



सेन्ट बैंक होम फायनेंस लिमिटेड  
**Cent Bank Home Finance Limited**

सेन्ट्रल बैंक ऑफ इण्डिया की अनुषंगी Subsidiary of Central Bank of India

**Registered Office:** Central Bank of India Building, 9, Arera Hills,  
Bhopal – 462011 | ☎ : 0755 - 4156513

**Corporate Office:** 6<sup>th</sup> Floor, Central Bank of India MMO Building,  
M.G. Road, Fort, Mumbai – 400023  
☎ : 022 - 69519323 | 18008896606

## **AGM NOTICE**

Notice is hereby given that the **Thirty Third (33<sup>rd</sup>) Annual General Meeting of the Members of Cent Bank Home Finance Limited** will be held on **Wednesday, 25<sup>th</sup> September, 2024 at 11:00 A.M.** at shorter notice through video conferencing/ other audio-visual means to transact the following business:

### **ORDINARY BUSINESS: -**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, the report of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Shri Kushal Pal (09225722), who is Managing Director who retire by rotation and being eligible, offers himself for re-appointment.
3. To take note of appointment and fixation of remuneration of Statutory Auditors of the Company who has to be appointed by C&AG of India, New Delhi for the Financial Year 2024-25:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the appointment of the Statutory Auditors of the Company for the financial year 2024-25, made by the Comptroller and Auditor General of India (C&AG), New Delhi, in accordance with the provisions of Section 139 of the Companies Act, 2013, be and is hereby noted and that the Board of Directors be and is hereby authorized to fix the remuneration of the Statutory Auditors, as may be decided by it, for the Financial year 2024-25."

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कॉर्पोरेट कार्यालय :

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## **SPECIAL BUSINESS:**

### **4. Regularisation of Appointment of Shri Malladi Venkat Murali Krishna (DIN: 09021111) as Chairman and Director of the company (In the capacity of Nominee of Central Bank of India)**

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 161(1) & other applicable provisions, if any of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification/ enactments thereof for the time being in force) and Articles of Association of the company, Shri Malladi Venkat Murali Krishna (DIN : 09021111) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 30<sup>th</sup> October, 2023 and who hold office up to the date of ensuing Annual General Meeting be and is hereby appointed as a Director and Chairman (in the capacity of Nominee of Central Bank of India) of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the company be and is hereby severally authorized to do all such acts, deeds and things as may be required for the above resolution.”

### **5. Regularisation of Appointment of Shri Pallatt Joseph Thomas (DIN: 10332033) as Director of the company (In the capacity of an Independent Director)**

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Pallatt Joseph Thomas (DIN: 10332033) who was appointed as an Additional Director in the capacity of an Independent Director of the Company w.e.f 30<sup>th</sup> October 2023 by the Board of Directors at its Board Meeting held on 30<sup>th</sup> October 2023 and who held office up to the date of ensuing Annual General Meeting be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 30<sup>th</sup> October 2023 and he shall be entitled for sitting fees of Rs. 20,000/- per meeting including Committee and General Meeting.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the company be and is hereby severally authorized to do all such acts, deeds and things as may be required for the above resolution.”

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## **6. Regularisation of Appointment of Shri Anuj Rastogi (DIN: 10327080) as Director of the company (In the capacity of Nominee of National Housing Bank-NHB)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 161(1) & other applicable provisions, if any of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification/ enactments thereof for the time being in force) and Articles of Association of the company, Shri Anuj Rastogi (DIN: 10327080) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 30<sup>th</sup> October, 2023 and who hold office up to the date of ensuing Annual General Meeting be and is hereby appointed as a Director (in the capacity of Nominee of National Housing Bank- NHB) of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the company be and is hereby severally authorized to do all such acts, deeds and things as may be required for the above resolution.”

## **7. Regularisation of Appointment of Shri Shanuj Gupta (DIN : 10589738) as Director of the company (In the capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 161(1) & other applicable provisions, if any of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification/ enactments thereof for the time being in force) and Articles of Association of the company, Shri Shanuj Gupta (DIN: 10589738) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 25<sup>th</sup> July, 2024 and who hold office up to the date of ensuing Annual General Meeting be and is hereby appointed as a Director (in the capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO) of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the company be and is hereby severally authorized to do all such acts, deeds and things as may be required for the above resolution.”

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## **8. SHIFTING OF THE REGISTERED OFFICE 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** pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Madhya Pradesh to the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra under the jurisdiction of Registrar of Companies, Mumbai (Maharashtra)”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

**Place: Mumbai**

**Dated: 05/09/2024**

**By Order of the Board  
For Cent Bank Home Finance Limited**

**Sd/  
Kushal Pal  
Managing Director  
(DIN:- 09225722)**

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**Notes:-**

1. In accordance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as “MCA circulars”), applicable provisions of the Companies, 2013 (Act) and the rules made thereunder, and companies are allowed to hold Annual General Meeting (AGM) through Video Conference (VC)/Other Audio Visual Means (OAVM), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC or Other Audio Visual Means. The proceedings of the AGM will be deemed to be conducted at Central Bank of India Building, 9<sup>th</sup>/11<sup>th</sup> Floor, Chander Mukhi, Nariman Point, Mumbai- 400021, which shall be deemed venue of the AGM.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the company.
3. A proxy, in order to be effective, should reach the registered office of the Company at least 48 hours before the time of the meeting.
4. Explanatory Statements pursuant to section 102(1) of the Companies Act, 2013 in respect of **Item No. 4 to 8** of the Notice are annexed herewith.
5. Members interested to join the meeting virtually may intimate at the following contact no:- **7024267162 and email mail id: cs@cbhfl.com.**

**Enclosures: -**

1. Proxy form.
2. Route Map of meeting's venue.

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## EXPLANATORY STATEMENT

(Pursuant to section 102(1) of the Companies Act, 2013 in respect of item No. 4 to 8 of the Notice)

### Item No. 4

#### **Regularisation of Appointment of Shri Malladi Venkat Murali Krishna (DIN: 09021111) as Chairman and Director of the company (In the capacity of Nominee of Central Bank of India)**

Shri Malladi Venkat Murali Krishna was appointed as an Additional Director and Chairman (in the capacity of Nominee of Central Bank of India) on the Board of the Company w.e.f 30<sup>th</sup> October 2023. Further, pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office as an Additional Director only up to the date of the ensuing Annual General Meeting. The Board is of the view that the appointment of Shri Malladi Venkat Murali Krishna (In the capacity of Nominee of Central Bank of India) on the company Board is desirable and would be beneficial to the company and hence, it recommend the said resolution No.04 for approval by the member of the company.

None of the Directors, except Shri Malladi Venkat Murali Krishna or their relatives or KMP is concerned or interested in this resolution. The Board recommends the resolution set forth in Item No.4 for the approval of the Members by passing of an Ordinary Resolution.

### Item No. 5

#### **Regularisation of Appointment of Shri Pallatt Joseph Thomas (DIN: 10332033) as Director of the company (In the capacity of an Independent Director)**

Mr. Pallatt Joseph Thomas was appointed as non-Executive Additional Director (In the capacity of Independent Director) of the Company with effect from 30<sup>th</sup> October 2023 by the Board in its Board Meeting held on 30.10.2023. According to the provisions of Section 161 of the Companies Act, 2013, he holds office as Director only up to the date of the ensuing Annual General Meeting.

The Board considers that his continued association will be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board recommends the resolutions in relation to regularization of his appointment as an Independent Director for the approval of the Members for a maximum tenure of 5 (five) years with effect from 30.10.2023 and he shall be entitled for sitting fees of Rs. 20,000/- per meeting including Committee and General Meeting.

None of the Directors, except Shri Pallatt Joseph Thomas, or their relatives or Key Managerial Persons is concerned or interested in this resolution. The Board recommends the resolution set forth in Item No.5 to be passed as an Ordinary Resolution.

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#### Item No. 6

#### **Regularisation of Appointment of Shri Anuj Rastogi (DIN: 10327080) as Director of the company (In the capacity of Nominee of National Housing Bank-NHB)**

Shri Anuj Rastogi (DIN: 10327080) was appointed as an additional director (in the capacity of Nominee of NHB) of the Company with effect from 30<sup>th</sup> October 2023 by the Board of Directors of the Company. Further, pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office as an Additional Director only up to the date of the ensuing Annual General Meeting. The Board is of the view that the appointment of Shri Anuj Rastogi (In the capacity of Nominee of National Housing Bank-NHB) on the company Board is desirable and would be beneficial to the company and hence, it recommend the said resolution No.06 for approval by the member of the company.

None of the Directors, except Shri Anuj Rastogi or their relatives or KMP is concerned or interested in this resolution. The Board recommends the resolution set forth in Item No.6 for the approval of the Members by passing of an Ordinary Resolution.

#### Item No. 7

#### **Regularisation of Appointment of Shri Shanuj Gupta (DIN- 10589738) as Director of the company (In the capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO)**

Shri Shanuj Gupta (DIN- 10589738) was appointed as an Additional Director (in the capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO) of the Company with effect from 25<sup>th</sup> July 2024 by the Board of Directors of the Company. Further, pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office as Director only up to the date of the ensuing Annual General Meeting. The Board is of the view that the appointment of Shri Shanuj Gupta for the office of Director (in the capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO) on the company Board is desirable and would be beneficial to the company and hence, it recommend the said resolution No.06 for approval by the member of the company.

None of the Directors, except Shri Shanuj Gupta or their relatives or KMP is concerned or interested in this resolution. The Board recommends the resolution set forth in Item No.7 for the approval of the Members. by passing of an Ordinary Resolution.

Profile of above Directors is enclosed for perusal of the members.

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## Item No. 8

### To approve the shifting of the registered office of the company

The Registered Office of the Company is presently situated in the State of Madhya Pradesh and the Corporate Office overseeing the day-to-day operations of the Company is situated at Mumbai in the state of Maharashtra. Further, the Company's operational and support team along with infrastructure is located in Mumbai. Therefore, to exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company has recommended to shift the Registered Office of the Company from the State of Madhya Pradesh to the state of Maharashtra under the jurisdiction of Registrar of Companies, Mumbai (Maharashtra).

The shifting of Registered Office from the State of Madhya Pradesh to the State of Maharashtra is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

In light of the above facts, the approval of the members is sought for shifting of the Registered Office of the Company from State of Madhya Pradesh to the state of Maharashtra under the jurisdiction of Registrar of Companies, Mumbai State of Maharashtra and consequently for altering Clause II of the MOA.

A copy of the existing Memorandum of Association of the Company along with proposed amendments and other allied documents, if any, being referred to in the Notice is open for inspection by the Members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.

None of the Directors/ their relatives are in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution set out at Item No. 8 of the Notice.

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The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

**By Order of the Board  
For Cent Bank Home Finance Limited**

**Place: Mumbai  
Dated: 05/09/2024**

**Sd/-  
Kushal Pal  
Managing Director  
(DIN:- 09225722)**

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**कॉर्पोरेट कार्यालय :** छठी मंजिल, सेंट्रल बैंक ऑफ इंडिया एम.एम.ओ. बिल्डिंग, एम. जी. रोड, फोर्ट, मुंबई - 400023



सेन्ट्रल बैंक होम फायनेन्स लिमिटेड  
Cent Bank Home Finance Limited

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M.G. Road, Fort, Mumbai – 400023  
☎ : 022 - 69519323 | 18008896606

## **Profile of Directors proposed for appointment/re-appointment.**

### **1. Shri Malladi Venkat Murali Krishna (DIN: 09021111)**

Shri Malladi Venkat Murali Krishna is a MBA in Banking and Finance. He began his career with Bank of Baroda as Probationary Officer and has over three decades of professional banking experience in leadership roles. His expertise extends to all major areas of banking, including Corporate Credit, International Operations, Rural and Agriculture Banking, Financial Inclusion, NRI business etc.

### **2. Shri Pallatt Joseph Thomas (DIN: 10332033):**

Shri Pallatt Joseph Thomas is Graduate in Science with B. Sc. (Hons), Master in Business Administration in Banking and Finance and Certified Associate of Indian Institute of Bankers (CAIIB). He started his career as a Bank Officer with Public Sector Bank, before moving to Reserve Bank of India (RBI) as an Officer and served in different capacities including as Regional Director, RBI, Bangalore. He has more than 30 years of rich and varied experience in Banking, Supervision, Regulatory framework and related areas. He was earlier on the Boards of public sector bank including Central Bank of India and Andhra Bank (merged with Union Bank of India in year 2020).

### **3. Shri Anuj Rastogi (DIN: 10327080):**

Shri Anuj Rastogi is B. Tech, MBA, CAIIB and He has about 26 years of Working Experience with National Housing Bank in various functions such as Department of Supervision, Market Research Consultancy & Policy Department, MIS Cell, Board Secretariat and Government Schemes Department etc.

### **4. Shri Shanuj Gupta (DIN: 10589738):**

Shri Shanuj Gupta is B.Sc. (Eng.)- Civil, MBA (Exe.) is he is Civil Engineer with 29 years of experience in HUDCO and having 4-5 years of experience of HUDCO Niwas in Housing and Urban Development Corporation Limited [HUDCO]].

### **5. Shri Kushal Pal (DIN : 09225722) :**

Shri Kushal Pal, holds post graduate degree in Arts & Certified Associates of Indian Institute of Bankers (CAIIB). He Has more than two decades of banking experience with Central Bank of India. His adverse assignments in various region and states (Jaipur, Sagar, Indore, Delhi, Ahmedabad) at various stages include Regional Manager, Branch Manager

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## PROXY FORM

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

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

For details with respect to your Folio No./DP ID, Client ID and number of shares, please refer to the Attendance Slip enclosed along with the Proxy Form.

I/We, being the member(s) of \_\_\_\_\_ shares of the above-named Company, hereby appoint:

1. Name:  
E-mail ID:  
Address:  
Signature: , .....or failing him/her
2. Name:  
E-mail ID:  
Address:  
Signature: , .....or failing him/her
3. Name:  
E-mail ID:  
Address:  
Signature.....

as my/our proxy to attend and vote (on a poll/e-voting) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on **Wednesday, 25<sup>th</sup> September 2024 at 11:00 A.M.** at shorter notice at Central Bank of India Building, 9<sup>th</sup>/11<sup>th</sup> Floor, Chander Mukhi, Nariman Point, Mumbai- 400021 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

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Resolution No.:

Resolution No.	Description of the Resolution	For	Against
<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, the report of the Board of Directors and Auditors thereon;		
2.	To appoint a Director in place of Shri Kushal Pal (09225722) who is Managing Director who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To take note of appointment and fixation of remuneration of Statutory Auditors of the Company who has to be appointed by C&AG of India, New Delhi for the Financial Year 2023-24.		
<b>Special Business:</b>			
4.	Regularisation of Appointment of Shri Malladi Venkat Murali Krishna as Chairman and Director of the company (In the capacity of Nominee of Central Bank of India)		
5.	Regularisation of Appointment of Shri Pallatt Joseph Thomas as Director of the company (In the capacity of an Independent Director)		
6.	Regularisation of Appointment of Shri Anuj Rastogi as Director of the company (In the capacity of Nominee of National Housing Bank-NHB)		
7.	Regularisation of Appointment of Shri Shanuj Gupta as Director of the company (In capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO)		
8.	To approve the shifting of the registered office of the company		

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Signed this..... Day..... of 2024.

Signature of Member.....

Signature of Proxy holder(s) .....

Affix Revenue  
Stamp

**Notes:**

1. Please put a 'v' in the appropriate column against the resolution indicated in the Box. If you leave the 'For or against column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. For the detailed resolutions, explanatory statement and notes, please refer to the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company.
4. This form of Proxy, to be effective, should be duly completed and deposited at the Corporate Office/Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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## ATTENDANCE SLIP

**33<sup>rd</sup> Annual General Meeting on Wednesday, 25<sup>th</sup> September 2024 at 11:00 A.M.**

Regd. Folio No. \_\_\_\_\_ No. of shares held \_\_\_\_\_

I, certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the **33<sup>rd</sup> Annual General Meeting** of the Company to be held on **Wednesday, 25<sup>th</sup> September, 2024 at 11:00 A.M.** at shorter notice at Central Bank of India Building, 9<sup>th</sup>/ 11<sup>th</sup> Floor, Chander Mukhi, Nariman Point, Mumbai- 400021.

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

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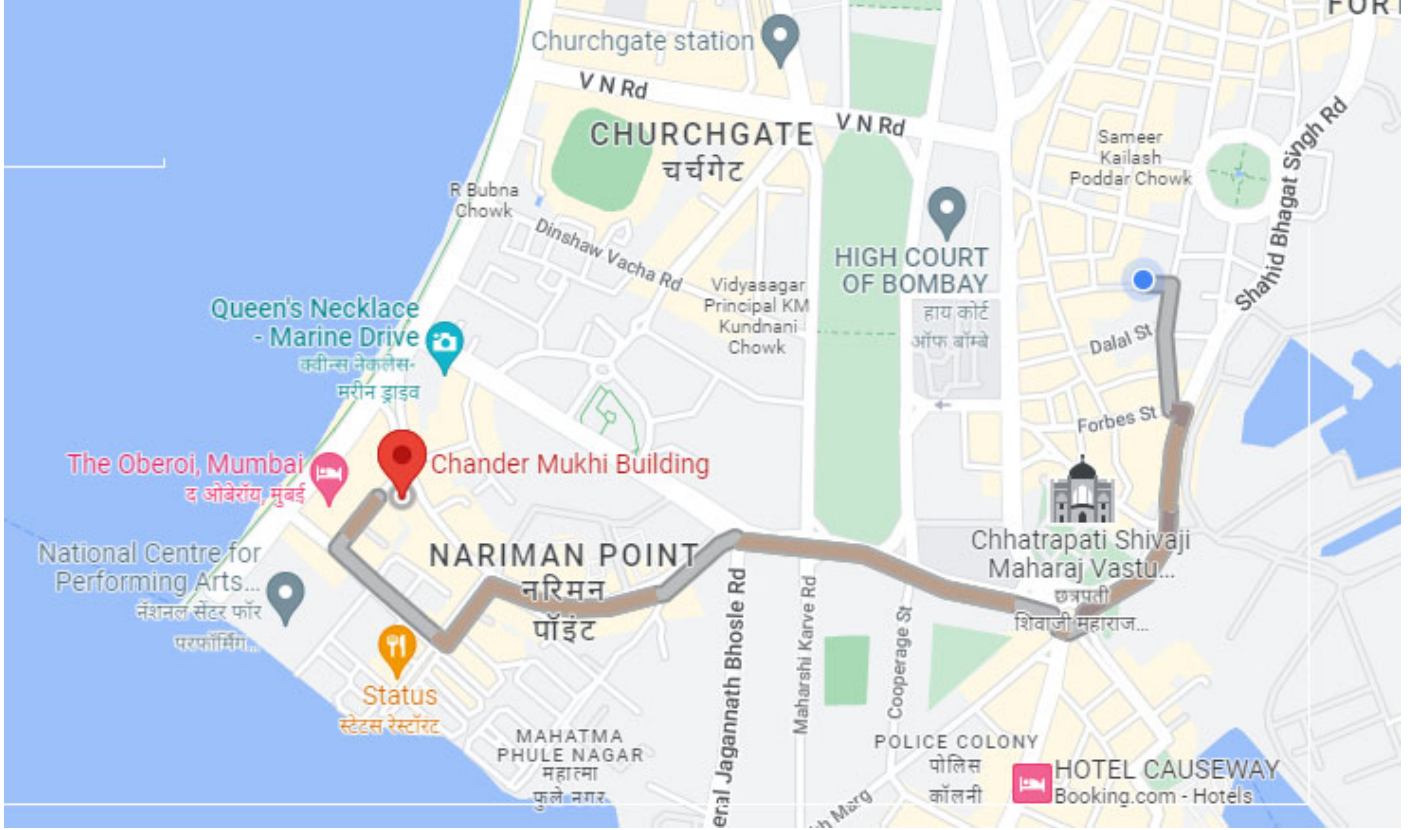
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### ROUTE MAP TO AGM VENUE



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