

NOTICE

NOTICE is hereby given that the **25th Annual General Meeting** of the Members of TCFC Finance Limited will be held on Friday, 12th August, 2016 at 10.30a.m. at M C Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 8/20 K Dubash Marg, Mumbai-400001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend for the financial year ended on 31st March, 2016.
3. To appoint a Director in place of Mr. Dharmil A Bodani (**DIN: 00618333**), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to recommendations of the Audit Committee, M/s. GMJ & Co. Chartered Accountants (Firm Registration no. 103429W) be and are hereby appointed as the Statutory Auditors of the Company and they shall hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company, subject to ratification of appointment by shareholders at every Annual General Meeting after this Annual General Meeting, on remuneration to be decided by the Board of Directors of the Company.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** for the Re-appointment of Mrs. Tania Deol as Managing Director of the Company :-

RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and schedule V of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and the approval from the Central

Government, wherever required, if necessary, approval of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Tania Deol (**DIN: 00073792**) as the Managing Director and Chief Executive Officer of the Company for a period of five years w.e.f. July 1, 2016 to June 30, 2021 on such terms and conditions as mentioned in the draft Agreement between Mrs. Tania Deol and the Company including remuneration as mentioned below as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company.

TERMS AND CONDITIONS FOR RE-APPOINTMENT OF MANAGING DIRECTOR

Period: Five years from 1st July, 2016

a) Salary:

Basic Salary: Rs. 1,00,000/- (Rupees One lakh only) per month

b) Commission: 1% of the net profits of the Company as per Audited Profit & Loss Account per year or such other amount as may be decided by the Board in its absolute discretion for each financial year (or part thereof), subject, however that the total remuneration (i.e. Salary, Commission and Perquisites) in any one financial year shall not exceed the limits prescribed from time to time under 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and schedule V of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof for the time being in force).

c) Perquisites:

(i) Housing: The Company shall pay house rent allowance up to 60% of the salary or fully furnished accommodation.

The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income Tax Rules, 1962 subject to ceiling of 10% of the salary.

(ii) Medical Reimbursement: The Company shall reimburse the Managing Director, actual medical expenses including hospitalization, nursing home and surgical charges for self and family, subject to ceiling of one month's salary in a year or three month's salary in a block of three years.

(iii) Leave Travel Concession: The Company shall reimburse the Managing Director actual traveling expenses for proceeding on leave from Mumbai to any place in India and returning there from once in a year

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for self and family, in accordance with the rules of the Company.

- (iv) **Personal Accident Insurance and Mediclaim Premium:** The Company shall arrange to insure the Managing Director against personal accident risk as per the Rules of the Company and also reimburse Mediclaim Premium Expenses.
- (v) **Club Fees:** The Company shall arrange to reimburse the Annual Membership fees for any one club in India.
- (vi) **Contribution to Provident Fund, Superannuation Fund and Annuity Fund:** The Company shall arrange to contribute to the provident fund, superannuation fund or annuity fund as per the Rules of the company, however the same will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (vii) **Gratuity:** The Company shall arrange to pay the gratuity at a rate not exceeding half a month's salary for each completed year of service.
- d) **Conveyance facilities:** Provision of the car with driver for use on Company's business and telephone at residence will not be considered perquisites. Fuel costs, repairs, maintenance and running expenses including driver's salary shall be reimbursed by the Company.
- e) **Telephone and other communication:** The Company shall reimburse telephone, internet connectivity and other communication expenses incurred for office as well as at her residence.
- f) **Overall Remuneration:** The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit so as not to exceed the limits prescribed or to be prescribed from time to time under 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and schedule V of the Act read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, (including any statutory modification(s), or re-enactment(s) thereof for the time being in force).

- g) **Minimum Remuneration:** In the event of loss or inadequacy of profit in any year, remuneration including perquisites as aforesaid will be paid to Mrs. Tania Deol in accordance with the applicable provisions of the schedule V of the Companies Act, 2013 and will be adjusted appropriately. Subject to the superintendence, control and directions of the Board, the Managing Director shall perform such duties and functions as would be commensurate with her position as Managing Director of the company and as may be delegated to her by the Board from time to time. The appointment may be terminated by either party giving the other party three months notice. The Managing Director shall not be entitled to receive any sitting fees for attending the meetings of the Board or Committees thereof. Subject to the provisions of the Companies Act, 2013, the Managing Director shall not while she continues to hold the office of the Managing Director be subject to retirement by rotation but she shall ipso facto immediately cease to be the Managing Director if she ceases to hold the office of Director of the Company for any cause whatsoever.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said reappointment as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution."

By order of the Board
For TCFC Finance Limited

Kinjal Sheth
Company Secretary

Place: Mumbai
Date : 19th May, 2016

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.** A proxy need not be a member of the Company. Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolutions/ authority, as applicable.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. 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 pursuant to section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting
3. Members/proxies should bring their Attendance slip duly filled in for attending the meeting.
4. In Case of Joint Shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
5. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting. The notice and Annual Report are also available on the website of company www.tcfcfinance.com for download.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday 6th day of August, 2016 to Friday 12th day of August, 2016 (both days inclusive). For determining the names of the members eligible for dividend on Equity Shares, if approved by the members in the Annual General Meeting.
7. Dividend, if approved by the members at the Annual General Meeting will be paid within a period of 30 days from the date of declaration, to the Members whose names appear on the Register of Members and Register of Beneficial Owners as on 5th August, 2016 as per details furnished by the depositories for this purpose.
8. Members are requested to intimate change in address, change in bank accounts etc. Members may avail Electronic Clearing Service (ECS) for receipt of dividend by intimating their bank account details to the Company if shares are in physical form or to their respective Depository Participant in case of shares in dematerialized form.
9. As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company by the Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
10. 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 their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company.
11. In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends on the Website of the Company, www.tcfcfinance.com
12. Members seeking any information or clarification on the accounts are requested to send in writing queries to the Company, at least ten days before the date of the meeting to enable the Company to keep the information ready at the Meeting.
13. The Company has designated an exclusive email Id viz. investorservices@tcfcfinance.com to enable the Shareholders to post their grievances, if any, and monitor its redressal.
14. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the respective financial years from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies Rules, 2012. Here under are the details of Dividend paid by the Company and their respective due

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dates of transfer of unclaimed / un-cashed dividends to the designated fund of the Central Governments

Date of Declaration of Dividend	Dividend For the Year	Due date of Transfer to the Government
6 th July 2010	2009-2010	August, 2017
10 th August, 2011	2010-2011	September, 2018
1 st August, 2014	2013-2014	September, 2021
27 th August, 2015	2014-2015	September, 2022

- 15 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, Circulars, etc. from the Company electronically.
- 16 In support of the “Green Initiative” announced by the Government of India, electronic copies of Annual report and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form are being sent by email to those members whose email addresses have been made available to the Company/ Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their email addresses physical copies of this Annual report and this Notice inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form will be sent to them in permitted mode.
- 17 The route map of the venue of the meeting is given at the end of the Notice. The prominent land mark for the venue is ‘Kalaghoda’.
- 18 A brief profile of all the Directors of the Company seeking appointment/re-appointment and as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 is given in the report.
- 19 E-voting Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of ‘remote e-voting’ (e-voting from place other than venue of the AGM) to exercise their right to vote at the 25th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL).

The facility for voting through poll paper shall also be made available at the venue of the 25th AGM. The members attending the meeting, who have not cast their Vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their

vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The instructions for remote e-voting are as under:

The Company is pleased to provide Remote e-voting Facility through NSDL, as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 25th Annual General Meeting of the Company dated 12th August, 2016. The Company has appointed Mrs. Nisha Verma, of N V & Associates, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The remote e-voting period commences on Tuesday, 9th August, 2016 (9:30 am) and ends on Thursday, 11th August, 2016 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 5th August, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select “EVEN” of “TCFC Finance Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 nisha.nvfirm@gmail.com with a copy marked to evoting@nsdl.co.in and companysecretary@tcfcfinance.com to verify the same.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (I) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting:
- EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- I. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of with i.e. 5th August, 2016.
- IV. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investorservices@tcfcfinance.com
- V. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. 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 AGM through ballot paper.
- VIII. Mrs. Nisha Verma, Practising Company Secretary Partner of M/s. N.V. Firm & Associates. Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM/ but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tcfcfinance.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

ITEM NO. 5

It is desirable that day to day management of the Company which involves investment in securities is entrusted to a Managing Director, who would be in a better position to control and supervise over the day to day management and to effect viable coordination between the management and the Board of Directors.

Subject to the recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 19th May, 2016 decided to re-appoint Mrs. Tania Deol as Managing Director of the Company with effect from 1st July, 2016 subject to approval of the members in the Annual General Meeting. The terms and conditions including remuneration payable are stated in the resolution for her appointment as a Managing Director of the Company.

None of the Directors/ Key managerial personnel of the Company or their relatives except Mrs. Tania Deol are, in any way, concerned or interested, financially or otherwise, in these resolution at item No. 5 of the Notice. The Board recommends resolution under Item No. 5 to be passed as a Special Resolution.

By order of the Board
For TCFC Finance Limited

Kinjal Sheth
Company Secretary

PLACE : MUMBAI
DATE : 19th May, 2016

Annexure to Item no. 5

Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015):

Sr.no.	Name of Directors	Mrs. Tania Deol	Mr. Dharmil Bodani
1.	Date of Birth	24/01/1976	27/04/1970
2.	Age	40 years	46 years
3.	Date of Appointment	26 th August, 2010	27 th August, 2015
4.	PAN	AAPA8072C	AACPB3387K
5.	DIN	00073792	00618333
6.	Expertise in specific functional area	Investments	He is having vast experience in Fragrance, Flavors and Chemicals Industry for more than 24 years. He also looks after Oriental Aromatics Inc, based in USA and PT Oriental Aromatics, based in Jakarta – Indonesia, wholly owned subsidiaries of Oriental Aromatics Limited.
7.	No. of equity shares held in the Company (as on 31 st March 2016)	6350	Nil
8.	Qualifications	F.Y. B.A. and Diploma in Architecture and Designing	BCOM
9.	List of other directorships (excluding Foreign Company)	TCFC Securities Private Limited (Director) Greenstone Investments Private Limited (Director) 20th Century Holdings Private Limited (Director) 20th Century Housing Finance Private Limited (Director) CITI Leasing Private Limited (Director)	Oriental Aromatics Limited (Managing Director) Camphor and Allied Products Limited (Managing Director) Oriental Fragrances and Flavours Private Limited (Director) K.V. Bodani Education foundation (Director)
10.	Directorship in other Public Companies as on 31st March, 2016	NIL	2
11.	Membership/Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee).	NIL	2
12.	Relationships, if any, between Directors inter- se	NIL	NIL

TCFC FINANCE LIMITED**ATTENDANCE SLIP**

(CIN : L65990MH1990PLC057923)

Regd. Off. 501 / 502, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021, Maharashtra.
Tel No : 022-22844701, 22840736 • Fax No : 022-22819237

E-mail: investorservices@tcfcfinance.com, tcfc1@hathway.com, Website: www.tcfcfinance.com

25th ANNUAL GENERAL MEETING ON 12th AUGUST, 2016.

Registered Folio / DP ID & Client ID		
Name and Address of the shareholder(s)		
Joint Holder (1)		
Joint Holder (2)		
No. of Shares		
I/We hereby record my/our presence at the 25th Annual General Meeting of the Company being held on FRIDAY, 12TH AUGUST, 2016 AT 10 30 AM AT M C Ghia Hall, 4th Floor, Bhogilal Hargovinddas Building, 8/20, K Dubhash Marg, Mumbai 400 001		
I/We request you to take note of my/our following details for sending future documents, intimations by electronic mode		
Email Address	Contact Nos	Signature of Shareholder/Proxy
Note: Please complete the Name, Email Address, Contact Nos sign this attendance slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL		
ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	SEQUENCE NO.
Note : Please read the instructions printer under "The Instructions to Members for e-voting in the Notice herewith. The Voting period starts from 9 30 AM on Tuesday August 9th, 2016, and ends at 5 00 PM on Thursday, August 11, 2016. The Voting Module shall be disabled by NSDL for voting thereafter.		
PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL		

TCFC FINANCE LIMITED**PROXY FORM**

(CIN : L65990MH1990PLC057923)

Regd. Off. 501 / 502, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021, Maharashtra.

Tel No : 022-22844701, 22840736 • Fax No : 022-22819237

E-mail: investorservices@tcfcfinance.com, tcfc1@hathway.com, Website: www.tcfcfinance.com

25th ANNUAL GENERAL MEETING ON 12th AUGUST, 2016.

Name of the Members	Registered Folio / DPID & Client ID	
I/We being member(s) of the above named Company hereby appoint		
1. Name	Address	
Email ID	Signature	
2. Name	Address	
Email ID	Signature	
3. Name	Address	
Email ID	Signature	
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Friday, August 12, 2016 and at any adjournment thereof in respect of following resolutions :		
S N	Resolutions	Optional For Against
ORDINARY BUSINESS:		
1.	Adoption of Audited Financial Statements together with the Report of Directors and Auditor for the financial Year ended March 31, 2016	
2.	Declaration of Dividend for the financial year ended March 31, 2016.	
3.	Re-appointment of Mr.Dharmil A Bodani (DIN:00618333) who retires by rotation and being eligible, offers himself for re-appointment.	
4.	Appointment of M/s. GMJ & Co, Chartered Accountants as Statutory Auditors of the Company.	
SPECIAL BUSINESS		
5.	Re-appointment of Mrs.Tanla Deol (DIN 00073792) as Managing Director of the Company	
6.		
Signed this day of 2016.		Affix Revenue Stamp Rs.1/-
Folio/DP ID / Client ID:	Signature of shareholders	
Signature of Proxy Holder		

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 25th Annual General Meeting