



# Annual Report

2012-13



Foundation for Lifetime Learning

## CORPORATE INFORMATION

### **BOARD OF DIRECTORS**

Mr. Neeraj Kaushik  
Managing Director

Mr. Prakash Chand Goyal  
Whole Time Director

Mr. Raajesh Kumar Gupta  
Independent Director

Mr. Prem Gupta  
Independent Director

### **STATUTORY AUDITORS**

**M/s PVR-N & Co.,**  
2936/43, Saraswati Marg  
Karol Bagh  
New Delhi- 110 008

### **BANKERS**

Yes Bank Limited  
Axis Bank Limited

### **REGISTRAR & SHARE TRANSFER AGENT**

Skyline Financial Services Private Limited  
D-153A, 1<sup>st</sup> Floor,  
Okhla Industrial Area, Phase- 1,  
New Delhi- 110020

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Sandhya Gupta

### **REGISTERED OFFICE**

2936/43, Saraswati Marg  
Karol Bagh  
New Delhi- 110 008

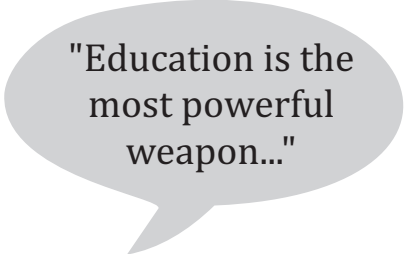
## CONTENTS: -----

Chairman Speech .....	2
Notice .....	3
Directors' Report .....	11
Annexure to Directors' Report .....	14
Management Discussion and Analysis Report .....	15
Corporate Governance Report .....	17
CEO Certificate .....	27
Auditors' Certificate on Compliance .....	28
Independent Auditor's Opinion.....	29
Balance Sheet .....	33
Statement of Profit and Loss .....	34
Cash Flow Statement .....	35
Notes of Financial Statement .....	36
Attendance Slip and Proxy Form .....	43

## *Chairman Letter*

*Dear Shareholders,*

*On behalf of the Board of Directors of Virtual Global Education Limited, I have an immense pleasure in welcoming you on the occasion of the 20th Annual General Meeting of your Company.*



**"Education is the most powerful weapon..."**

*We are positive on the prospects and potential of our business, and expected to grow. Our determination and focus on execution, both during the downturn and recovery puts us in a very strong competitive position.*

*The Education System in India is clearly an unexploited sector. It would provide significant opportunities in the field of providing services for schools, colleges and institutions of higher learning in terms of various courses and other auxiliary services.*

*Your Company is a professional company engaged in the study, research, training and development of integrated facilities in higher and vocational training arena. With a very strong commitment to launch and establish Institutions of Higher Learning and Vocational Life Skill Empowerment Programmes, VGEL seeks to play a catalytic role by creating opportunities for meaningful developmental programmes for people at every level of our society. With the massive shift in educational pedagogy and advent of broadband, a new wave of online education is fast emerging. Virtual education is the current focus. ICT technology has led to convergence in education online education promises accessibility, affordability, convenience and quality. Your Company has a clear focus under E-shiksha and plans to offer education and training programs for 10 million unemployed youth under PPP with NSDC.*

*Your Company believes that the core objective of education is helping people lead life for which the perspective of education must necessarily shift from being able to read and write to being able to earn and live with dignity.*

*We shall further strengthen our presence in Education domain through teachers training, vocational training and other modules. We firmly believe that your Company is geared by accelerating growth through expansion in core business strategy which will lead to overall development in order to surpass our commitments in delivering long term growth. These initiatives and our best efforts will help us to emerge as a player in this Competitive world.*

*I must end this with a note of gratitude towards all our employees, shareholders, customers, suppliers and other stakeholders who have kept the faith in our abilities to deliver. We pledge to continue on this path and hope that all of you will continue supporting us.*

*Yours Sincerely,*

*Sd/-*

**Neeraj Kaushik**  
**Managing Director**

## *Notice*

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of **M/s Virtual Global Education Limited** held on Thursday, 22<sup>nd</sup> August, 2013 at 2936/43, Saraswati Marg, Karol Bagh, New Delhi at 1500 Hours, to transact the following businesses:-

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet and the Profit and Loss as on 31<sup>st</sup> March, 2013 together with the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Raajesh Kumar Gupta, who retires by rotation and being eligible offers himself for re- appointment.
3. To appoint **M/s PVR-N & Co. Chartered Accountants**, the Retiring Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

**"RESOLVED THAT** M/s PVR-N & Co., 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."

### **SPECIAL BUSINESS**

4. **To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following as a Ordinary Resolution:-**

**"RESOLVED THAT** subject to the approval of shareholders and pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII, as amended from time to time, the approval of the Board, be and is hereby, accorded for appointment of Mr. Prakash Chand Goyal, as the Whole Time Director of the Company, for a period of 3 year w.e.f. 7<sup>th</sup> January, 2013, at a monthly remuneration of ₹ 50,000/- (Fifty Thousand only) excluding the re-imbursement of Car Expenses, telephone and out of Pocket Expenses.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to sign and file necessary form, document, papers for and on behalf of the Company with the Registrar of Companies, NCT of Delhi & Haryana, or to do all other acts, deeds, things necessary to give effect to the aforesaid appointment."

5. **ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**

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

**"RESOLVED THAT** pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 (hereinafter referred to as "the Act") and other applicable provisions of the Act, if any, and subject to the provisions of the Memorandum & Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and in accordance with the provisions of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Government of India ("GOI"), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions, and which may be agreed to by the Board of Director of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution); the consent of the members of the Company be and is hereby accorded to the Board to create, issue and allot up to 2,00,00,000 (Two crores) Equity Shares of a face value of ₹ 10/- each of the Company, at an issue price of ₹ 20/-, determined in accordance with SEBI (ICDR) Regulations, 2009, or Stock Exchanges norms or any other statutory approvals by way of preferential allotment to Promoters Group and Strategic Investors, and as per the terms and conditions given in the Explanatory Statement annexed to this notice, which, inter alia, include:

- a. Issue of upto 2,00,00,000 Equity Shares to the following Promoters Group & various Strategic Investors of the Company:

S.N	Name & Address of the Proposed Allottee	Number of Shares to be issued
<b>(A)</b>	<b>Promoters and Promoters Group</b>	
1	IKF Technologies Ltd.	8000000
<b>(B)</b>	<b>Strategic Investors</b>	
2	Rajeshwari Singh	50000
3	Shubham Aggarwal	60000
4	Sunil Aggarwal HUF	60000
5	Prithavi Raj Batra	60000
6	Nutan Batra	60000
7	Jitender Agarwal	60000
8	J. K. Agarwal HUF	60000
9	Renu Agarwal	60000
10	Neeraj Monga	60000
11	AKP Infra Privtae Limited	60000
12	Vikas Dhir	62500
13	Sanjiv Dhir	62500
14	Moti Agarwalla	70000
15	Sabita Agarwalla	70000
16	Rohit Agarwalla	70000
17	Arvind Kumar Lohia	70000
18	Shilawati Lohia	70000
19	Gurbakshish Singh HUF	75000
20	Gurdit Singh HUF	75000
21	Ravinder Jindal	75000
22	Krishna Goyal	100000
23	Umesh Kumar Gupta	100000
24	Praveen Garg	100000
25	Rajesh Gupta	100000
26	Amrita Kaur	100000
27	Balwant Singh	100000
28	Shiv Charan Goel	100000
29	Vasudev Goel	100000
30	Meenal Goel	100000
31	Ishwar Chand Garg	100000
32	Neeraj Garg	100000
33	Jai Pal Jindal	100000
34	Aditya Jindal	100000
35	Nand Kishore Malhan	100000
36	Ashish Malhan	100000
37	Suchita Goyal	200000
38	Sanjeev Gupta & Family	200000
39	Manish Kumar & Sons	200000
40	Devanshu Gupta	200000
41	Jagdish Chander Malhotra	250000
42	Ravinder Nath Jain	250000
43	Bihari Lal Shailesh	400000
44	Asha Shailesh	400000
45	Torrent Retailers P Ltd.	1500000
46	Avon Dealcom Pvt. Ltd.	1700000
47	Diksha Mercantile P Ltd.	1870000
48	Ishwar Vinimay Pvt. Ltd.	2040000
	<b>Sub- Total (A)</b>	<b>12000000</b>
	<b>Grand Total (A)+(B)</b>	<b>20000000</b>

- b. The Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.
- c. The Relevant Date for the purpose of pricing of issue of the resultant Equity Shares in accordance with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 is 23<sup>rd</sup> July, 2013, being the 30<sup>th</sup> day prior to 22<sup>nd</sup> August, 2013 (i.e., the date on which the meeting of the general body of shareholders is held, in terms of Section 81(1A) of the Companies Act, 1956, to consider the proposed issue).

**RESOLVED FURTHER THAT** for giving effect to this Resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Equity Shares, and the utilization of the issue proceeds of the Shares for the Company's plans, to prescribe the forms of application, enter into any agreements or other instruments, and to agree to such conditions or modifications that may be imposed, required or suggested by the Securities & Exchange Board of India (the SEBI), Stock Exchange(s) or other authorities and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."

For & on behalf of the Board of Directors  
**M/s Virtual Global Education Limited**

Place : New Delhi  
Date : 26.07.2013

Sd/-  
**Sandhya Gupta**  
Company Secretary

**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/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING**
2. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of Board Resolution authorizing the representatives to attend and vote in the General Meeting.
3. Pursuant to section 154 of the Companies Act, 1956, the Registrar of the Members and the Share Transfer Books of the Company will remain closed from Monday, the 19<sup>th</sup> day of August, 2013 to Thursday, the 22<sup>nd</sup> day of August, 2013 (both days inclusive).
4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the Management to compile the relevant information to reply the same in the meeting.
5. Members are requested to notify any change in their address, if any to the Registrar & Share Transfer Agent of the company- M/s Skyline Financial Services Private Limited, D-153-A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi - 110 020 in respect of the Physical Shares and to the Depository Participant in respect of the Shares held in Demat form.
6. The Copies of Memorandum and Article of Association of the Company, and all other documents referred in the Notice etc, shall be available for the inspection at the Registered Office of the Company on any working day between 10:00 Hrs to 15: 00 Hrs up to the date of Annual General Meeting and also at the venue of Meeting.
7. Members/Proxies are requested to bring their copy of Annual Report and Attendance Slips duly filled in and signed for attending the Meeting.
8. Brief resume of the Director proposed to be re - appointed, nature of his expertise in specific functional areas and names of companies in which he hold Directorships and Memberships / Chairmanships of Board Committees and number of shares, as stipulated under clause 49 of the Listing Agreement entered into with the Stock Exchanges are enclosed herewith.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**ITEM NO. 4:**

Mr. Prakash Chand Goyal was appointed as the Whole Time Director of the Company w.e.f. 7<sup>th</sup> January, 2013 for a period of 3 years by the Board of Directors at a monthly remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) excluding the re-imbursement of Car Expenses, Telephone and out of Pocket Expenses. In terms of the prevailing laws, the said appointment is required to be approved by the shareholders.

The said appointment and remuneration are within the stipulations of Sections 198, 269, 309 and 310 of the Act and Schedule XIII thereto. Members of the Company are requested to pass the above resolution as a special resolution.

The Board recommends the said resolutions for Members' approval by way of an Special Resolution.

Except Mr. Prakash Chand Goyal, none of other Directors is any way concerned or interested in this resolution proposed to be passed.

**ITEM NO. 5:**

To finance the business plans & fund requirements of the Company, your Company intent to raise funds through preferential issue of 2,00,00,000 (Two Crores) Equity Shares to the Promoters & Promoters Group and Strategic Investors of the Company. Since your Company is a listed Company, the proposed issue is in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions, if any.

The information required to be disclosed in terms of the provisions of the Companies Act, 1956, and the aforesaid SEBI Regulation is set out below:

**a) Relevant Date**

The relevant date for the purpose of determination of issue price of the Equity shares is 23<sup>rd</sup> July, 2013 being the 30<sup>th</sup> day prior to 22<sup>nd</sup> August, 2013 (i.e., the date on which the meeting of the shareholders is held, in terms of Section 81 (1A) of the Companies Act, 1956, to consider the proposed issue).

**b) Objects and purpose of the Preferential Issue**

Funds raised through the Preferential issue is to be utilized to finance the business plans, meet the Company's growth requirements, enhance its long term resources and thereby strengthening the financial structure of the Company & for the future growth plans, other allied activities in order to meet working capital requirement of the Company and other general corporate purpose.

**c) Intention of Promoters/Directors/Key Management Persons to subscribe:**

The following persons belonging to the promoter group of the Company do intend to subscribe to the above mentioned preferential allotment of Equity Shares to the extent set out below:

SN	Name of the proposed allottees	No. of Shares
1	IKF Technologies Limited	8,000,000

None of the other /directors/key management persons intend to subscribe to this offer.

**d) Identity & Particulars of proposed allottee and pre & post issue holding of the proposed allottees:**

The Present preferential issue of Equity Shares is proposed to be made to the following Promoters Group and Strategic Investors. The pre issue and post issue shareholding of the proposed allottees is shown in the table below.

S.N	Name & Address of the Proposed Allottee	Number of Shares to be issued	Pre issue share-holding	%	Post issue share-holding	%
<b>(A)</b>	<b>Promoters and Promoters Group</b>					
1	IKF Technologies Ltd. 2nd Floor, Plot No. J-1/12, Block EP & GP, Sector V, Salt Lake, Kolkata - 700 091	8,000,000	2,900,000	8.09	10,900,000	19.51
<b>(B)</b>	<b>Strategic Investors</b>					
2	Rajeshwari Singh A-1/001, Eldeco Golf View App. BRS-05, Omega 1, Greater Noida-201308	50,000	-	-	50,000	0.09
3	Shubham Aggarwal W-57, Greater Kailash- II, Delhi-110048	60,000	-	-	60,000	0.11
4	Sunil Aggarwal HUF W-57, Greater Kailash- II, Delhi-110048	60,000	-	-	60,000	0.11
5	Prithavi Raj Batra House No-402, Sector-15A, Noida	60,000	-	-	60,000	0.11
6	Nutan Batra H.No.402, Sector-15A, Noida	60,000	-	-	60,000	0.11
7	Jitender Agarwal Plot No. 1333, Sector- 28, Faridabad	60,000	-	-	60,000	0.11
8	J. K. Agarwal HUF Plot No. 1333, Sector- 28, Faridabad	60,000	-	-	60,000	0.11
9	Renu Agarwal Plot No.1333, Sector-28, Faridabad	60,000	-	-	60,000	0.11
10	Neeraj Monga W-23C/603, Western Avenue, Sainik Farms, New Delhi-62	60,000	-	-	60,000	0.11
11	AKP Infra Privtae Limited 1420, ANSAL TOWERS, 38 Nehru Place, New Delhi-110019	60,000	-	-	60,000	0.11
12	Vikas Dhir C- 59, Greater Kailash- I, New Delhi- 48	62,500	-	-	62,500	0.11
13	Sanjiv Dhir C- 59, Greater Kailash- I, New Delhi- 48	62,500	-	-	62,500	0.11
14	Moti Agarwalla D-115, Ground Floor, Saket, Delhi-110017	70000	-	-	70,000	0.13
15	Sabita Agarwalla D-115, Ground Floor, Saket, Delhi-110017	70,000	-	-	70,000	0.13
16	Rohit Agarwalla D-115, Ground Floor, Saket, Delhi-110017	70,000	-	-	70,000	0.13
17	Arvind Kumar Lohia B-47, Sangam Apartment, Sector-9, Rohini, Delhi-110085	70,000	-	-	70,000	0.13
18	Shilawati Lohia B-47, Sangam Apartment, Sector-9, Rohini, Delhi-110085	70,000	-	-	70,000	0.13
19	Gurbakshish Singh HUF 2541, Urban Estate, Dugri, Ludhiana	75,000	-	-	75,000	0.13
20	Gurdit Singh HUF 2587, Urban Estate, Dugri, Ludhiana	75,000	-	-	75,000	0.13
21	Ravinder Jindal H. No. 73, Road No. 41, West Punjabi Bagh, New Delhi-26	75,000	-	-	75,000	0.13
22	Krishna Goyal Plot No. 32, Road No. 43, Punjabi Bagh, New Delhi- 110026	100,000	-	-	100,000	0.18
23	Umesh Kumar Gupta 21/40, Shakti Nagar, Delhi	100,000	-	-	100,000	0.18
24	Praveen Garg 121 Deepali, Pitampura, Delhi-110034	100,000	-	-	100,000	0.18



**Annual Report-2012-2013**

S.N	Name & Address of the Proposed Allottee	Number of Shares to be issued	Pre issue share-holding	%	Post issue share-holding	%
25	Rajesh Gupta A-2/214, Paschim Vihar, New Delhi-110063	100,000	-	-	100,000	0.18
26	Amrita Kaur 2541, Phase I, Urban Estate, Dugri, Ludhiana	100,000	-	-	100,000	0.18
27	Balwant Singh 2541, Phase I, Urban Estate, Dugri, Ludhiana	100,000	-	-	100,000	0.18
28	Shiv Charan Goel 3/14, Jai Dev Park, New Delhi- 110026	100,000	-	-	100,000	0.18
29	Vasudev Goel 3/9, Jai Dev Park, New Delhi-110026	100,000	-	-	100,000	0.18
30	Meenal Goel 3/14, Jai Dev Park, New Delhi- 110026	100,000	-	-	100,000	0.18
31	Ishwar Chand Garg 121, Deepali Pitampura Delhi- 110034	100,000	-	-	100,000	0.18
32	Neeraj Garg 121, Deepali Pitampura Delhi- 110034	100,000	-	-	100,000	0.18
33	Jai Pal Jindal M-71, Guru Harkishan Nagar, New Delhi- 110087	100,000	-	-	100,000	0.18
34	Aditya Jindal M-71, Guru Harkishan Nagar, New Delhi- 110087	100,000	-	-	100,000	0.18
35	Nand Kishore Malhan J-3( 3rd Floor) Saket New Delhi-110017	100,000	-	-	100,000	0.18
36	Ashish Malhan J-3( 3rd Floor) Saket New Delhi-110017	100,000	-	-	100,000	0.18
37	Suchita Goyal Plot No. 32, Road No. 43, Punjabi Bagh, New Delhi- 110026	200,000	-	-	200,000	0.36
38	Sanjeev Gupta & Family A-2, Shambhu Nagar, Bagpat Road, Meerut-251001	200,000	-	-	200,000	0.36
39	Manish Kumar & Sons dev priya Shambhu Nagar, Meerut-251001	200,000	-	-	200,000	0.36
40	Devanshu Gupta dev priya Shambhu Nagar, A-5 Bhagpat Road, Meerut-251001	200,000	-	-	200,000	0.36
41	Jagdish Chander Malhotra 8/52, Road No. 52, Punjabi Bagh, West Delhi	250,000	-	-	250,000	0.45
42	Ravinder Nath Jain K-4/20 Model Town 2 Delhi	250,000	-	-	250,000	0.45
43	Bihari Lal Shailesh R-192, GK Part-1, New Delhi	400,000	-	-	400,000	0.72
44	Asha Shailesh R-192, GK Part-1, New Delhi	400,000	-	-	400,000	0.72
45	Torrent Retailers P Ltd. 39/A, Ganesh Chandra Avenue, Ground Floor, Kolkata, West Bengal- 700013	1,500,000	-	-	1,500,000	2.69
46	Avon Deacom Pvt. Ltd. 71, Sarat Chatarjee Road, Ground Floor, Kolkata, West Bengal- 700089	1,700,000	-	-	1,700,000	3.04
47	Diksha Mercantile P Ltd. 7, Ganesh Chandra Avenue, 5th Floor, Kolkata West Bengal- 700013	1,870,000	-	-	1,870,000	3.35
48	Ishwar Vinimay Pvt. Ltd. 6B, Bentick Street, Kolkata West Bengal- 700069	2,040,000	-	-	2,040,000	3.65
	<b>Sub- Total (B)</b>	<b>12,000,000</b>	<b>-</b>	<b>-</b>	<b>12,000,000</b>	<b>21.48</b>
	<b>Grand Total (A)+(B)</b>	<b>20,000,000</b>	<b>2900000</b>	<b>8.09</b>	<b>22,900,000</b>	<b>41.00</b>

- e) Pre-issue & Post-issue Shareholding Pattern of the Issuer Company:** Pre-issue and post issue shareholding pattern of the Issuer Company will be as below:

S.N	Category of Shareholder	Pre-issue Shareholding		Pre-issue Shareholding	
		Number of Shares	%	Number of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals/ HUF	500,000	1.39	500,000	0.90
(c)	Bodies Corporate	4,450,000	12.41	12,450,000	22.29
	<b>Sub Total (A)</b>	<b>4,950,000</b>	<b>13.80</b>	<b>12,950,000</b>	<b>23.18</b>
<b>(B)</b>	<b>Public shareholding</b>				
<b>1 .</b>	<b>Institutions</b>				
(a)	Financial Institutions / Banks	10,000	0.03	10,000	0.02
	<b>Sub-Total (B)(1)</b>	<b>10,000</b>	<b>0.03</b>	<b>10,000</b>	<b>0.02</b>
<b>B 2</b>	<b>Non-institutions</b>				
(a)	Bodies Corporate	13,747,273	38.34	20,917,273	37.45
(b)	Individuals	-			
I	i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	1,450,977	4.05	3,910,977	7.00
II	ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh.	14,558,446	40.60	16,258,446	29.11
	Others	1,142,304	3.19	1,812,304	3.24
	<b>Sub-Total (B)(2)</b>	<b>30,899,000</b>	<b>86.17</b>	<b>42,899,000</b>	<b>76.80</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>30,909,000</b>	<b>86.20</b>	<b>42,909,000</b>	<b>76.82</b>
	<b>TOTAL (A)+(B)</b>	<b>35,859,000</b>	<b>100.00</b>	<b>55,859,000</b>	<b>100.00</b>

- f) Pre-issue holding of the proposed Allottees:**

None of the proposed allottees is holding any pre preferential shareholding in the Company except as herein below:

S.N	Name of the proposed allottees	Pre-issue shareholding
1.	IKF Technologies Limited	2,900,000

All the aforesaid pre-preferential shareholding is held in demat form. None of the proposed allottees has sold any shares of the Company during the six months period prior to the relevant date.

- g) Proposed time of within which Preferential Allotment shall be completed:**

The allotment of the present preferential issue will be made within a period of 15 days from the date of passing of the aforesaid Special Resolution in the present general meeting, excluding the time taken in obtaining the necessary approvals, if any, or within such further period as may be prescribed or allowed by the SEBI, stock exchange(s) or other concerned authorities.

- h) Change in Control or composition of the Board :**

The proposed allotment on preferential basis, if made, will not result in change in Management or Control of the Company as per the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereof.