

THE COMPANIES ACT, 1956
COMPANY LIMITED BY GUARANTEE
LICENSED UNDER SECTION 25 OF THE COMPANIES ACT,
1956

ARTICLES OF ASSOCIATION

FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS

("FIFA")

Definitions

1. In these Articles, unless there is something in the subject or context inconsistent therewith:
 - a) The "Company" or "FIFA" shall mean "FOUNDATION OF INDEPENDENT FINANCIAL ADVISORS" which is essentially a Non-Profit Organization of distributors of financial products and financial advisors primarily concerned with all matters relating to Independent Financial Advice.
 - b) The "Board of Directors" shall mean the Governing Board of this Company constituted as provided by these rules and regulations.
 - c) * "Member(s)" shall mean a person duly admitted to the membership of the Company and shall include Founder Members, Life Members, General Members. .
 - d) "Associates" shall mean a person not admitted as member but supports the objective of the Company.
 - e) "SEBI" shall mean The Securities Exchange Board of India.
 - f) "AMFI" shall mean The Association of Mutual Funds in India.
 - g) "ARN" shall mean AMFI Registration Number.
 - h) "IFA(s)" shall mean Independent Financial Advisor(s), holding valid ARN, empanelled as Advisors, Distributors and/or Agents by Asset Management Companies and operating from not more than 20 locations or not having more than 20 sub-brokers. IFA's shall not include banks, financial institutions, national and/or regional distributors.

The regulations contained in Table "C" in the First Schedule to the Companies Act, 1956, as amended from time to time thereafter referred to as " the Act" shall apply to this Company to the extent that it is not hereinafter expressly or impliedly excluded, as regulations for the management of the Company and for the observance of members thereof.

*Amended by passing special resolution in Annual General Meeting held on 21st December, 2012.

*Amended by passing special resolution in Annual General Meeting held on 16th September, 2015.

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Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

Eligibility for Membership

2. The number of members with which the Company proposes to be registered is unlimited, but the number at any time shall not be below 7. An IFA being either an Individual above 18 years of age, a Company, a Limited Liability Partnership, a Society or, holding a valid AMFI Registration Number or any Association or Body of such IFA's shall be eligible for the membership of the Company.
3. Notwithstanding anything contained above, the Board of Directors of the Company shall reserve a right in exceptional cases and looking at the benefit of the Company admit an Individual above 18 years of age, a Company, a, a Limited Liability Partnership or any other entity who or which is not holding registration number of AMFI as a member of the Company.
4. If the ARN is in the name of partnership firm, one or more partners of the partnership firm in their individual capacity will be registered as the members of the Company as may be decided by the board on its merits.
5. Any eligible IFA or or Body of such IFA's desiring to become a member of the Company, shall forward to the Company an application in writing in the prescribed manner signed by a person authorized to sign on behalf of the applicant and containing also the signatures of a proposer and seconder, both of whom shall be members of the Company.
6. The members proposing and seconding the application for membership of the Company are required to ensure that the aforementioned criteria including the requirement of holding a valid AMFI Registration are met by the applicant desiring to become a member of the Company.
7. The application for membership should be accompanied by the applicable admission fee in the form of a Banker's pay order or an account payee cheque. The pay order or cheque shall be encashed only after the Board of Directors approves the membership of the applicant.
8. All applications for membership shall be placed before a meeting of the Board of Directors and an applicant shall be deemed to be a member on its application being accepted by the Board of Directors and on payment of the admission fee and the first annual subscription as prescribed in these Articles of Association. The decision of the Board of Directors with regard to the acceptance or rejection of an application for membership shall be final and the Board of Directors shall not be bound to assign any reasons for its decision.

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9. Every applicant on being admitted to the membership of the Company shall be deemed to have agreed to conform to and abide by the Articles of Association as amended from time to time.
10. Notwithstanding anything contained anywhere in this articles, the subscribers to the Memorandum and Articles of Association shall be deemed to be admitted as Members of the Company as soon as the Company is duly incorporated whether or not they hold a valid ARN without any further act or action on the part of the Company and as such will be bound to pay the Membership Fees as provided by these articles.
11. The membership of the Company shall be open to all the citizens of India.
12. The Board of Directors may from time to time add new categories of membership subject to the approval by majority in the Annual General Body meeting in the following year.
13. The Board of Directors may from time to time add new chapters / branches in various geographical / territorial / regional locations.
14. A member may request to terminate his or her membership. No refunds of membership fees or other donations can be claimed at any time by such member. Membership is not transferable.

Founder Members

15. *Any person or body eligible to be a member and who expresses the desire to be a founder member shall be admitted as Founder Member.
16. In case of an individual, founder member means a person who is admitted as a member of the Company for the life time of the individual.
17. In case of other members, founder member means an entity who is admitted as a member of the Company till the entity is closed or wound up.

Life Member

18. In case of an individual, life member means a person who is admitted as a member of the Company for the life time of the individual.
19. In case of other members, life member means an entity who is admitted as a member of the Company till the entity is closed or wound up.

***General Member**

20. *Any person fulfilling the eligibility criteria, admitted as the member of the Company shall be termed as the General member of the Company.

*Amended by passing special resolution in Annual General Meeting held on 21st December, 2012

*Amended by passing special resolution in Annual General Meeting held on 16th September, 2015

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Authorized Representative of the Members

21. A member other than individual shall notify in writing the names of the persons who shall be nationals of India and be Directors / Chief Executive / Senior Executives / Partners/ Proprietor of the said Member, who shall represent it on the Company as authorized representative to attend all the meetings; and for all purposes of the Company, such persons shall be deemed to be the member's representatives until such notification is withdrawn in writing. Such authorized representative shall have the same rights and duties as that of a member save and except that only one authorized representative shall be able to exercise the voting right for and behalf of such member.

Associates

22. Any person not fulfilling the conditions of membership but who wishes to support the Independent Financial Advice community and the objectives of this Company shall be eligible to be admitted as an Associate on being proposed and seconded as such by the Office Bearers.

23. No Associate shall have any rights or privileges of a member including a right to vote.

Cessation of Membership

24. A Member shall cease to be member of the Company:

- a) In case of an individual member, on the member's death; In the case of a Company or a Partnership Firm, on the dissolution of the Company, Firm;
- b) If the member fails to pay its subscription and/or other contributions or any other dues for the full period of one financial year;
- c) If the member is found to be of unsound mind or adjudged as an insolvent by a Court of competent jurisdiction;
- d) If the member applies to be adjudicated as an insolvent;
- e) If he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months;
- f) If he becomes disqualified by an order of Court under section 203 of the Act;
- g) If at any later stage, after admission to membership, it is found that the AMFI Registration Number is cancelled, expired, lapsed or other terms (if any) have been violated.

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- h) In case of an authorized representative death, termination, cessation, disqualification of the member as specified in clauses (a) to (g).

25. The cessation of membership shall be subject to confirmation at a meeting of the Company and subject to any relaxation that the Board of Directors may decide to condone any of the above defaults or considerations for a temporary period of time as may be fixed.

Expulsion

26. The Company reserves to itself the right to expel any member on recommendation of the Board of Directors in case the member commits any act openly or covertly or pursues any conduct that is directly or indirectly in contravention of the Articles of Association or is detrimental to its prestige or for any other reason considered to be good and sufficient and if it is deemed necessary and/or desirable to expel it from the membership provided that any proposal for expulsion of a Member shall be carried by a resolution at a General Meeting of the Company whereat not less than three-fourths of the votes of the members present are cast in favour of the said resolution.

Rights and Duties of the Members

27. Without prejudice to rights of the members as per the Act, every member has a right to :

- a. Take active part in the working of the Company.
- b. Vote in the election of the Board of Directors of the Company.
- c. Inspect documents, letters, account books, correspondence of the Company with written permission of the Secretary only.
- d. Suggest addition, alterations or omissions in the memorandum, rules and regulations of the Company in writing or orally in the General Body Meeting.
- e. Discuss, give opinions, take part in any matter of the Company in the General Body Meetings.

28. A person who ceases to be a member shall not be able to avail the benefit of the activities of the company.

Fees

29. *The fees to be collected as contribution from the members and associates at the time of admission and on renewal every year as prescribed herein below:

Category	Proposed	
	Entrance Fees	Annual Fees per Member

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Founder Member (Vide article no. 15, 16 & 17)	100,000	100
Life Member (Vide article 18 & 19)	50,000	500
*General Member (Vide article 20)	2,500	1,500
Authorized Representative (Vide article no. 21)	Nil	1,500
Associate – Individual (Vide article no. 22)	2,500	1,500
Associate -Non Individual (Vide article no. 22)	25,000	1,500
Association / Society / Body of Individuals	25,000	100

*The term "Annual" for the first year means a period from the date of incorporation till 31 March 2013 (both days inclusive). The second and the subsequent years shall be the period of 12 months from 1st April to 31st March.

*29(a). The members admitted between 1st April to 30th September (both days inclusive) shall pay full annual fees for the year of admission.

*29(b) The members admitted between 1st October to 31st March (both days inclusive) shall pay half of the applicable annual fees for the year of admission.

Any change in the fees will be done after taking the necessary approvals from the Registrar of Companies.

General Meetings

30. The Company shall each year hold an Annual General Meeting in addition to any other meetings. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meeting. Every Annual General Meeting shall be called for at a time during business hours on a day that is not a public holiday and shall be held at the registered office of the Company or at such other place within the City of Mumbai as the Executive Committee may determine. Notice calling the meeting shall specify it as the Annual General Meeting. The persons entitled to attend and vote at the Annual General Meeting or any other meeting of Company shall be the members of the Company eligible to vote.

31. Fourteen days notice at least of every General Meeting, Annual or Extraordinary, and by whomsoever called, specifying the day, place and hour of meeting, and the general nature of the business to be transacted thereat, shall be given in the manner hereinafter provided to such members as are under these Articles entitled to receive notice from the Company.

*Amended by passing special resolution in Annual General Meeting held on 21st December, 2012.

*Amended by passing special resolution in Annual General Meeting held on 16th September, 2015.

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Provided that in the case of an Annual General Meeting, with the consent in writing of all the Members entitled to vote thereat and in the case of any other meeting with the consent of Members having not less than 90 per cent of the total voting power exercisable at that meeting, a meeting may be convened by a shorter notice.

32. The accidental omission to give any such Notice as aforesaid to any of the member, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

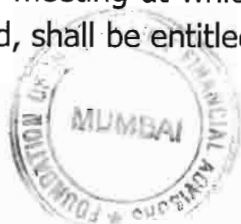
Quorum

33. Five members shall be deemed to form a quorum for all meetings of the Company, and no business shall be transacted at any meeting if no quorum is formed within half an hour of the time fixed for the meeting and the meeting in such cases shall stand adjourned to such date, time and place as the members present or the Board of Directors may determine. No quorum shall be necessary for a meeting so adjourned or for any other adjourned meeting which shall proceed to transact only that business for which the original meeting had been called.

Chairman at General Meetings

34. Chairman of the Board of Directors shall be entitled to take the chair at every General Meeting whether Annual, General or Extra-ordinary. The chairman shall be present within fifteen minutes of the time appointed for holding such meeting or if he is unwilling to act then the members present shall appoint one of the members to be the chairman of the said meeting.
35. No business shall be discussed at any General Meeting except the election of a chairman whilst the chair is vacant.
36. The chairman with the consent of the meeting may adjourn any meeting from time to time and from place to place in the City of Mumbai and no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place
- 37.
- (i) When a meeting is adjourned for thirty days or more, fresh notice of the adjourned meeting shall be given as in the case of an original meeting.
- (ii) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
38. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

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39. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

Votes of members

40. Every member shall have one vote at the Annual General Meeting.

41. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid.

42. (i) No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

43. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed;

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

43A. *Notwithstanding anything stated in the Articles, the Company may provide for electronic voting facilities or video conferencing facilities to enable a larger number of shareholders to vote at general meetings. The Company shall provide these facilities after complying with the necessary requirements under the Companies Act, 1956 and such other Regulations and Rules as may be applicable from time to time."

Board of Directors

44. The management of the Company and of its property and funds shall be vested in the Board of Directors which shall comprise not less than three (3) or more than Eleven (11) individuals or as may be decided by the members from time to time, one of whom shall be the Chairman. At any point in time at least six out of the eleven members of the Board of Directors or 60 percent of the total strength of the Board as rounded off to the nearest whole number shall be out of Founder Members and / or Life Members.

45. The following shall be the first Directors of the Company:

Mr. Mazhar Hussain Najmuddin Arif

Mr. Dhruv Lalit Mehta

Mr. Asit Haresh Bhansali

Mrs. Sangeeta Sunil Jhaveri

Mr. Lalit Mohandas Gianchandani

Mr. Yogesh Surender Sharma

Mr. Ganesh Shridhar Shanbag

Mrs. Roopa Venkatkrishnan

*Amended by passing special resolution in Annual General Meeting held on 21st December, 2012

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46. The Office Bearers of the Board of Directors shall consist of the following:

- a. Chairman
- b. Vice Chairman
- c. Secretary
- d. Joint Secretary
- e. Treasurer

47. *The Board of Directors shall retire by rotation as per section 255 of the Companies Act, 1956. .

48. The casual vacancies shall be filled in by the Board of Directors by co-option.

49. The day-to-day affairs of the Company shall be vested in the Board of Directors and it shall meet as and when necessary. The notice of the meeting of the Board of Directors shall be given by the Secretary to each member three days in advance and shall circulate the agenda of the meeting. Two third of the total number of members in the Board of Directors shall form a quorum for the meeting of the Board of Directors.

50. Powers of the Board of Directors:

- 1) Every Member of the Board of Directors shall have the right to contest the election for the next term.
- 2) To elect Member/s, maintain discipline amongst the members, to work for the improvement and betterment of Company, filling of the casual vacancy/ies by co-option, to collect funds, donations and contributions.
- 3) The Board of Directors shall have power to employ and dismiss staff of the Company and to make provision for pensions, gratuities, retirement and other benefits for such staff. The Board of Directors may appoint such person or persons as it thinks fit from time to time to deal with all matters relating to staff of the Company.
- 4) The Board of Directors shall have power to make, amend and repeal such rules as it may deem necessary or convenient to carry out the objects of the Company and for the proper conduct and management of the Company; provided, however, that no such rule may expressly or impliedly repeal or modify any provision of these Articles.
- 5) Subject to the provisions of Section 260 and 264 of the Act, the board shall have power at any time and from time to time to appoint any other qualified person to be an Additional Director, but the total number of Directors shall not, at any time exceed the number of directors beyond Eleven (11). Any such additional Director shall hold office only up to the date of next Annual General Meeting.

*Amended by passing special resolution in Annual General Meeting held on 21st December, 2012.

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51. Duties and Powers of office bearers:

i. Chairman

- a. He/She shall preside over all the meetings of the General Body Meetings and the Board of Directors Meetings.
- b. He/She shall sign the minutes of the last meeting after getting it confirmed, by the members present.
- c. He/She shall decide the matter jointly and equitably.
- d. He/She shall have powers to stop the speaker using any objectionable language and indulging in personal attacks and expel a member for acts, which are detrimental to the interest of proper working of the Company.
- e. He/She shall have powers to call the meeting of the Board of Directors for urgent and special matters.
- f. He/She shall have the casting Vote in case there be a tie over the same matter.
- g. He/She shall maintain discipline in the meeting under rules and regulations of the Company.
- h. He/She shall sign the statement of accounts for the approval of Annual General Meeting.

ii. Secretary

- a. The Secretary shall be responsible for office and official correspondence. He/She shall make all arrangements for holding the meeting.
- b. He/She shall keep the records of the correspondence of the Company.
- c. He/She shall give the notice for holding the meeting of the Company.
- d. He/She shall have to act according to the instructions of the Board of Directors.
- e. He/She shall control the activities of the Company in line with the aims & objects.

iii. Treasurer

- a. The Treasurer shall receive the membership fees, donations, contributions and other amounts payable to the Company.
- b. He/She shall deposit all amounts of the Company in Bank/s approved by the Board of Directors.
- c. He/She shall submit all the papers in respect of the accounts as and when demanded by the Company for the purpose of Audits.
- d. He/She shall place all relevant papers of funds of the Company in the General Body Meetings and shall be answerable to the Board of Directors in all the

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matters of finance of the Company.

52. The Members of the Board of Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or in connection with the business of the company.

Proceedings of meetings of the Board of Directors

53. The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meeting, as it thinks fit.

53A. *Participation of directors in meeting of Board or Committee may be either in person or through video conferencing, teleconferencing or such other electronic means which are capable of recoding and recognizing the participation of the directors and of recoding and storing the proceedings of such meetings. The Directors of the Company can participate in a Board meeting/committee of directors after complying with the necessary requirements under the Companies Act, 1956 and such other Regulations and Rules as may be applicable from time to time."

54.

- (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the chairman shall have a second or casting vote.

55. The continuing Members of the Board of Directors may act notwithstanding any vacancy in the Board of Directors; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board of Directors, the continuing members or member of the Board of Directors may act for the purpose of increasing the number of Members of the Board of Directors to that fixed for the quorum, or summoning a general meeting of the company, but for no other purpose.

56.

- (i) The Board of Directors may elect a chairman of its meetings and determine the period for which he is to hold office.
- (ii) If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members of the Board of Directors present may choose one of their number to be chairman of the meeting.

57.

- (i) The Board of Directors may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board of Directors.

*Amended by passing special resolution in Annual General Meeting held on 21st December, 2012.

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58. The Board of Directors may meet and adjourn as it thinks proper.

59. All acts done by any meeting of the Board of Directors or of a committee thereof, or by any person acting as a member of the Board of Directors, shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such members of the Board of Directors or of any person acting as aforesaid, or that they or any of them were disqualified be as valid as if every such member of the Board of Directors or such person had been duly appointed and was qualified to be member of the Board of Directors.

60. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board of Directors or a committee thereof for the time being entitled to receive notice of a meeting of the Board of Directors or committee, shall be as valid and effect as if it had been passed at a meeting of the Board of Directors or committee, duly convened and held.

61. The business of the Company shall be managed by the Members of the Board of Directors and may exercise all such powers of the Company and do all such acts and things which are not by the Act or by these Articles required to be exercised by the company in General Meeting, subject nevertheless to the provisions of these Articles and of the Act and to such regulations, not being inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting and with the prior approval of Regional Director, Western Region, Mumbai, but no regulations made by the Company in General Meeting shall invalidate any prior act of the Members of the Board of Directors which would have been valid had such regulations not been made.

62. The Board of Directors may from time to time, at their discretion, raise or borrow for the purpose of the Company interest free loans from any individuals, body or institution for the requirement of the Company. The Board of Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including the uncalled capital or by the issue, at such price as they think fit, of bonds or debentures, or debenture stock, either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Board of Directors may think expedient. The Board of Directors shall have the power to make the bye-laws keeping in view the aims, objects, rules and regulations of the Company for its efficient working.

Accounts

63. The Secretary shall cause the accounts of the Company to be duly kept and all receipts and funds of the Company to be paid into such bank or banks as may be approved by the Members of the Board of Directors and get the accounts duly audited by the Auditor or Auditors.

Seal

64. The Members of the Board of Directors shall procure a seal to be made and provide for the safe custody. The Seal shall not be fixed to any instrument except with the authority of the Board of Directors. Every instrument or deed to which the seal is affixed shall, unless the same is executed by a duly constituted attorney of the Company, be signed at least by one Member in whose presence the seal is so

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affixed provided however that share certificates shall be sealed in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 as in force from time to time.

65. Every member shall find himself to abide by these Articles of Association or any alteration or modification thereof that may be made from time to time with the approval of the Central Government in conformity with the Companies Act, 1956, for the time being in force.

Register of Members

66. A register of members shall be maintained by the Secretary in which shall be entered the names of the members with their address and the names of their representatives. A list of names appearing on the register of members shall be supplied to a member, with or without payment as the Members of the Board of Directors may decide, within 5 days of its asking for the same in writing.

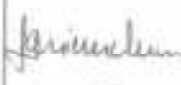


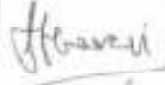

Alteration in Articles

67. No alteration or addition to these Articles shall be made without obtaining prior approval of the Regional Director, Department of Company Affairs, Mumbai and the approval of the Members by a majority of three fourths of the members of the Company present at a General Meeting specifically convened for the purpose by a notice issued before the holding of such meeting in which all the terms of the proposed alteration or additions shall have been clearly set forth.

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We, the several persons whose names, addresses, descriptions, and occupations are hereunto subscribed are desirous of being formed into a company not for profit, in pursuance of this Articles of Association

SR. NO	Names, Addresses, Description and occupation of each Subscriber	Signature of Subscriber	Signature of witness With Description and Occupation
5	<p>Mr. Jalil Motandas Gianchandani S/o Motandas Gianchandani Add: 101, Blue Diamond, Kary Cross Road, Bandra (W). MUMBAI - 400030 Occupation: Business</p>		<p>(WITNESS S TO S)</p> <p></p> <p>Ms. Kumudini Poojraj D/o: Mr. Sudhakar Poojraj Add: 3-3 Shilpa, CHS, Gethale Cross Road, Near Top Link, Mumbai (East) - 400021 Occupation: Functioning Company Secretary</p>
6.	<p>Mr. GANESH SHRIHAR SHANBHAG, S/o SHRIHAR SHANBHAG T. KARAT COOP. SOC. DILIP GUPTA ROAD MAHIM, MUMBAI. 400016. Occupation: Business</p>		
7.	<p>Sangeeta Sunil Thareni w/o Mr. Sunil Thareni Ashok Towers, C Wing, Flat No. 1901, Dr. S. S. Road Harey Park Mumbai - 40002 Occupation: Business</p>		
8.	<p>Mr. Asit Hareesh Bhavsali S/o. Mr. Hareesh Bhavsali Add: 3/16, AL Sabah Court, 73, Marine Drive, Mumbai - 400020 Occupation: Business</p>		

Date: 21/12/2011

Place: Mumbai