



Maharashtra Natural Gas Limited

(A Joint Venture of GAIL (India) Limited and BPCL)

Registered Office: Plot No. 27, 'A' Block, 1st Floor, PMPML Commercial Building, near P.M.T. Bus Depot,
Narveer Tanajiwadi, Shivaji Nagar, Pune-411005

CIN: U11102PN2006PLC021839 Website: www.mngl.in E-mail: Shreya.prabhudesai@mngl.in

Phone: 020- 25611000 Fax: 020- 25511522

NOTICE

The shareholders of Maharashtra Natural Gas Limited are hereby given notice to attend the 13th Annual General Meeting to be held on Monday, 16th September, 2019 at 3.00 P.M. at Amanora The Fern Hotels & Club, 1st Floor, Business Centre, Amanora Park Town, Amanora Magarpatta Road, Hadapsar, Pune- 411028 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Director's Report, Independent Auditor's Report and the comments thereon of the Comptroller & Auditor General of India and to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Audited Financial Statements for the financial year ended 31st March, 2019, Directors' Report, Independent Auditor's Report and the comments thereon of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

2. To declare final dividend @ 26.4%(Rs.2.64/-per share) on the paid-up equity share capital of the company (Rs.100 Crores) as on the date of declaration for the financial year ended 31st March, 2019 as recommended by the board and to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT approval of the shareholders be and is hereby accorded for payment of final dividend @ 26.4%(i.e. Rs.2.64/- per equity share) on the paid-up equity share capital of the Company as on the date of declaration for the financial year ended on 31st March, 2019 as recommended by the Board."

3. To appoint a Director in place of Shri Sanjay Kumar, who retires by rotation, and being eligible, offers himself for re-appointment and to pass the following as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act 2013 and Article 122 of the Company, Shri Sanjay Kumar, Director (DIN: 08346704), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re- appointed as the Director of the company liable to retire by rotation."

4. To authorize Board of Directors to fix the remuneration to the Statutory Auditors of the company appointed by Comptroller and Auditor General of India (C& AG) in terms of Section 142 of the Companies Act, 2013 and to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the requirement of section 142 and other applicable provisions of Companies Act, 2013, the Board of Directors of the Company be and are hereby authorized to decide and

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fix the remuneration of M/s. Khire Khandekar & Kirloskar, (Registration No. 105148W) Chartered Accountants, the Statutory Auditors of the company as appointed by the Comptroller and Auditor General of India for the F.Y. 2019-20.”

SPECIAL BUSINESS:

To Consider and if thought fit, to pass with or without modification(s), the Following Resolutions as Ordinary Resolutions:

5. Ratification of payment of Remuneration to Cost Auditor for the F.Y. 2018-19.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment, thereof, for the time being in force), the remuneration payable to the cost auditor(s) by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the F.Y. 2018-19 amounting to Rs.4,72,000/- including applicable taxes and XBRL conversion charges & out of pocket expenses etc. be and is hereby ratified & confirmed.”

6. To appoint Shri S. Halder as Managing Director and approve remuneration

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the Articles of Association of the company, approval of the members be and is hereby accorded to the appointment of Shri S. Halder (DIN: 08452845), as Managing Director of the Company on whole-time basis with effect from 1st May, 2019, on the terms and conditions including remuneration forwarded by GAIL (India) Limited vide office order no. GAIL/CO/TRF/04/2019 dated 25.04.2019 and letter ref. no.22/02/53/502/2019 dated 15.05.2019 with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may consider necessary and as may be agreed by Shri S. Halder/ GAIL;

RESOLVED FURTHER THAT Company shall provide facilities to Shri S. Halder approved by Board for his smooth functioning as Managing Director, and reimburse such expenses are incurred by him in carrying out the responsibilities of Managing Director.

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2019, during the tenure of Shri S. Halder, as an Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Shri S. Halder, as an Managing Director, the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

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RESOLVED FURTHER THAT Shri S. Halder shall not be liable to retire by rotation nor shall be reckoned for determining the number of Directors liable to retire by rotation, till the time he holds the office as Managing Director of the Company.

7. Appointment of Shri Amit Garg as Nominee Director from IGL on the Board of MNGL

“**RESOLVED THAT** Shri Amit Garg (DIN: 08515246) who was appointed as an Additional Director of the Company by Board of Directors w.e.f. 20th August, 2019 and who hold office until the date of Annual General Meeting in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 signifying his candidature for the office of Director, be and is hereby appointed as a Nominee Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

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

8. To approve for enhancement of borrowing limits of company

“**RESOLVED THAT** in supersession of the Special resolution passed by the Members of the Company at the 12th Annual General Meeting held on 28th December 2018 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of the Members, be and is hereby accorded to borrow any sum or sums of money from time to time at its discretion, up to Rs.2000 Crores where the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) exceeds the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and Securities Premium, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate as the case maybe.

**By the order of Board of Directors
For Maharashtra Natural Gas Limited**

Sd/-
(Shreya Prabhudesai)
Company Secretary

Date: 25 August, 2019

Place: Pune

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Notes:

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the scheduled time of the meeting.
3. As per provisions of section 105 of the Companies Act, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 10th September, 2019 to Tuesday, 16th September, 2019 (both days inclusive) to determine the entitlement of the Final Dividend @ 26.4% (Rs.2.64/- per equity share) if so, approved by the members of the company at the aforesaid AGM. Final dividend, after declaration at the AGM, will be paid within 30 days of the AGM to those eligible members whose name(s) appear:-
 - i. As member(s) holding shares in *physical mode*, in the Register of Members of the Company after giving effect to all valid and complete transfers, lodged with R&TA/ Company on or *before 10th September, 2019; or*
 - ii. As Beneficial Owner(s) holding shares in *electronic mode*, details as furnished by the National Security Depository Limited (NSDL) and Central Securities Depository Limited (CDSL) for the said purpose.
6. Members may correspond with the RTA /Company to claim dividends, which remain unclaimed. In this regard, members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
7. Physical Copies of the Annual Report are being sent to all the members at their communication address registered with the Company. Copies of Annual Report are also being sent through

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electronic mode to the members whose email addresses are registered with the Company for communication purposes.

8. All material documents referred to in the notice and explanatory statement thereto are open for inspection by the members on all working days during business hours at the registered office of the Company till the conclusion of the meeting.

Important Communication to Members:

As per the provisions of the Companies Act, 2013 read with the Companies Management and Administration) Rules, 2014, Company may give notice etc. through electronic mode i.e. by e-mail as atext or as an attachment to e-mail or as a notification providing electronic link. Your company has hosted the notice on website of the company along with Annual Report at www.mngl.in

Members who have not yet registered their e-mail addresses or who want to change their e-mail addresses are requested to register or modify their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Sd/-
(Shreya Prabhudesai)
Company Secretary

Date: 25 August, 2019

Place: Pune

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ANNEXURE TO THE NOTICE

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

ITEM NO. 4

As per Section 142 of the Companies Act, 2013, the remuneration payable to the Auditor shall be fixed in the General Meeting of the Company or in such manner as may be determined therein. Further, as per Section 177 of Companies Act, 2013, Audit committee will recommend the appointment and fixation of remuneration of Statutory Auditor to the Board.

In exercise of the powers conferred by Section 139 of the Companies Act, 2013, the Comptroller and Auditor General of India (CAG) appoints Statutory Auditor of the Company. Accordingly, on receipt of communication from CAG regarding appointment of Statutory Auditor, Board of Directors decide and fix the remuneration of Statutory Auditor on the recommendation of the Audit Committee. The remuneration will commensurate with the quantum of work required to be undertaken by the Statutory Auditor and amendments in prevailing Laws & Regulations.

The Board of Directors of the Company recommends the resolution set out in Item no.4 for your approval.

ITEM NO.5

The Board, on the recommendation of the Audit Committee, has approved appointment and remuneration of M/s M.R. Pandit, Cost Accountants as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the F.Y. 2018-19.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, the members are requested to ratify the remuneration as approved by the Board to the Cost Auditors for the FY 2018-19 for the services rendered by them. None of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolution.

Accordingly, the Board of Directors recommends the resolution set out at Item no. 5 for your approval.

ITEM NO. 6

As per the terms of the Articles of Association of the Company Shri S. Halder was nominated by GAIL (India) Limited (GAIL) as Managing Director w.e.f. 1st May, 2019. Accordingly, the Board of Directors appointed Shri S. Halder as Managing Director on the terms & conditions of appointment including remuneration forwarded by GAIL vide letter no. GAIL/CO/TRF/04/2019 dated 25.04.2019 and letter

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ref. no.22/02/53/502/2019 dated 15.05.2019 on the Board of MNGL in its Board Meeting held on 21st May, 2019.

The Major terms & conditions of his appointment as Managing Director are as under:

1. Shri S. Halder shall have the power of general conduct and management of the business and affairs of the company.
2. Salary:

Shri S. Halder shall draw his salary and benefits as per his service conditions from GAIL and in respect of which all expenses including contributions towards Provident Fund, Pension and Gratuity shall be reimbursed to GAIL by the Company as stated more particularly herein under:

Pay Scale: 1,20,000 - 2,80,000/-

PARTICULARS	(Rs. /P.M.)
Basic Pay per month	2,13,650/-
Variable /DA @ 10% w.e.f 01.04.2019 per month	21,365/-
Perquisite and Allowance (LTC, Holiday Home, CEA, Transfer Allowance for performing official work at residence, house upkeep allowance, Transport Allowance, Fitness allowance etc.) under "Cafeteria approach", limited @ 35% of Basic Pay per month	74,777.50/-
Secondment Allowance	8,000/-
HRA @ 24% of Basic Pay per month	51,276/-

VARIABLE DA: VDA shown is subject to change every quarter. Annual increment @ 3% of Basic pay. On reaching the maximum of the pay scale, maximum 03 stagnation increments are admissible, one after every two years, provided the performance rating is "Good" or above.

HOUSING: availed HRA at previous place of posting.

COMPANY CAR & TELEPHONE: Necessary provision for transport and telephone may be made by MNGL or vehicle / Conveyance maintenance charges @ Rs. 15,913/- p.m. are to be reimbursed monthly (at the rate notified by GAIL on half yearly basis) along with the wages of the Driver @ Rs. 19,453 /- p.m.

OTHER BENEFITS OUTSIDE "CAFETERIA APPROACH": Shri S. Halder is entitled to reimbursement of Cost of Spectacles and Meducal reimbursement for self and dependent family members, briefcase, newspaper reimbursement, leave encashment etc., as per GAIL rules which will be

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borne by MNGL. In addition, he is entitled for incentive under performance Related Pay (PRP) as per GAIL rules.

SUPERANNUATION BENEFITS: Superannuation benefits are extended to Shri S. Halder within the ceiling of 30% of Basic Pay & VDA comprising of Provident Fund (PF), Gratuity, Post-retirement Medicle Scheme (ORMS) and Pension.

The overall remuneration payable every year to the Managing Director and the Whole-time Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in the aggregate 1% (one percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

Shri S. Halder satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Managing Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Shri S. Halder under Section 190 of the Act.

Shri S. Halder has attended all Board meetings as Managing Directors held after his appointment as Managing Director in financial year 2019-20. His brief resume, the nature of his expertise in specific functional areas, names of companies in which he hold directorship, committee memberships/ chairmanships, his shareholding etc., are separately annexed hereto pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the resolution set out in Item No. 6 for your approval.

Other than Shri S. Halder and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are considered to be interested in the resolution.

ITEM NO.7

The Board, at its meeting held on August 20, 2019, appointed Mr. Amit Garg (DIN: 08515246), as an Additional Director of the Company with effect from August 20, 2019, pursuant to Section 161 of the Companies Act, 2013, read with Article 142 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Amit Garg (DIN: 08515246), will hold office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Indraprastha Gas Limited (Shareholder of MNGL) proposing the candidature of Mr. Amit Garg for the office of Director.

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The Company has received from Mr. Amit Garg (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Only one Board Meeting was held in which appointment of Shri Amit Garg was approved and he has attended that meeting. His brief resume containing his age, qualifications, expertise etc. is annexed herewith pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

No Director, Key Managerial Personnel or their relatives, except Mr. Amit Garg, to whom the resolution relates, is interested or concerned in the resolution.

The Board commends the Ordinary Resolution set out in Item No. 7 for the approval by the Members.

ITEM NO.8

In the 73rd Board Meeting held on 3rd May, 2018 the Board had enhanced the borrowing limits up to Rupees 1,000 Crores and obtained the approval of shareholders in the AGM held on 28th December, 2018. Further, MNGL was successful in 9th Round Bidding by getting three more GAs i.e. Nashik, Sindhudurg and Ramnagara. As per commitment to PNGRB, MNGL has to achieve minimum work programme and to complete targets which includes setting up of CNG Stations as expected within 8 years. In order to build CNG stations, it is necessary to source the funding through internal accrual and borrowed funds. In view of the Pune and new GAs CAPEX (Fund and Non-Fund) and borrowing requirement of funds by the Company it is proposed that the borrowing limit of the Company may further enhance from Rs.1000 Crores to Rs. 2000 Crores. Therefore, the Board in its 78th Meeting held on 21st May, 2013 approved for the same, subject to shareholders' approval in ensuing AGM.

Accordingly, it is proposed to obtain the consent of the members for enhancement of the borrowing limit.

None of the Directors, Key Managerial Personnel and their relatives are, any way concerned or interested the resolution.

The resolution as set out in Item No.8 of this notice is accordingly recommended for approval.

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Brief resume of Directors seeking appointment at the 13th Annual General Meeting as per SS-2 on General Meetings

Name	Shri S. Halder, MD, MNGL	Shri Amit Garg, Director, MNGL
Date of Birth	26.01.1966	02.03.1967
Date of Appointment	01.05.2019	20.08.2019
Date of Re-appointment	-	-
Qualification	BE (Mechanical), MBA	A post graduate in Electronics & Management
Expertise in specific functional Areas	Shri S. Halder has worked in Marketing in GAIL and has led activities relating to Sourcing/Selling of LNG & RLNG, Regasification, Charter hiring of LNG ships, Contract Management & Operations related to Shipping etc. He has also a rich experience of more than 25 years in Materials Management in GAIL covering the entire ambit of procurement, contracting, inventory, policy formulation etc.	He is a senior leader in Oil & Gas space having a rich and varied Experience of over 32 years across the entire value chain in the industry including sourcing, storage, logistics and sales in BPCL.
Directorship held in other companies	-	Indraprastha Gas Ltd. - Director (Commercial)
Membership/ Chairmanships of Audit and Stakeholders Relationship Committees	-	-
No. of shares held in MNGL	-	-
Remuneration last drawn (incl. sitting fees)	-	Only Sitting Fees for Board & Committee Meetings
Remuneration proposed	As per terms & conditions mentioned in the Resolution	Same as above

PROXY FORM

Maharashtra Natural Gas Limited

Form no.MGT-11

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(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014

CIN: U11102PN2006PLC021839, **Registered Office:** A Block, Plot No.27, Narveer Tanajiwadi, PMT Bus Depot Commercial Bldg., 1st Floor, Shivaji Nagar, Pune- 411 005

Email: info@mngl.in **website:** www.mngl.in

Name of the Member(s):	
Registered Office:	
Email id:	
Folio no./ Client id:	
DP id:	

I/We being the member (s) of shares of the above named company, hereby appoint:

1. NameAddress.....

Email ID.....Signature of failing him/her.

2. NameAddress.....

Email ID.....Signature of failing him/her.

3. NameAddress.....

Email ID.....Signature of failing him/her.

as my/our proxy to attend vote (on a poll) for me/us on my/our behalf at 13th Annual General Meeting to be held on September 16, 2019 at 03.00 PM at Amanora The Fern Hotels & Club, 1st Floor, Business Centre, Amanora Park Town, Amanora Magarpatta Road, Hadapsar, Pune-411028 and at any adjournment thereof in respect of such resolutions indicated below:

Resol- ution No	Resolutions

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Ordinary Business	
1.	To receive, consider and adopt the (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019 (b) the Audited Consolidated Financial Statements for the financial year ended March 31, 2019; and the reports of the Board of Directors and the Statutory Auditor and the comments of Comptroller & Auditor General of India thereon.
2.	To declare a Dividend on equity shares for the financial year ended March 31, 2019.
3.	To appoint Director in place of Shri Sanjay Kumar, who retire by rotation, and being eligible offers himself for Re-appointment
3.	Approval of remuneration payable to Statutory Auditor of the Company.
Special Business	
4.	Ratification of payment of remuneration to Cost Auditors for the F.Y. 2018-19
5.	To approve appointment & Remuneration of Shri S. Halder as Managing Director of the company
7.	To approve appointment of Shri Amit Garg as a Nominee Director of the Company
8.	To approve for enhancement of borrowing limit

Signed thisday of2019

Signature of the Shareholder

-affix Revenue stamp Rs.1/-

Signature of the proxy holder

Note this form of proxy in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

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Maharashtra Natural Gas Limited

CIN: U11102PN2006PLC021839

Registered Office:

A Block, Plot No.27, Narveer Tanajiwadi,
PMT Bus Depot Commercial Bldg.,1st Floor
Shivaji Nagar, Pune- 411 005

Email: info@mngl.in website: www.mngl.in

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF MEETING HALL. Joint shareholder may obtain additional attendance slip on request (Folio no. DP id*,Client id *and name of the Shareholder/Joint share holder/PROXY in BLOCK LETTERS to be furnished below:

Shareholder/Proxy holder	DP Id*	Client Id*	Folio	No.of Shares held

I hereby record my presence at the 13th Annual General Meeting to be held on Monday September 16, 2019 at 03.00 PM at Amanora The Fern Hotels & Club, 1st Floor, Business Centre, Amanora Park Town, Amanora Magarpatta Road, Hadapsar, Pune- 411028.

SIGNATURE OF THE SHAREHOLDER OR PROXY.....

Notes:

1. Shareholders /proxy holders are requested to bring the Attendance slip when they come to the meeting and hand it over at the gate after completely filling the details and affixing their signature on it.
2. *Available for investors holding the shares in electronic (demat) form.