

CORPORATE MERCHANT BANKERS LIMITED

September 01, 2017

Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Scrip Code: 540199	Listing Department Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai - 400 098.
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Dear Sir,

Subject: Notice of 23rd Annual General Meeting

We enclosed herewith Notice of 23rd Annual General Meeting of the Corporate Merchant Bankers Limited to be held on September 27, 2017.

The Annual Report of the Company will be forwarded to you after the same is approved and adopted in AGM, in terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take the same on your records.

Thanking You,

Yours Faithfully

By order of the Board
For Corporate Merchant Bankers Limited


(CHINKI SINGHAL)

Company Secretary and Compliance Officer
ICSI Membership No. ACS 42272



Encl: As Above

CORPORATE MERCHANT BANKERS LIMITED

Notice of 23rd Annual General Meeting

Notice is hereby given that the 23rd Annual General Meeting of Members of Corporate Merchant Bankers Limited will be held on Wednesday, September 27, 2017, at 10:30 A.M. at Aggarwal Bhawan, B-Block, Prashant Vihar, New Delhi-110085, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Auditors thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):

“RESOLVED THAT the audited financial statements of the company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and hereby considered and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statements of the company for the financial year ended March 31, 2017 and the reports of Auditors thereon laid before this meeting, be and hereby considered and adopted.”

2. Re-appointment of Mr. Venkateshwar Parne Reddy, (DIN: 06446233), director who retires by rotation.

To appoint a director in the place of Mr. Venkateshwar Parne Reddy, (DIN: 06446233), who retires by rotation and being eligible, offers himself for reappointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mr. Venkateshwar Parne Reddy, (DIN: 06446233), who retire by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. Ratification of Appointment of Auditors

To ratify the appointment of Auditors of the Company who were appointed at the 21st Annual General Meeting to hold office till the conclusion of twenty fifth Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration and in this regard, pass the following resolution thereof as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Mulraj D Gala, Chartered Accountants (Membership Number 11120) who was appointed as Auditors of the Company at the 21st Annual General Meeting held on

Registered Office: UG-24, Vishwadeep Tower, District Centre, Janak Puri, New Delhi-110 058

Email : cmbldelhi@gmail.com, Website: www.cmbldelhi.co.in, Tel: +91-11-65382244

CIN : L74899DL1994PLC061107

September 30, 2015 to hold the office till the conclusion of the twenty fifth Annual General Meeting of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Board of Directors in consultation with the auditors plus applicable service tax and reimbursement of out-of-pocket expenses in connection with the audit."

SPECIAL BUSINESS:

4. Appointment of Mr. Madhagiri Kumar Vijay (DIN: 07353726) as Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Madhagiri Kumar Vijay (DIN: 07353726), who was appointed by the Board of Directors as an Additional Director with effect from February 03, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company and shall be liable to retire by rotation.

**By order of the Board
For Corporate Merchant Bankers Limited**


(CHINKI SINGHAL)

**Company Secretary & Compliance Officer
ICSI Membership No. ACS 42272**

**Date: August 30, 2017
Place: New Delhi**



NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("SEBI Listing Regulations"), of the person seeking re-appointment as Directors, are also annexed.

2. A member entitled to attend and vote at the annual general meeting is entitled to appoint another person as a proxy to attend and vote, on his/her behalf in the meeting and such person can act as a proxy on behalf of members of the company not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company 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 proxy for any other person or shareholder. A proxy need not be a member of the company.
3. The instrument appointing the Proxy, duly completed must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. A Proxy form for the Annual General Meeting is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2017 to Wednesday, September 27, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
7. The Company's Registrar and Transfer Agents for its share registry (both, physical as well as electronic) is M/s Skyline Financial Services Private Limited having its office at D-153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi 110 020.
8. Members who are holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintain their demat accounts. Members holding shares in physical mode are requested to advice any change in their address or bank mandates to the Company/Skyline Financial Services Private Limited.
9. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a certified true copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
10. To support the 'Green Initiative', members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all



communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

11. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report 2017 will also be available on the Company's website www.cmbl.co.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cmbldelhi@gmail.com
12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or our Registrar & Transfer Agents.
14. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
16. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
17. Members/Proxies/Authorized representatives are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 23rd Annual



General Meeting to be held on Wednesday, September 27, 2017, at 10:30 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility:

The e-voting facility is available at the link
<http://www.evotingindia.com>

19. The facility for voting through poll shall be made available at the AGM, to all the members attending the AGM, who have not opted e-voting facility. Further, the members who have opted e-voting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
20. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
21. E-voting commences on September 24, 2017 at 9:00 A.M. and will end at September 26, 2017 at 5:00 P.M. and at the end of e-voting period, the facility shall forthwith be blocked.
22. **The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.**
23. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days upto the date of declaration of the result of the 23rd Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company and also at the meeting.

**By order of the Board
For Corporate Merchant Bankers Limited**


(CHINKI SINGHAL)*

**Company Secretary & Compliance Officer
ICSI Membership No. ACS 42272**

**Date: August 30, 2017
Place: New Delhi**



The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 24, 2017 at 9:00 A.M. and will end at September 26, 2017 at 5:00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>



Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

***sequence number shall be as per separate sheet attached with the Annual report**

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the <Corporate Merchant Bankers Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

- (ii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
- (iii) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.
- (iv) Mr. Ch Veerajaneyulu, Practicing Company Secretary (Membership No. 6121), has been appointed as Scrutinizer to scrutinize the e-voting process (including the Ballot Forms received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- (vi) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.cmbl.co.in and on the website of CDSL www.cdslindia.com immediately.

By order of the Board
For Corporate Merchant Bankers Limited


(CHINKI SINGHAL)

Company Secretary & Compliance Officer

ICSI Membership No. ACS 42272

Date: August 30, 2017

Place: New Delhi



CORPORATE MERCHANT BANKERS LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4. - Appointment of Mr. Madhagiri Kumar Vijay (DIN: 07353726) as Director of the Company:

Mr. Madhagiri Kumar Vijay joined the Board of Directors of the Company on February 03, 2017 as an Additional Director of the Company pursuant to Section 152 and 161 of the Companies Act, 2013. In terms of Section 161(1) of the Companies Act, 2013, Mr. Madhagiri Kumar Vijay shall hold the office up to the date of the ensuing Annual General Meeting of the Company. The Company has received notices in writing under the provisions of Section 160 of the Act from Members along with required deposit proposing the candidature of Mr. Madhagiri Kumar Vijay for the office of Director of the Company.

The Company has received from Mr. Madhagiri Kumar Vijay i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (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 subsection (2) of Section 164 of the Companies Act, 2013

Draft letter for appointment of Mr. Madhagiri Kumar Vijay as director setting out terms and conditions will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 23rd Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company and also at the meeting.

Justification for choosing the appointee for appointment as Director

The Board consider that his proposed association as Director would be of immense benefit to the Company and it is desirable to avail the services of Mr. Madhagiri Kumar Vijay as Director.

No, Director, Key Managerial Personnel, or their relatives, except Mr. Madhagiri Kumar Vijay to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of members.

By order of the Board
For Corporate Merchant Bankers Limited


(CHINKI SINGH)

Company Secretary & Compliance Officer

ICSI Membership No. ACS 42272

Date: August 30, 2017

Place: New Delhi



DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (IN PURSUANCE) OF REGULARISATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Venkateshwar Parne Reddy	Madhagiri Kumar Vijay
Date of Birth	February 02, 1987	July 25, 1996
Age	29 Years	21 Years
Date of First Appointment	November 28, 2014	February 03, 2017
Expertise in specific Functional Areas	Well experienced in the areas of Financial Management, Budgeting and Investments	He has 4 years of industry experience in Financial Matters and Administration.
Number of shares held in the Company	Nil	Nil
Qualification	Chartered Accountant	Graduate
Name of Listed Companies in which Directorship held	1. Flora Corporation Limited 2. Globe Industrial Resources Limited.	Nil
Membership of the Committees of the Board of Companies in which he/she is a Director	1. Globe Industrial Resources Limited.- 4 (Four) Committee.	N.A
No. of Meetings of the Board attended during the Financial Year 2016-2017	06 (Six)	0
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	No relationship with any Director, Manager and other Key Managerial Personnel of the Company	No relationship with any Director, Manager and other Key Managerial Personnel of the Company

**By order of the Board
For Corporate Merchant Bankers Limited**

(CHINKI SINGHAL)

Company Secretary & Compliance Officer

ICSI Membership No. ACS 42272

Date: August 30, 2017

Place: New Delhi



BRIEF RESUME OF THE DIRECTOR:-

VENKATESHWAR PARNE REDDY

Mr. Venkateshwar Parne Reddy is a Chartered Accountant from Institute of Chartered Accountants of India (ICAI) having 5 years' experience in the fields of Financial Management, Budgeting and Investments. He has worked in medium sized IT/ITES company having its presence in IT Networking, Security Solutions and e-Governance. As CFO of the Company, he is responsible for statutory compliances under Companies Act, Income Tax Act and other related laws.

MADHAGIRI KUMAR VIJAY

Mr. Madhagiri Kumar Vijay is graduate by education and has 4 years of industry experience in Financial Matters and Administration. He has previously worked as Finance Consultant in various organizations.

**By order of the Board
For Corporate Merchant Bankers Limited**



(CHINKI SINGHAL)

**Company Secretary & Compliance Officer
ICSI Membership No. ACS 42272**

Date: August 30, 2017

Place: New Delhi



ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

**Applicable for investors holding shares in Electronic form.*

Applicable for investors holding shares in Physical form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Wednesday, September 27, 2017 at 10:30 A.M., at Aggarwal Bhawan, Prashant Vihar, B-Block, Prashant Vihar, New Delhi-110085.

Signature of the Member/Proxy
(To be signed at the time of handing over the slip)



Form No. MGT-11

Proxy Form

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

CIN: L74899DL1994PLC061107

Name of the Company: CORPORATE MERCHANT BANKERS LIMITED

Registered Office: UG-24, Vishwadeep Tower, District Centre, JanakPuri, New Delhi - 110 058

Name of the Member(s)		
Registered Address:		
E-mail Id:		
*DP Id. / Client Id.		Regd. Folio No.

(* Applicable for members holding share(s) in electronic form)

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

1. Name : _____
 Address : _____
 E-mail ID : _____
 Signatiure : _____, or failing him _____

2. Name : _____
 Address : _____
 E-mail ID : _____
 Signatiure : _____, or failing him _____

3. Name : _____
 Address : _____
 E-mail ID : _____
 Signatiure : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **23rd Annual General Meeting** of the Company, to be held on Wednesday, September 27, 2017 at 10:30 A.M. at Agarwal Bhawan, Prashant Vihar, New Delhi-110085 and at any adjournment thereof in respect of such resolutions as are indicated below:

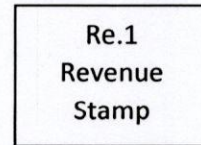
Resolutio n No.	Resolutions	Optional	
		For	Against
1	Adoption of Financial Statements		
2.	Re-appointment of Mr. Venkateshwar Parne Reddy, Director of the Company		



3.	Ratification of the appointment of Statutory Auditors		
4.	Appointment of Mr. Madhagiri Kumar Vijay (DIN: 07353726) as Director of the Company		

Signed this _____ day of _____ 2017.

Affix Revenue Stamp
Signature of Shareholders(s)



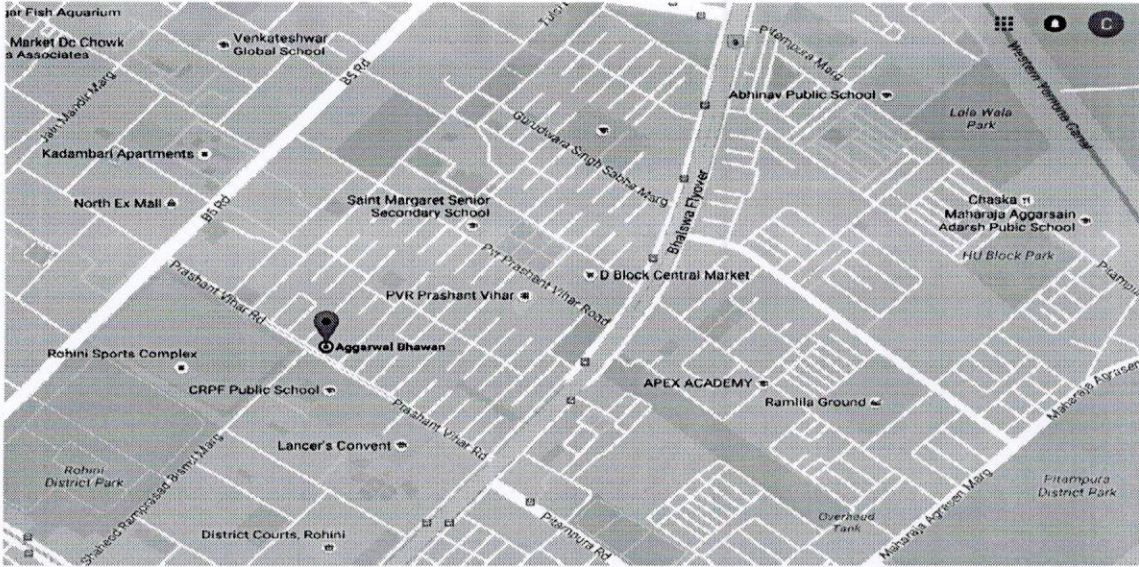
Signature of Proxy holders(s)

Note:

1. 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.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a (✓) in the appropriate column against the Resolution indicated in the Box. If, you leave the 'For' and 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.



Route Map for AGM Venue



If undelivered please return to:

CORPORATE MERCHANT BANKERS LIMITED
Registered Office: UG-24, Vishwadeep Tower, District Centre, Janak Puri New Delhi
- 110058

