

## NOTICE

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**NOTICE** is hereby given that the **34<sup>th</sup>** Annual General Meeting of the members of **ADVIK CAPITAL LIMITED (FORMERLY KNOWN AS ADVIK INDUSTRIES LIMITED)** will be held on Friday the 27<sup>th</sup> day of September, 2019 at Registered office of the Company at Plot No. 84, Khasra No. 143/84, Ground Floor, Extended Lal Dora, Kanjhawla, Delhi-110081 at 12:30 PM to consider and transact the following business:

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt (a) the Audited (Standalone) Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereupon; and (b) the Audited (Consolidated) Financial Statements of the Company for the Financial Year ended March 31, 2019 and the report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions:**

(a) **“RESOLVED THAT** the Audited(Standalone) Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted.”

(b) **“RESOLVED THAT** the Audited (Consolidated)Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted.”

2. To appoint Mr. Shakul Kumar Agarwal, who is longest serving member of the Board and who is liable to retire by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mr. Shakul Kumar Agarwal (DIN: 03590891)**, who retires 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.”

**SPECIAL BUSINESS:**

**3. Increase in the Remuneration of Mr. Virender Kumar Agarwal, (DIN: 00531255) Managing Director of the Company**

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

**“RESOLVED THAT** in partial modification to the resolution passed by the shareholders of the Company in their Annual the General Meeting held on 26<sup>th</sup> September,2017 and pursuant to Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under or any amendment or, modifications thereof and after notifying all the directors then present in India about the meeting and about the resolution, by specific notice approval of members of the Company through Special Resolution, be and is hereby accorded to Increase the Basic Salary of Mr. Virender Kumar Agarwal, Managing Director of the Company, from Rs. 1,00,000/- (Rupees One lakhs) to Rs 1,50,000/- ( One Lakh Fifty Thousand Only) payable on monthly basis”.

**RESOLVED FURTHER THAT** the above said remuneration is Increased w.e.f. 1st July, 2019 to the remaining term of his appointment.”

**RESOLVED FURTHER THAT** the other terms and conditions of appointment of Mr. Virender Kumar Agarwal, Managing Director shall be the same as approved by the shareholders of the Company in their Annual General Meeting held in 2017.”

**4. To re-appoint M/s A. K. Verma & Co., Company Secretaries(Registration No., Unique Code- S1997DE019500), New Delhi as Secretarial Auditor of the Company for the Financial Year2019-2020and in this regard 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 204 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Act and pursuant to relevant provisions of Article of Association of the Company, consent of the members be and is hereby accorded to re-appoint **M/s A. K. Verma & Co., Company Secretaries (Registration No. , Unique Code-S1997DE019500)**, New Delhi as Secretarial Auditor of the Company for Financial Year 2019-2020.”

By the order of the Board

**ADVIK CAPITAL LIMITED  
(formerly known as Advik Industries Limited)**

**Date: 10/08/2019**

**Place: New Delhi**

**Virender Kumar Agarwal  
(Managing Director/Chairman)  
(DIN: 00531255)  
Add: H-107, AravaliKunj  
Plot No.44, Sector-13, Rohini  
Delhi-110085**

**NOTES:**

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. from 3, 4 and 5 of the Notice set out above is annexed herewith.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. Proxy form in MGT-11 duly filled up and executed must be received at the Registered Office of the company not less than 48 hours before the time fixed for the meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or Depository

Participant(s). Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.

5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
6. The Register of Members and Share Transfer Books shall remain closed from **21<sup>st</sup> September, 2019 to 27<sup>th</sup> September, 2019** (both days inclusive).
7. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
8. Members are requested to notify the company their change of address, if any, to registered office of the Company.
9. Members are requested to bring their attendance slip and copy of the Annual Report with them at the Annual General Meeting.
10. All correspondence relating to shares may be addressed to the Registered Office of the company.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members may kindly note that **NO 'Gifts'** will be distributed at the Annual General Meeting.
15. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21.
16. Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting so as to keep the information ready at the time of Annual General Meeting.
17. As per provisions of the Companies Act, 2013 facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registered Office of the Company.
18. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Skyline Financial Services Private Limited, if not registered with the Company as mandated by SEBI.
19. SEBI has decided that securities of listed companies can be transferred only in dematerialized form 5<sup>th</sup> December 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form. Skyline Financial Services Private Limited (RTA) has stopped accepting any fresh lodgment of transfer of shares in physical form w.e.f 1st April 2019. Members are advised to take necessary action regarding the same.
20. The relevant details of Directors seeking appointment/ re-appointment as required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
21. **Voting Through Electronic Means:**
  - a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company

is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- b) The facility for voting through Ballot Paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through Ballot Paper.
- c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- d) The Company shall also provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- e) The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Service Limited ("CDSL") as the Authorized Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- f) The Board of Directors of the Company has appointed **Mr. Ashok Kumar Verma, Partner of A.K. Verma & Co, a Practicing Company Secretary**, New Delhi as Scrutinizer to scrutinize the voting through Ballot Paper and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- g) The cut-off date for the purpose of voting (including remote e-voting) is **19<sup>th</sup> September, 2019**.
- h) Remote e-voting facility will be available during the following period:

Commencement of remote e-voting	<b>Tuesday, 24th September, 2019, 9:00 a.m.</b>
End of remote e-voting	<b>Thursday, 26th September, 2019, 5:00 p.m.</b>

Please note that remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

- i) The Scrutinizer, after scrutinizing the votes cast at the meeting (through Ballot Paper) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.advikgroup.com/ail**. The results shall simultaneously be communicated to the Stock Exchanges.

**The instructions for e-voting are as under:**

- i. The voting period begins on **24th September 2019, 09:00 A.M** and ends on **26th September 2019, 05:00 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 i.e **19th September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholder – Login
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

**viii.** 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"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details  OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

**ix.** After entering these details appropriately, click on “SUBMIT” tab.

**x.** 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.



- xi.** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii.** Click on the EVSN along with “Advik Capital Limited” from the drop down menu and click “SUBMIT”
- xiii.** 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.
- xiv.** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv.** 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.
- xvi.** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii.** You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii.** If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix.** Note for Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board

Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [fcsvermaashok@gmail.com](mailto:fcsvermaashok@gmail.com) with copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) .

- xx.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xxi.** The Results shall be declared on or before 30<sup>th</sup> September, 2019. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website **[www.advikgroup.com/ail](http://www.advikgroup.com/ail)** and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to the **BSE Limited (STOCK EXCHANGE)**.

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

### **Item No. 3**

Keeping in view his qualification, knowledge, experience and contribution to the Company, current situation in the industry and to make it consistent with the increased job responsibilities due to considerable growth in the operations of the Company, the Board of directors of the Company on recommendation of the Nomination and Remuneration Committee approve and recommend increase in remuneration of Mr. Virender Kumar Agarwal, Managing Director of the Company in partial modification of the terms and conditions of his appointment as Managing Director of the Company by the shareholders in their annual general meeting held in 2017, with effect from 01 July, 2019 for the remaining term of his appointment i.e. upto 25<sup>th</sup> September, 2022.

No other director of the Company is concerned or interested in the said resolution.

The resolution at Item No. 3 is, therefore, recommended for approval of the members by means of Special Resolution as required under the Companies Act, 2013.

#### **Item No. 4**

As per the provisions of Section 204 of the Companies Act 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company being Listed Company shall be subject to Secretarial Audit from Practicing Company Secretary.

The Board hereby recommends to re-appoint **M/s A.K.Verma & Co., Company Secretaries (Registration No. , Unique Code- S1997DE019500)**, having experience of more than 20 years of Corporate Services in field of Corporate Laws as Secretarial Auditor of Company for the Financial Year 2019-2020.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The copies of the following documents are open for inspection at the registered office of the Company between 11.00 am and 1.00 pm on any working day except Saturdays and Sundays and company holidays:

1. Copy of the Board/Shareholder's Resolution.
2. Notice of the AGM with Explanatory.
3. Memorandum and Articles of Association of the Company
4. Balance Sheet as on 31st March, 2019 along with Profit & Loss Account and Auditors' Report thereon of the Company.

The Board recommends the resolutions as set out in Item No. 5 of the accompanying notice for the approval of the members of the Company as Ordinary Resolution.

## **Annexure A**

### **Details of Directors seeking appointment /re-appointment at the forthcoming Annual General Meeting dated 27.09.2019**

**(In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)**

<b>Brief Particulars</b>	<b>Item No. 2</b>
<b>Name of Director</b>	<b>Mr. Shakul Kumar Agarwal</b>
<b>DIN</b>	<b>03590891</b>
<b>Date of Birth</b>	<b>14/05/1993</b>
<b>Date of Appointment</b>	<b>22/01/2018</b>
<b>Qualification</b>	<b>Masters in Law</b>
<b>Expertise in specific functional Area</b>	<b>Financial Activities as well as legal</b>
<b>List of Public/Private Companies in which outside Directorship held (including Foreign Companies)</b>	<b>5</b>
<b>Disclosure of relationship between directors inter-se</b>	<b>Mr. Shakul Kumar Agarwal is son of Mr. Virender Kumar Agarwal and Mrs. Manju Agarwal</b>
<b>Shareholding in the Company</b>	<b>35,84,000 Equity Shares</b>
<b>Board /Committee Membership of other Public Listed Companies</b>	<b>NIL</b>

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**ADVIK CAPITAL LIMITED**  
**(Formerly known as Advik Industries Limited)**

Registered office: Plot No. 84, Khasra No. 143/84, Ground Floor, Extended Lal  
Dora, Kanjhawla, Delhi-110081  
CIN: L65100DL1985PLC022505

**ADMISSION SLIP**

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company/Depositories.

DP ID.....

Client :

No. of Shares :

Regd. Folio No.\*

Name(s) in Full	Father's/Husband's Name	Address as regd.with the Company
1.		
2.		
3.		

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON FRIDAY, 27<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 12:30 P.M. AT PLOT NO. 84, KHASRA NO. 143/84, GROUND FLOOR, EXTENDED LAL DORA, KANJHAWLA, DELHI-110081

Member

Proxy

\_\_\_\_\_

Member's/Proxy's Signature\*\*

\* Applicable for investors holding shares in physical form.

\*\* Please strike out whichever is not Applicable.

**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:** L6500DL1985PLC022505

**Name of the company: ADVIK CAPITAL LIMITED**

(formerly known as Advik Industries Limited)

**Registered office:** Plot No. 84, Khasra No. 143/84, Ground Floor, Extended Lal Dora, Kanjhawla, Delhi-110081

Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

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

- 1. Name:  
Address:  
E-mail Id:

Signature :.....,or failing him

- 2. Name:  
Address:  
E-mail Id:  
Signature:.....,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **34<sup>TH</sup> Annual General Meeting** of the company, to be held on the **Friday, 27<sup>th</sup> day of September, 2019** At **12:30 P.M.** at the Registered Office of the Company at Plot No. 84, Khasra No. 143/84, Ground Floor, Extended Lal Dora, Kanjhawla, Delhi-110081 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. Consider and adopt: a) Audited (Standalone) Financial Statements for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon b) Audited Consolidated Financial Statements for the Financial Year ended March 31, 2019 and the Report of Auditors thereon		
2. Re-appointment of <b>Mr. Shakul Kumar Agarwal (DIN: 03590891)</b> , a Director retiring by rotation.		
3. Increase in the Remuneration of Mr. Virender Kumar Agarwal, Managing Director of the Company to 1,50,000 pm		
4. To re-appoint <b>M/s A. K. Verma &amp; Co., Company Secretaries (Registration No., Unique Code-S1997DE019500)</b> as Secretarial Auditor for the Financial Year 2019-2020.		

Signed this.....day of September, 2019

Affix Revenue Stamp
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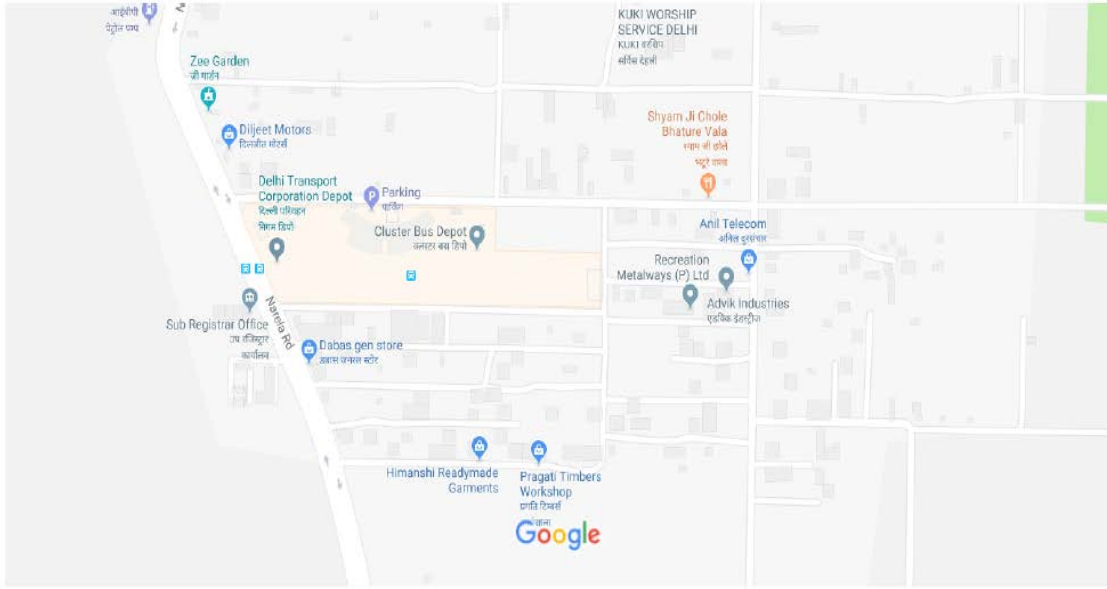
Signature of shareholder.....

Signature of Proxy holder(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. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. **Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**
4. **In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.**

## ROAD MAP FOR AGM



### **REGISTERED OFFICE:**

Plot No. 84, Khasra No. 143/84,  
Ground Floor, Extended Lal Dora,  
Kanjhawla, Delhi-110081

**CIN:L65100DL1985PLC022505**

**Email:cs@advikgroup.com/info@advikgroup.com**

**Tel: 011-25952595**