



Potential Investments and Finance Limited

**Corporate Governance
Report**

2014-2015

Corporate Governance Report

Company's philosophy on Corporate Governance is to achieve the highest levels of transparency, accountability in all its interactions with its stakeholders including shareholders, employees, lenders and the Government. We believe that Corporate Governance is a voluntary and self discipline code which means not only ensuring compliance with regulatory requirements but by also being responsive to our stakeholders needs. Focus of the Company has always been to ensure continuing value creation for each of its stakeholders and above all to achieve business excellence with the goal of long-term sustainable development.

In accordance with the Clause 49 of the Listing Agreement with BSE Limited and some of the best practices followed on Corporate Governance, the report containing the details of Corporate Governance systems and processes at Potential Investments and Finance Limited is as follows:

1. Board of Directors

Composition and Category of Directors

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors with one women director and not less than 50 (Fifty) % of the Board of Directors comprising Non-Executive Directors. The Chairman of the Board is an Executive Director with half of the Board comprising of Independent Directors.

As on March 31, 2015, your Company's Board has strength of Four (4) Directors comprising Two (2) are independent. The composition of the Board of Directors is in conformity with the Corporate Governance Code.

As required under Section 149 of the Companies Act, 2013 Ms. Ruta Jindal has been appointed as Women Director on the Board.

None of the Directors is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49) across all the companies in which he/she is a Director.

Directors' Profile:

The Board of Directors is composed of highly renowned professionals drawn from diverse fields, who bring with them a wide range of skill and experience to the Board, which enhance the quality of the Board's decision making process. The brief profile of the Company's Board of Directors is as under:

- **Mr. Manoj Gupta** is the Promoter and Managing Director of our Company. Mr. Gupta is a commerce graduate and is in the business since last 25 years. He was looking after the family business under the name "Mahabir Steel & Rolling Mills", a partnership firm. This firm was engaged in the business of manufacturing Steel Strips and Steel pipe at Mohan Nagar. Mr. Gupta was looking after the entire affairs of the business as CEO. After doing the business successfully, this firm closed the business in 2012 due to overcapacity in HR Coil and steel strips.
- **Mr. S T Gerela**, Master in Arts, a graduate in law and C.A.I.I.B, has been associated with various regulatory authorities like SEBI, RBI, BSE, among others. He has rich experience of capital markets, banking, regulatory affairs management, administration and investor relations. He has been a member of various committees, study groups; delegates constituted by government/semi-government authorities and authored several articles, research papers, books on capital market/economic affairs.
- **Mr. Bharat Bhushan Sahny** is the Independent Non Executive Director of our Company. Shri Sahny had graduated from Sri Ram College of Commerce, Delhi, B.Com (Hons) In 1963. He Joined Stock Broking business in 1962. He held the position of Director on the Board of Delhi Stock Exchange for 27 years, He also held the position of Vice President and President in "DSE" and was instrumental in

getting online Trading started in “Delhi Stock Exchange”. During his tenure as “President” of Delhi Stock Exchange, the daily turnover touched record time high Rs.1000 crore. He also Hold the position of Chairman of “Investors Awareness Committee” for many years. He also Promoted Investment culture in North India by having Seminars at multiple places.

- **Mrs. Ruta Jindal**, (Appointed from 30th March, 2015) Non - Executive Director of our Company. She is having more than 5 years experience in the real estate business. She held the position of Director in various real estate companies.

Directors’ Induction, Familiarization and Training:

As per Clause 49 of the Listing Agreement the Company has entered into with BSE Limited (BSE), the Company shall provide suitable training to Independent Director to familiarize them with the Company, their role, nature of the industry in which the Company operates, business model of the Company etc. The details of such training imparted are also required to be disclosed in the Annual Report.

The Company acknowledges the importance of continuous education and training of the Directors to enable effective discharge of their responsibility. The Company has been organizing visits of the Directors to its plants at various locations in the country from time to time with a view to enable them to familiarize with the nature of industry, operations, processes and to interact with the management personnel and staff. Directors are regularly briefed about the Industry’s specific issues to enable them to understand the business environment in which the company operates. To enhance their skills and knowledge the Directors are regularly updated on the changes in the policies, laws and regulations, developments in the business environment etc.

Efforts are also made to familiarize the Directors about their roles, rights, responsibility in the Company, its business model and the environment in which the Company operates.

Board functions, procedure and Meetings:

The Board plays a pivotal role in ensuring that holistic governance measures are undertaken. Its style of functioning is democratic. The Board members always have had complete freedom to express their opinions and decisions are taken after a consensus is reached following detailed discussions. They are also free to bring any matter up for discussion at the Board Meetings with the permission of the Chairman.

In accordance with the provisions of Clause 49 of the Listing Agreement, the Board meets at least once in every quarter to review the quarterly results and other items of agenda as required under Annexure 1A of Clause 49 of Listing Agreement, and if necessary, additional meetings are held. It has always been the Company’s policy and practice that apart from matters requiring the Board’s approval by law, all major decisions including quarterly/yearly results of the Company and its divisions, financial restructuring, capital expenditure proposals, sale and acquisition of material nature of assets, mortgage and guarantee, among others, are regularly placed before the Board. This is in addition to information with regard to detailed analysis of operations, major litigations, feedback reports and minutes of all committee meetings.

Meeting of Board of Directors:

During the Financial Year 2014-15, 9 (Nine) Meetings of the Board of the Directors of the Company were held i.e. on 14th April, 2014, 5th June, 2014, 19th July, 2014, 13th August, 2014, 15th October, 2014, 12th November, 2014, 13th February, 2015 and 30th March, 2015. The maximum time gap between any two consecutive meetings was not more than one hundred and twenty days.

All the agenda items are backed by necessary supporting information and documents to enable the Board to take informed decisions. The Managing Director makes presentation on the quarterly and

annual operating & financial performance. Post meetings, important decisions taken by the Board are communicated to the concerned officials and departments.

The Composition and category of the Directors on Board, their relationship with other Directors, their attendance at the Board Meetings during the year and at the last Annual General Meeting, and also number of Directorships and Committee Memberships/ Chairmanships in other companies and number of shares held by them as at March 31, 2015 are as follows:

Name of the Director	Category	No. of Board Meetings attended	Attendance in Last AGM	No. of shares held	No. of other Directorships@	Details of other Board Committee /Membership#
Manoj Gupta	MD	9	Yes	40000	1	1
Vijay Kumar*	NE	9	Yes	32900	5	-
Bharat Bhushan Sahny	NE& ID	6	Yes	-	2	1
S. T Gerela	NE& ID	5	Yes	-	3	
Ruta Jindal**	NE & AD	-	No	-	0	0

MD=Managing Director, NE= Non-Executive Director, ID= Independent Director, AD= Additional Director
only covers membership/chairmanship of Audit Committee Stakeholders' relationship committee of other Indian public limited companies excluding Potential Investments and Finance Ltd.

@ Excludes Directorship held in Private Limited Companies, Foreign Companies and Section 8 Companies.

* Resigned from the directorship w.e.f 30.03.2015.

**Appointed as Woman Director w.e.f 30.03.2015.

All the independent Directors fulfill the minimum age criteria i.e. 21 years as specified by the Clause 49 of the Listing Agreement. No Director is related to any to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

Code of Conduct:

The Board of Directors has laid down a Code of Conduct for all Board members and all employees in management grade of the Company. The Code of Conduct is posted on the website of the Company. All Board members and senior management personnel have confirmed compliance with the Code. A declaration signed by the Managing Director is attached and forms part of the Annual Report of the Company.

In line with the amended Clause 49 of the Listing Agreement, the Company has adopted a Code of Conduct for its Directors and Senior Executives. The same has also been placed on the Company's website www.potentialindia.net under the head 'Investor Relations'.

Code of Conduct of Independent Directors:

As per the provisions of Section 149(8) of the Companies Act, 2013 the Company and Independent Directors shall abide by the provisions specified in Schedule IV. Further, Schedule IV lays down a code for Independent Directors of the Company. Pursuant to the said provisions of the Companies Act, 2013, the Company has drafted for Independent Directors of the Company and the same has also been placed on the website of the Company i.e. www.potentialindia.net.

2. Audit Committee:

The role and terms of reference of the Committee are in conformity with the provisions Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges. The Committee acts as a link between the Statutory and Internal Auditors and the Board of Directors.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Discussion with internal auditors of any significant findings and follow up there on;
8. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
9. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
10. Approval or any subsequent modification of transactions of the company with related parties;
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the company, wherever it is necessary;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee comprises three Directors, of which two are Non-Executive and Independent Directors. The Chairman of the committee is a Non-Executive Independent Director. All the Members of the committee have good financial and accounting knowledge. Auditors and Chief Financial Officer (CFO) are invitees to the meetings and Company Secretary acts as secretary of the committee. The minutes of the Audit Committee Meetings are placed before the subsequent Board Meeting.

During the year, 4 (four) meetings of the Audit Committee of the Company was held on 14th April, 2014, 13th August, 2014, 12th November, 2014 and 13th February, 2015.

The composition of the Audit Committee as on March 31, 2015 and the meetings attended by its members are as under:

Name of Director	Status	No. of meetings held
Mr. Srichand Tekchand Gerela	Chairman	4
Mr. Bharat Bhushan Sahny	Member	4
Mr. Manoj Gupta	Member	4

3. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall act in accordance with the prescribed provisions of Section 178 of the Companies Act, 2013, and shall be responsible for:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a directors and the Board;
Formulate of criteria for evaluation of Independent Directors and the Board;
- ii. Devising a policy on Board diversity;
- iii. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down recommend to the Board their appointment and removal and carry out evaluation of every director's performance.
- iv. The Board has constituted a Nomination and Remuneration Committee to evaluate the performance and remuneration of Directors

The composition of the Remuneration Committee as on March 31, 2015 is as under:

Name of Director	Status
Mr. Srichand Tekchand Gerela	Chairman
Mr. Bharat Bhushan Sahny	Member
Mr. Vijay Kumar	Member

Remuneration to the Directors:

During the year ended March 31, 2015 Mr. Manoj Gupta, Managing Director was paid a salary of Rs. 4.80 lakhs and no other benefits, no payment was made to any other Director(s).

4. Stakeholders Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing “Share Transfer and Shareholders’ / Investors’ Grievance Committee as the “Stakeholders’ Relationship Committee”.

Stakeholders’ Relationship Committee inter alia approves transfer & transmission of shares, issue of duplicate / re- materialized shares and consolidation & splitting of certificates, redressal of complaints from investors etc. Stakeholders’ Relationship Committee has been empowered to deal with and dispose of the instruments of transfer of shares in the Company including power to reject transfer of shares in terms of the provisions of the Companies Act, 2013, Securities Contract (Regulations) Act, Listing Agreement and the Company’s Articles of Association and take necessary actions as may be required for the purpose and shall consider and resolve the grievances of shareholders of the Company including complaints related to non-receipt of balance sheet and non-receipt of declared dividends.

The composition of the Stakeholders Relationship Committee as on March 31, 2015 is as under:

Name of Director	Status
Mr. Bharat Bhushan Sahny	Chairman
Mr. Srichand Tekchand Gerela	Member
Mr. Vijay Kumar	Member

In view of the SEBI Circular No. CIR/OIAE/2/2011 dated June 3, 2011, the Company has obtained a user id and password for processing the investor complaints in a centralized web-based SEBI Complaints Redress System ‘SCORES’. This enables the investors’ online viewing of the actions taken by the Company on the complaints and its current status by logging on the SEBI’s website i.e. www.sebi.gov.in.

Details of shareholders’ complaints received and replied to their satisfaction: the Company has adequate systems and procedures to handle the investors’ grievances and the same are being resolved on priority basis.

During the year no investor’s complaints was received. By March 31, 2015 no investor complaint was pending.

5. Independent Directors’ Meeting:

During the year 1 (one) meeting of the Independent Directors was held on August 13, 2015 inter-alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors, as a whole.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

6. Details of last three general meetings

➤ **General Meetings:** The details of Annual General Meeting held in last three years are as under:

Year	Venue	Date	Time
2013-14	143, Jagriti Enclave, Delhi-110092	15.09.2014	11:30 A.M
2012-13	143, Jagriti Enclave, Delhi-110092	30.09.2013	11:30 A.M
2011-12	143, Jagriti Enclave, Delhi-110092	28.09.2012	11:30 A.M

- **Postal Ballot:** During the year the Company has conducted postal Ballot, pursuant to Section 110 of the Companies Act, 2013

Item No.	Description (Nature of Resolution)	Date of Notice	Date of Dispatch of Postal Ballot Forms to Members	Last date for receiving the Postal Ballot forms including e-voting	Date of passing resolution
1	Change of name of the Company from “Potential Investments and Finance Limited” to “Mahabir Infraheights Limited”.	15.10.2014	22.10.2014	26.11.2014	27.11.2014
2	Change in the Object clause of Memorandum of Association of the Company by replacing it with new clause	15.10.2014	22.10.2014	26.11.2014	27.11.2014
3	Alteration of Articles of Association of the Company by adoption of new set of Articles of Association (as prescribed under the Table-F of the Companies Act, 2013) of the Company in the place of and exclusion of the existing Articles of Association.	15.10.2014	22.10.2014	26.11.2014	27.11.2014
4	Sub division of equity shares of the Company from each shares of Rs. 10/- each to 5 shares of Rs. 2/- each, with effect from record date.	15.10.2014	22.10.2014	26.11.2014	27.11.2014
5	Alteration in Memorandum of Association of the Company pursuant to sub division of shares.	15.10.2014	22.10.2014	26.11.2014	27.11.2014
6	Giving Loans/ Guarantees or providing securities for and on behalf of any body corporate and/or making investments in any body Corporate upto 25 Crores.	15.10.2014	22.10.2014	26.11.2014	27.11.2014

7. Disclosures

a. Management discussion and analysis

The detailed report on ‘Management Discussion and Analysis’ is given separately in the annual report.

b. Disclosure on materially significant related party transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the Note no.21 to the Financial Statements.

c. Disclosure on accounting treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

d. Detail of non-compliance, penalties and strictures imposed on the Company by the Stock Exchanges, SEBI or any Statutory Authority on any matters related to Capital Markets

The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines of SEBI. No penalties or strictures were imposed by SEBI, Stock Exchanges or any statutory authority on matters relating to Capital Markets during the last three years.

e. Risk Management

The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which was presented to the Audit Committee and reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework.

f. Vigil Mechanism / Whistle Blower policy

In compliance with provisions of Section 177 (9) of the Companies Act, 2013 and Clause 49 of the Listing Agreement the company has framed a Vigil Mechanism / Whistle Blower Policy and the same has also been placed on the website of the Company. None of the employees of the Company has been denied access to the Audit Committee.

g. Details of compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with all the applicable mandatory requirements. Compliance status about Non-mandatory requirements of listing agreement is appearing separately elsewhere.

8. Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

9. CEO & CFO Certification

The Managing Director and Chief Financial Officer of the Company have issued necessary certificate pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and the same is attached and forms part of the Annual report.

10. Compliance Certificate of the Auditors

Certificate from the Company's Statutory Auditors M/s VAPS & Co. confirming compliance with conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is attached and forms part of the Annual Report.

11. Means of Communication

The quarterly, half yearly and the annual financial results are published in English and vernacular newspapers and are also furnished to the Stock Exchanges, with whom the Company has listing arrangements to enable them to put them on their website. The Company has its own website i.e. www.potentialindia.net wherein all relevant information is available.

12. General Shareholders' Information

Annual general meeting

Date and time : 28th September, 2015 at 11.00 A.M.

Venue : A-3, NDSE, Part-I, New Delhi-110049

Book Closure : 14th September, 2015 to 18th September, 2015

Period	Board Meetings
Results for Quarter ended June 30, 2015	Within 45 days of the end of Quarter
Results for Quarter ended September 30, 2015	Within 45 days of the end of Quarter
Results for Quarter ended December 31, 2015	Within 45 days of the end of Quarter
Results for quarter ended March 31, 2016	Within 60 days of the end of Financial Year

Listing of Shares:

The Equity Shares of the Company is listed with the following Stock Exchanges

1. BSE Limited (Scrip Code: 538566)
2. Delhi Stock Exchange Limited

The Listing Fees of the Stock Exchange has been paid by the Company for the financial years 2015-16 and 2014-15.

ISIN Code for the Company's Equity Shares INE919P01029

Corporate Identity Number (CIN) L74900DL1983PLC014972

Distribution Schedule as at March 31, 2015

No. of Equity shares held	No. of Shareholders	% to Total	No. of Shares	% of Total
Up to 500	731	83.26	305197	1.65
501-1000	34	3.87	33362	0.18
1001-2000	38	4.33	69865	0.38
2001-3000	2	0.23	4986	0.03
3001-4000	4	0.46	15466	0.08
4001-5000	1	0.11	5000	0.03
5001-10000	4	0.46	21424	0.12
10001 and above	64	7.29	18044700	97.54
G. TOTAL	878	100.00	18500000	100.00

Note: From 1st January, 2015 and onwards each equity share of the nominal value of Rs. 10/- each fully paid subdivided into 5 equity shares of Rs. 2/- each fully paid up.

Nos. of Equity shares held

Category	No. of shares held	% of total voting rights	% of total holding
Indian Promoters	3097900	16.75	16.75
Foreign Institutional Investors(FII)	-	-	-
Mutual Funds	-	-	-
Bodies Corporate	15561	0.08	0.08
Indian Public	15386539	83.17	83.17
NRIs/OBCs	-	-	-
Total	18500000	100	100

Market Price Data:

Month & Year	Stock price at BSE (In ` Per Share)		
	High	Low	Traded Quantity
July, 2014	194	189	51
August, 2014	310	184.5	214
September, 2014	405	279.8	1267
October, 2014	370	345	10232
November, 2014	410.45	268	6901
December, 2014	440	75.05	4245
January, 2015	84.8	50.8	3655
February, 2015	55.5	46.65	3123
March, 2015	54.45	44.05	2444

Note: From 1st January, 2015 and onwards each equity share of the nominal value of Rs. 10/- each fully paid subdivided into 5 equity shares of Rs. 2/- each fully paid up.

Registrar and Share Transfer Agent

M/s Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Tel: +91 11 74732681/64732688
Email Id: info@skylinerta.com

Share Transfer System

Share transfer and related operations for Potential Investments and Finance Limited are conducted by M/s Skyline Financial Services Limited, which is registered with the SEBI as Category I Registrar.

Share transfer is normally affected within stipulated period, provided all the required documents are submitted.

Dividend history for the last 5 years

No dividend declared in 5 years

Dematerialization of Shares

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India – National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL).

As on March 31, 2015, 96.87% of the Company's total Equity Shares representing 17920500 Shares were held in dematerialized form and 579500 shares representing 3.13% of paid-up share capital were held in physical form.

Reconciliation of Share Capital Audit

As stipulated by Securities and Exchange Board of India (SEBI), a Practicing Company Secretaries carries out the Reconciliation of Share Capital Audit to reconcile the total admitted Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit carries out every quarter and the report thereon is submitted to Stock Exchanges and is also placed before the Board of Directors.

Outstanding ADRs/ GDRs/ Warrants or any Convertible instruments

GDRs/ ADRs: There were no outstanding GDRs/ ADRs, as on March 31, 2015

Warrants and other convertible instruments

There were no warrants outstanding for conversion as on March 31, 2015

Investors Correspondence

Investor's correspondence can be made on Regd. Office of the Company as given under:

Investor cell

Potential Investments and Finance Limited

A-3, NDSE, Part-1, new Delhi-110049

CIN: L74900DL1983PLC014972

Phone: +91-11-41070148

Mail Id: info@potentialindia.net

**By the Order of the Board
Potential Investments and finance Limited**

Place: New Delhi

Date: 02.09.2015

Manoj Gupta

Managing Director