth. We also had a crash landing and were forced to jettison a number of plans including one to set up a TV channel. We decided to narrow our focus on businesses where we could leverage our core competencies to the maximum. Our key business lines that emerged were mutual funds, life insurance and e-broking.

*Odds were against us*

We became heavily dependent on our e-broking business for survival. The odds were against us. There was no money available from the private equity investors at any valuation. All our competitors were backed by institutions or had abundant capital. The core promoters of your company had little experience of broking. To add to it, the market was hit by a scam. We also had our share of price to pay and lessons to learn. It was difficult to retain people. Although devastating for morale, but not surprising, most market observers had written us off.

*We refused to die*

There was a core group who never lost hope. They cut all possible costs and worked on a bare bones structure. Your company survived against all odds and started capturing market share. Not broking alone but mutual funds and life insurance businesses also grew strongly. The company rose from strength to strength to become the leading corporate agent in life insurance and among the top retail players in mutual fund and broking space.

*Your company is at a crucial juncture*

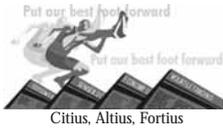
Now the story takes an interesting turn. Your company has raised capital by way of an IPO. Post-issue, the expectations from your company are high. Your company's management now has knowledge of the past and vision for future. In India, investment advisory is a sunrise industry, with tremendous long term promise. The young 'earning' and 'saving' class of population is growing very rapidly. Falling interest rates are compelling people to look around for advised investment. The industry is consolidating as smaller players find it difficult to meet strict compliance standards and service customers with research and technology. Understandably, competition is intense. The business is susceptible to cyclical gyrations. The landscape is changing everyday and the road ahead is less traveled by.

**India Infoline fixes issue price at Rs 76 a share**

India Infoline Ltd has fixed its issue price at Rs 76 per equity share. The 100% book-built offer of 1.19 crore shares in the price band of Rs 70-80 closed on April 27, 2005 and was oversubscribed 7.22 times. While the QIB portion was oversubscribed 10.49 times, the non-institutional investors segment was oversubscribed 5.64 times.

*What is your company today*

Your company along with its subsidiaries is a unique one stop investment shop which offers everything from information and advice to execution and service to the retail customers for the entire gamut of investment products from risk-free RBI Bonds to high-risk, high-reward equities and also mutual funds and life insurance. Recently, the company has forayed into portfolio management services and commodities broking, again leveraging upon its core competencies in research and technology.



### *What to expect*

Your company shall continue to deliver high quality independent research and maintain high standards of integrity and compliance. The management realizes that the business is highly vulnerable to lapses in risk management. Over the years, it has evolved a clear and logical risk management system, which stood trial by fire on May 17, 2004. The company shall continue to fortify the same.

There are a number of opportunities on the horizon and with availability of capital, temptations abound. The management is fully conscious of the fact that with public money it is in a fiduciary relationship with heightened responsibilities to ensure optimum use of capital.

### *What not to expect*

Your company is in no hurry to take short cuts. Being a listed company, quarterly performance has to be reported; which is then reviewed, analyzed and compared against expectations and competition. There would be pressures to boost performance in short term. The management shall not succumb to such pressures. Businesses shall be built brick by brick keeping long term potential in mind. Your company shall refrain from building, meeting, maneuvering street expectations or worry about stock price fluctuations in the short term.

In the last ten years, my colleagues and I have faced numerous ups and downs, but we have never compromised on integrity. We shall continue to ensure highest standards of corporate governance and transparency to all our stake holders.

Warm regards,

Your's truly

A handwritten signature in black ink, appearing to read 'Nirmal Jain', with a long horizontal flourish extending to the right.

Nirmal Jain  
Mumbai  
July 07, 2005

## Notice

Notice is hereby given that the 10<sup>th</sup> Annual General Meeting of the members of India Infoline Ltd. will be held on Wednesday, the 10<sup>th</sup> day of August, 2005, at 75, Nirlon Complex, Off Western Express Highway, Goregaon (East), Mumbai – 400 063 at 3.30 PM. to conduct the following business: -

### Ordinary Business:

1. To consider, approve and adopt the Balance Sheet as at 31<sup>st</sup> March, 2005, the Profit and Loss Account for the year ended on that date, together with the Directors' and Auditors' Reports thereon.
2. To appoint a Director in the place of Mr Sat Pal Khattar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Mr Sanjiv Ahuja, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

"RESOLVED THAT M/S Sharp & Tannan Associates, Chartered Accountants, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the said Auditors."

### Special Business:

5. To consider, and if thought fit, to pass, with or without modifications, the following as an ordinary resolution:  

"RESOLVED THAT pursuant to the provisions of Section 257 of The Companies Act, 1956, a notice having been received in this regard, Mr Kranti Sinha, who was appointed as an Additional Director of the Company be and is hereby appointed as a Director of the Company."
6. To consider, and if thought fit, to pass, with or without modifications, the following as an ordinary resolution:  

"RESOLVED THAT pursuant to the provisions of Section 257 of The Companies Act, 1956, a notice having been received in this regard, Mr Nilesh Vikamsey, who was appointed as an Additional Director of the Company be and is hereby appointed as a Director of the Company."
7. To consider, and if thought fit, to pass, with or without modifications, the following as a special resolution:  

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and Schedule XIII and all other applicable provisions of The Companies Act, 1956, (including any statutory modification(s) and re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the re-appointment of Mr Nirmal Jain as the Managing Director of the Company for a period of five years with effect from 23<sup>rd</sup> April, 2005, on the terms and conditions including remuneration as are set out in the appointment letter to be handed over by the company to Mr Nirmal Jain, a draft whereof, is placed before this meeting, which terms are hereby specifically

sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute to exercise its powers including powers conferred by this resolution to alter and vary the terms and conditions of the said appointment and / or remuneration so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed upon between the Board and Mr Nirmal Jain.

RESOLVED FURTHER THAT where in any financial year closing after 31<sup>st</sup> March, 2005, the company has no profits or the profits are inadequate, the company do pay to Mr Nirmal Jain, remuneration by way of salary, perquisites and allowances, not exceeding the ceiling limit specified under Schedule XIII to The Companies Act, 1956.

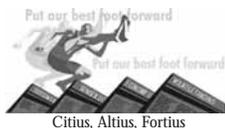
RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

8. To consider, and if thought fit, to pass, with or without modifications, the following as a special resolution:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and Schedule XIII and all other applicable provisions of The Companies Act, 1956, (including any statutory modification(s) and re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the re-appointment of Mr R Venkataraman as the Wholetime Director designated as 'Executive Director' of the Company for a period of five years with effect from 23<sup>rd</sup> April, 2005, on the terms and conditions including remuneration as are set out in the appointment letter to be handed over by the company to Mr R Venkataraman, a draft whereof, is placed before this meeting, which terms are hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute to exercise its powers including powers conferred by this resolution to alter and vary the terms and conditions of the said appointment and / or remuneration so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed upon between the Board and Mr R Venkataraman.

RESOLVED FURTHER THAT where in any financial year closing after 31<sup>st</sup> March, 2005, the company has no profits or the profits are inadequate, the company do pay to Mr R Venkataraman, remuneration by way of salary, perquisites and allowances, not exceeding the ceiling limit specified under Schedule XIII to The Companies Act, 1956.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above resolution."



9. To consider, and if thought fit, to pass, with or without modifications, the following as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered in the manner as indicated hereinbelow:

**A. By substituting the following clause for Clause 7:**

**Further Issue of Capital**

1. Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares, either out of the unissued capital or out of the increased share capital then:

- (a) Such further shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
- (b) Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than thirty days from the date of offer within which the offer, if not accepted, will be deemed to have been declined. The aforesaid offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favour of any other person and the notice referred to in sub clause (b) hereof shall contain a statement of this right. PROVIDED THAT the Directors may decline, without assigning any reason to allot any shares to any person in whose favour any member may renounce the shares offered to him.
- (c) After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner and to such person(s) as they may think in their sole discretion, fit.

2. Notwithstanding anything contained in preceding subclause, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (1) hereof) in any manner whatsoever :

- (a) If a special resolution to that effect is passed by the company in General Meeting, or
- (b) Where no such special resolution is passed, if the votes cast (whether on a show of hands, or on a poll, as the case may be) in favour of the proposal contained in the resolution moved in the general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against

the proposal by members so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company.

3. Nothing contained in subclause (c) of (1) hereof shall be deemed :
- (a) To extend the time within which the offer should be accepted; or
  - (b) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.
4. Nothing in this Article shall apply to the increase of the subscribed capital caused by the exercise of an option attached to the debentures issued or loans raised by the Company :
- (i) To convert such debentures or loans into shares, or to subscribe for shares in the Company.
  - (ii) To subscribe for shares in the company (whether such option is conferred in these Articles or otherwise).

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term :

- (a) Either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and
- (b) In the case of debentures or loans or other than debentures issued to or loans obtained from Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in General Meeting before the issue of the debentures or raising of the loans.

**B. By substituting the following clause for Clause 17**

**Shares under control of the Directors**

Subject to the provisions of Section 81 of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Board of Directors, who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportions and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 79 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting, to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may allot the shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid shares.

Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.

**C. By substituting the following sub clause in place of Clause 23(c)**

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then, upon production and surrender thereof, to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed, then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs 2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

The provisions of this Article shall *mutates mutandis* apply to the debentures of the Company.

**D. By inserting the following Clause 54A after Clause 54**

54A. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other Document.

**E. By substituting the following sub clause in place of Clauses 39(a) and (b)**

The Directors may, if they think fit, subject to the provisions of Section 92 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof, as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may, at any time, repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by them until the same would but for such payment, become presently payable.

The provisions of these Articles shall *mutates mutandis* apply to the calls on debentures of the company.

**F. By substituting the following sub clause in place of Clause 40**

The Company shall have a first and paramount lien upon all shares / debentures (other than fully paid up shares/ debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures, and no equitable interest in any shares shall be created except upon the footing and upon the conditions that Article 23 hereof is to have full effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares / debentures. The Directors may at any time, declare any shares / debentures wholly or in part to be exempt from the provisions of this clause.

**G. By substituting the following sub clause in place of Clause 73**

Any debenture, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing allotment of shares and attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting accorded by a Special Resolution.

**H. By substituting the following sub clause in place of Clause 183**

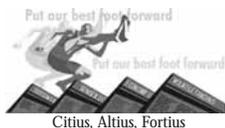
Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 5 days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank called "Unpaid Dividend of India Infoline Limited" and transfer to the said account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of declaration, shall be transferred by the Company to the Investor Education and Protection Fund. No unclaimed or unpaid dividend shall be forfeited by the Board. The Company shall adhere to the provisions of Section 205C in this regard.

**I. By inserting the following clause 58A after clause 58**

**Transfer not to be refused for indebtedness**

The Company shall not refuse the registration of transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever;"



FURTHER RESOLVED THAT Mr Nirmal Jain, Chairman and Managing Director of the Company and Mr R Venkataraman, Executive Director, be and are hereby authorised to do all such acts, deeds and things as may be necessary in order to give effect to the above resolution."

10. To consider, and if thought fit, to pass, with or without modifications, the following as an ordinary resolution:

"RESOLVED THAT the consent of the members be and is hereby accorded to the payment of sitting fee to the Non Executive Directors of the Company at the rate of Rs. 20,000/- per meeting of the Board and the Audit Committee and Rs. 10,000/- per meeting of the Compensation / Remuneration Committee and the Share Transfer & Investor Grievance Committee."

11. To consider, and if thought fit, to pass, with or without modifications, the following as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Shareholders of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 4,50,00,000 (Four Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause "V" of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in its place, the following as new Clause "V":

V The Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively."

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution."

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

"RESOLVED THAT pursuant to Section 163 of the Companies Act, 1956, approval of the Company be and is hereby accorded to keep the register of members and index of members at the office of Intime Spectrum Registry Limited, C – 13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai – 400 078."

#### 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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be deposited at the Registered office of the Company at Bldg No 24, Nirlon Complex, Off Western Express Highway, Goregaon (East), Mumbai – 400 063, atleast 48 hours before the commencement of the meeting. A format of the proxy form is enclosed herewith.
3. The Explanatory Statement pursuant to Section 173(2) of The Companies Act, 1956 is annexed hereto and forms a part of the notice.
4. The Register of Members and Share Transfer Books shall remain closed from August 04, 2005 to August 10, 2005 (both days inclusive).
5. Shareholders are requested to send all their correspondence relating to change of address and transfer of shares directly to the Registrar and Share Transfer Agents of the Company at the following address:  
Intime Spectrum Registry Limited,  
C-13, Pannalal Silk Mills Compound,  
L.B.S Marg, Bhandup (W), Mumbai – 400 078  
Tel: 5555 5454
6. Members/Proxy should bring the attendance slip duly filled-in for attending the meeting.

**For and on behalf of the Board**

**Nirmal Jain**  
Chairman and Managing Director

#### Registered Office :

Bldg No 24, Nirlon Complex,  
Off Western Express Highway,  
Goregaon (East),  
Mumbai – 400 063

**Mumbai**

**July 07, 2005**