



# IOL CHEMICALS AND PHARMACEUTICALS LIMITED

## Details of Voting Results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	29 September 2018
Total number of shareholders on record date	23431
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	8 78
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

**Resolution No. 1:** To adoption of the audited financial statements of the Company for the financial year ended 31 March 2018 and the reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public-Institutions	E-Voting	41200	--	--	--	--	--	--
Public-Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
Total		56205502	36077566	64.19%	36077566	--	100%	--



Head Office : 85, Industrial Area 'A', Ludhiana. 141 003 (Pb.) India CIN - L24116PB1986PLC007030  
 Ph. : +91-161-2225531-35 Fax : +91-161-2226929, 2608784 email : contact@iolcp.com Website : iolcp.com  
 Regd. Office: Trident Complex, Raikot Road, Barnala - 148 101 (Ph.) India  
 Works: Village Fatehgarh Channa, Mansa Road (Trident Complex) District - Barnala, 148101 State - Punjab, INDIA.  
 Ph. : +91-1679 -285285-86, Fax : +91-1679-285292

**Resolution No. 2:** To re-appointment of Mr Vijay Garg (holding DIN 06510248) as director of the Company, who retires by rotation and being eligible offered himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held  (1)	No. of votes polled  (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour  (4)	No. of votes – against  (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public- Institutions	E-Voting	41200	--	--	--	--	--	--
Public- Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
Total		56205502	36077566	64.19%	36077566	--	100%	--

**Resolution No. 3:** To re-appointment of Mr Vikas Gupta (holding DIN 07198109) as director of the Company, who retires by rotation and being eligible offered himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of voting	No. of shares held  (1)	No. of votes polled  (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour  (4)	No. of votes – against  (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public- Institutions	E-Voting	41200	--	--	--	--	--	--
Public- Non Institutions	E-Voting	33015304	12928508	39.16%	12928508	--	100%	--
Total		56205502	36077506	64.19%	36077506	--	100%	--

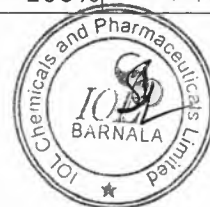


**Resolution No.4:** For appointment of M/s Ashwani & Associates, Chartered Accountants, Ludhiana, as statutory auditor of the Company in place of M/s S C Vasudeva & Co., Chartered Accountants, New Delhi to hold office till the conclusion of thirty sixth annual general meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held  (1)	No. of votes polled  (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour  (4)	No. of votes – against  (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public- Institutions	E-Voting	41200	--	--	--	--	--	--
Public- Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
Total		56205502	36077566	64.19%	36077566	--	100%	--

**Resolution No.5:** For adoption of new set of Articles of Association containing regulations in accordance with Companies Act, 2013.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held  (1)	No. of votes polled  (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour  (4)	No. of votes – against  (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public- Institutions	E-Voting	41200	--	--	--	--	--	--
Public- Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
Total		56205502	36077566	64.19%	36077566	--	100%	--



**Resolution No.6:** For for alteration of Memorandum of Association in accordance with Companies Act, 2013

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held  (1)	No. of votes polled  (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour  (4)	No. of votes – against  (5)	% of votes in favour on votes polled  (6)=[(4)/(2)] *100	% of votes against on votes polled  (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public- Institutions	E-Voting	41200	--	--	--	--	--	--
Public- Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
<b>Total</b>		56205502	36077566	64.19%	36077566	--	100%	--

**Resolution No.7:** To increase the remuneration of Mr Varinder Gupta, Managing Director of the Company consisting of basic salary of Rupees twelve lakh and other allowances as given in the notice per month with effect from 1st April 2018 for remaining period of his tenure that is upto 31 August 2018

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of voting	No. of shares held  (1)	No. of votes polled  (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour  (4)	No. of votes – against  (5)	% of votes in favour on votes polled  (6)=[(4)/(2)] *100	% of votes against on votes polled  (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public- Institutions	E-Voting	41200	--	--	--	--	--	--
Public- Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
<b>Total</b>		56205502	36077566	64.19%	36077566	--	100%	--



**Resolution No.8:** For re-appointment of Mr Varinder Gupta as Managing Director of the company for a period of five years with effect from 01 September 2018 to 31 August 2023, at a basic salary of Rupees twelve lakh and other allowances as given in the notice per month..

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public-Institutions	E-Voting	41200	--	--	--	--	--	--
Public-Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
Total		56205502	36077566	64.19%	36077566	--	100%	--

**Resolution No. 9:** To Increase the remuneration of Mr Vijay Garg, Joint Managing Director of the Company consisting of basic salary of Rupees seven lakh sixty thousand and other allowances as given in the notice per month with effect from 1st April 2018 for remaining period of his tenure that is upto 01 March 2019.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public-Institutions	E-Voting	41200	--	--	--	--	--	--
Public-Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
Total		56205502	36077566	64.19%	36077566	--	100%	--

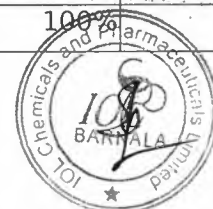


**Resolution No. 10:** To increase the remuneration of Mr Vikas Gupta, Executive Director of the Company consisting of basic salary of Rupees two lakh eighty thousand and other allowances as given in the notice per month with effect from 1st April 2018 for remaining period of his tenure that is upto 28 May 2020

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public-Institutions	E-Voting	41200	--	--	--	--	--	--
Public-Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
Total		56205502	36077566	64.19%	36077566	--	100%	--

**Resolution No. 11:** To approval to the Board to fix / revise the remuneration payable to one of its managing director or wholetime directors remuneration individually exceeding 5% of the net profits and collectively pay to all the managing director or whole time directors remuneration in aggregate exceeding 10% but not exceeding 11% of the net profits of the company to all directors for that financial year.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public-Institutions	E-Voting	41200	--	--	--	--	--	--
Public-Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
Total		56205502	36077566	64.19%	36077566	--	100%	--

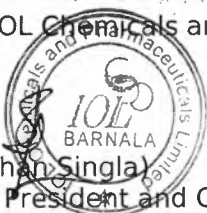


**Resolution No. 12:** To approval of the remuneration of Rupees one lakh thirty two thousand plus GST and out of pocket expenses to M/s Ramanath Iyer & Co., Cost Accountants, New Delhi, cost auditor for the financial year ending 31 March 2019.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held  (1)	No. of votes polled  (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes – in favour  (4)	No. of votes – against  (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	23148998	23148998	100%	23148998	--	100%	--
Public- Institutions	E-Voting	41200	--	--	--	--	--	--
Public- Non Institutions	E-Voting	33015304	12928568	39.16%	12928568	--	100%	--
<b>Total</b>		<b>56205502</b>	<b>36077566</b>	<b>64.19%</b>	<b>36077566</b>	<b>--</b>	<b>100%</b>	<b>--</b>

For IOL Chemicals and Pharmaceuticals Limited

(Krishan Singla)  
Vice President and Company Secretary





# K. K. KAPOOR & ASSOCIATES

## Chartered Accountants

48-B, Udham Singh Nagar, Civil Lines, Ludhiana - 141001  
Phone - 0161-4602036 Mobile - 09876902220,  
Email: ca\_vinay123@yahoo.co.in, Email: cavinod@yahoo.com



To

The Chairman,

31<sup>st</sup> (Thirty First ) Annual General Meeting of the Equity Shareholders of IOL Chemicals and Pharmaceuticals Limited held on 29 September 2018 at 11.00 AM at registered office of the Company at Trident Complex , Raikot Road, Barnala, Punjab.

**Subject: Scrutinizers report of IOL Chemicals and Pharmaceuticals Limited under Sections 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Rules, 2014.**

Sir

1. I, Vinay Kohli, Chartered Accountant in practice Partner of K. K. Kapoor & Associates having Membership No. 094249 was appointed as the Scrutinizer by the Board of Directors of the IOL Chemicals and Pharmaceuticals Limited ("the Company") for the purpose of:

(a) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ( " the 2013 Act" ) read with Rule 20 of the Companies (Management and Administration ) Rules, 2014 ( "the Rules"); and

(b) Scrutinizing the venue e-voting process provided at the AGM of all the resolutions contained in the Notice of the AGM.

2. As required, I herewith submit my combined report on the results of remote e-voting and together with that of venue e-voting at AGM as under:-

a) **Item No.1 of the Notice for the AGM:** Ordinary Resolution to consider and adopt audited financial statements of the Company for the financial year ended 31 March 2018 and the reports of the Board of Directors and Auditors thereon.

### Details of Votes Casted

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3,60,77,566	100	0	0	0	0	0

#### Head Office:

First Floor, Amrit Building, Opp. Govt. Art Emporium,  
Residency Road, Jammu ( J & K ) - 180001



#### Branch Office:

211, 2<sup>nd</sup> Floor, Near BMC Chowk,  
Jalandhar - 144001





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## Chartered Accountants

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Email: ca\_vinay123@yahoo.co.in, Email: cavinod@yahoo.com



- b) **Item No.2 of the Notice for this AGM:** Ordinary Resolution for re-appointment of Mr Vijay Garg who retires by rotation and being eligible, offers himself for re-appointment.

### Details of Votes Cast

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3,60,77,566	100	0	0	0	0	0

- c) **Item No.3 of the Notice for this AGM:** Ordinary Resolution for re-appointment of Mr. Vikas Gupta who retires by rotation and being eligible, offers himself for re-appointment.

### Details of Votes Cast

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
85	3,60,77,506	100	0	0	0	0	0



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#### Branch Office:

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Jalandhar - 144001



# K. K. KAPOOR & ASSOCIATES

## Chartered Accountants

48-B, Udham Singh Nagar, Civil Lines, Ludhiana - 141001  
Phone - 0161-4602036 Mobile - 09876902220,  
Email: ca\_vinay123@yahoo.co.in, Email: cavinod@yahoo.com



- d) **Item No.4 of the Notice for this AGM** : Ordinary Resolution under Section 139, 142 of the Companies Act, 2013 for of the appointment of M/s. Ashwani & Associates, Chartered Accountants, Ludhiana as Statutory Auditors and fixing the remuneration for five consecutive years till the conclusion of thirty sixth Annual General Meeting of the company

### Details of Votes Cast

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3, 60 ,77, 566	100	0	0	0	0	0

- e) **Item No. 5 of the Notice for this AGM**: Special Resolution under Section 14 of Companies Act, 2013 for adoption of new set of Articles of Association containing regulations in accordance with Companies Act, 2013.

### Details of Votes Cast

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3,60,77,566	100	0	0	0	0	0



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**f) Item No.6 of the Notice for this AGM:** Special Resolution under Section 13 of Companies Act, 2013 for alteration of Memorandum of Association in accordance with Companies Act, 2013

**Details of Votes Cast**

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3,60,77,566	100	0	0	0	0	0

**g) Item No.7 of the Notice for this AGM:** Special Resolution under Section 197 of the Companies Act, 2013 for increase the remuneration of Mr. Varinder Gupta, Managing Director

**Details of Votes Cast**

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3,60,77,566	100	0	0	0	0	0

**h) Item No.8 of the Notice for this AGM:** Special Resolution under Section 196 of the Companies Act, 2013 for re-appointment of Mr Varinder Gupta as Managing Director

**Details of Votes Cast**

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting ( in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3,60,77,566	100	0	0	0	0	0

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- i) Item No.9 of the Notice for this AGM:** Special Resolution under Section 197 of the Companies Act, 2013 for increase the remuneration of Mr Vijay Garg as Joint Managing Director.

### Details of Votes Cast

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3,60,77,566	100	0	0	0	0	0

- j) Item No. 10 of the Notice for this AGM:** Special Resolution under Section 197 of the Companies Act, 2013 for increase the remuneration of Mr Vikas Gupta, Executive Director

### Details of Votes Cast

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3,60,77,566	100	0	0	0	0	0

- k) Item No.11 of the Notice for this AGM:** Special Resolution under Section 197 of the Companies Act, 2013 to revise the remuneration payable to managing director or whole-time directors of the company.

### Details of Votes Cast

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3,60,77,566	100	0	0	0	0	0

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Email: ca\_vinay123@yahoo.co.in, Email: cavinod@yahoo.com



1) **Item No.12 of the Notice for this AGM: Ordinary Resolution** under Section 148 of the Companies Act, 2013 for the approval of remuneration of M/s Ramanath Iyer & Co., Cost auditor for the financial year ending 31 March 2019

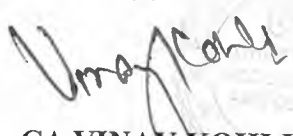
### Details of Votes Cast

Voted in favour of the resolution			Voted against the resolution			Invalid votes	
Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Number of Members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of valid votes	Total number of members (in person or by proxy)	Total number of votes cast by them
86	3,60,77,566	100	0	0	0	0	0

All Ordinary and Special resolutions having secured requisite majority of votes, considered passed as Ordinary and Special resolutions respectively.

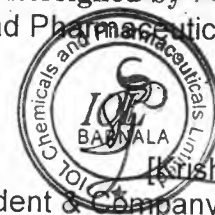
3. All relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and after that the same be handed over to the Chairman/ Company Secretary for safe custody.

Thanking you

  
**CA VINAY KOHLI**  
Membership no .094249

Partner M/s K. K. Kapoor & Associates  
Chartered Accountants  
48-B, Udham Singh Nagar  
Civil Lines, Ludhiana  
Place: Ludhiana  
Date: 29 September, 2018

Countersigned by  
For IOL Chemicals and Pharmaceuticals Limited



[Krishan Singla]  
Vice President & Company Secretary

#### Head Office:

First Floor, Amrit Building, Opp. Govt. Art Emporium,  
Residency Road, Jammu ( J & K ) - 180001

#### Branch Office:

211, 2<sup>nd</sup> Floor, Near BMC Chowk,  
Jalandhar - 144001