

DS Digital Pvt Ltd
[CIN:U72200DL2008PTC173250]
Registered Office: A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110 044
E-mail: jsingh.del@schandgroup.com
Web-site: www.dsdigital.in

Meeting of Un-secured Creditors of DS Digital Pvt Ltd scheduled to be held through video conferencing under the supervision of the Hon'ble National Company Law Tribunal

| | |
|--------------|---|
| Day | Saturday |
| Date | 18 th July, 2020 |
| Time | 3.00 P.M. |
| Venue | Since the meeting is proposed to be held through Video Conferencing, physical venue of the meeting is not relevant/applicable |

List of Documents

| Sl. No. | Contents |
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| 1. | Notice of the Meeting along with Instructions for attending the meeting through Video Conferencing and remote e-voting |
| 2. | Explanatory Statement |
| 3. | Composite Scheme of Arrangement amongst Blackie & Son (Calcutta) Pvt Ltd, Nirja Publishers & Printers Pvt Ltd, DS Digital Pvt Ltd, Safari Digital Education Initiatives Pvt Ltd and S Chand and Company Ltd under sections 230, 232 and 66 of the Companies Act, 2013, and other applicable provisions, if any |
| 4. | A complete set of the Report on Valuation of Shares & Share Exchange Ratio issued by M/s B. Chhawchharia & Co., Chartered Accountants, New Delhi |
| 5. | A complete set of the Fairness Opinion issued by Real Growth Securities Pvt Ltd, a SEBI Registered Category 1 Merchant Banker on the Share Valuation Report |
| 6. | Complaints Reports filed with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) |
| 7. | Observation Letters dated 2 nd December, 2019, and 3 rd December, 2019, issued by BSE and NSE, respectively, conveying their No-Objection to the Scheme of Arrangement |
| 8. | Audited Financial Statements of Blackie & Son (Calcutta) Pvt Ltd, Nirja Publishers & Printers Pvt Ltd, DS Digital Pvt Ltd, Safari Digital Education Initiatives Pvt Ltd and S Chand and Company Ltd for the year ended 31 st March, 2019 |
| 9. | Un-audited Financial Statements (provisional) of Blackie & Son (Calcutta) Pvt Ltd, Nirja Publishers & Printers Pvt Ltd, DS Digital Pvt Ltd, Safari Digital Education Initiatives Pvt Ltd and S Chand and Company Ltd for the period ended 30 th September, 2019 |
| 10. | Abridged Prospectus of Blackie & Son (Calcutta) Pvt Ltd, Nirja Publishers & Printers Pvt Ltd, DS Digital Pvt Ltd and Safari Digital Education Initiatives Pvt Ltd along with along with the Certificate issued by Turnaround Corporate Advisors Pvt Ltd, SEBI Registered Category 1 Merchant Bankers |

Sd/-
Farhan Khan, Advocate
Chairperson of the meeting of Un-secured Creditors of DS Digital Pvt Ltd

Through

Sd/-
Rajeev K Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar-II
Delhi Meerut Expressway/NH-24
Delhi 110 091
Mobile: 93124 09354
e-mail: rajeev391@gmail.com
Website: www.rgalegal.in

Date: June 11, 2020
Place: New Delhi

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

NEW DELHI BENCH (BENCH-III), NEW DELHI

(ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. CA (CAA) 12 (ND) OF 2020

IN THE MATTER OF THE COMPANIES ACT, 2013 (18 OF 2013)

SECTIONS 230, 232 & 66

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT

AND

IN THE MATTER OF

BLACKIE & SON (CALCUTTA) PVT LTD

APPLICANT NO. 1/TRANSFEROR COMPANY NO. 1

NIRJA PUBLISHERS & PRINTERS PVT LTD

APPLICANT NO. 2/TRANSFEROR COMPANY NO. 2

DS DIGITAL PVT LTD

APPLICANT NO. 3/ DEMERGED COMPANY NO. 1

SAFARI DIGITAL EDUCATION INITIATIVES PVT LTD

APPLICANT NO. 4/ DEMERGED COMPANY NO. 2

AND

S CHAND AND COMPANY LTD

APPLICANT NO. 5/TRANSFEREE COMPANY NO. 1

NOTICE CONVENING MEETING

To

**The Un-secured creditors
of DS Digital Pvt Ltd**

Take Notice that the Hon'ble National Company Law Tribunal, New Delhi Bench, Special Bench, New Delhi vide its Order dated 29th May, 2020 (date of pronouncement), read with Order dated 10th February, 2020 (date of pronouncement) passed by New Delhi Bench-III, New Delhi, inter alia, directed for convening of a meeting of un-secured creditors of DS Digital Pvt Ltd through Video Conferencing for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Composite Scheme of Arrangement amongst Blackie & Son (Calcutta) Pvt Ltd, Nirja Publishers & Printers Pvt Ltd, DS Digital Pvt Ltd, Safari Digital Education Initiatives Pvt Ltd and S Chand and Company Ltd, and other connected matters, if any. In the said meeting the following Special Business will be transacted:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution with specific majority as provided under sections 230, 232 & 66 of the Companies Act, 2013, and other applicable provisions, if any:

“Resolved that pursuant to the provisions of sections 230, 232 & 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, consent of the meeting be and is hereby given for the proposed Amalgamation of Blackie & Son (Calcutta) Pvt Ltd and Nirja Publishers

& Printers Pvt Ltd with S Chand and Company Ltd [Amalgamation-1]; De-merger of Education Business of DS Digital Pvt Ltd and Safari Digital Education Initiatives Pvt Ltd into S Chand and Company Ltd; Amalgamation of DS Digital Pvt Ltd [with the residual business remained in the Company after the de-merger of its Education Business] with Safari Digital Education Initiatives Pvt Ltd [Amalgamation-2]; and other connected matters.

Resolved further that complete set of the Reports on Valuation of Shares & Share Exchange Ratio issued by the Independent Valuer-M/s B. Chhawchharia & Co., Chartered Accountants, New Delhi; and complete set of the Fairness Opinion on the Report on Valuation of Shares & Share Exchange Ratio issued by Real Growth Securities Pvt Ltd, SEBI Registered Category 1 Merchant Bankers, placed before the meeting, be and are hereby received, considered and taken on record. The share exchange ratio as recommended by the Independent Valuer for the proposed Scheme of Arrangement, being fair and reasonable to the Shareholders and other stakeholders of all the Companies, be and is hereby considered, accepted and approved.

Resolved further that the salient features/terms and conditions of the proposed Amalgamation-1, de-merger and Amalgamation-2, as set out in the proposed Scheme of Arrangement placed before the meeting, which, inter-alia, include the following:

- i.** On Amalgamation-1, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of Blackie & Son (Calcutta) Pvt Ltd and Nirja Publishers & Printers Pvt Ltd (the Transferor Companies No. 1 & 2, respectively) will be transferred to and vest in S Chand and Company Ltd (the Transferee Company No. 1).
- ii.** On De-merger, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of Education Business (Demerged Business) of DS Digital Pvt Ltd and Safari Digital Education Initiatives Pvt Ltd (the Demerged Companies No. 1 & 2, respectively) will be transferred to and vest in S Chand and Company Ltd (the Transferee Company No. 1).
- iii.** On Amalgamation-2, all assets and liabilities including Income Tax and all other statutory liabilities, if any, of DS Digital Pvt Ltd (the Demerged Company No. 1) [relating to the residual business remained in the Company after the de-merger of its Education Business] will be transferred to and vest in Safari Digital Education Initiatives Pvt Ltd (the Demerged Company No. 2).
- iv.** On Amalgamation-1, all the employees of the Transferor Companies No. 1 & 2 in service on the Effective Date, if any, shall become the employees of the Transferee Company No. 1 on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Companies No. 1 & 2 on the appointed date.
- v.** On De-merger, all the employees of the Demerged Companies No. 1 & 2 employed in the activities relating to the Demerged Business, in service on the Effective Date, if any, shall become the employees of the Transferee Company No. 1 on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those applicable to them in the Demerged Business of the Demerged Companies No. 1 & 2, on the appointed date.
- vi.** Similarly, on Amalgamation-2, all the employees of the Demerged Company No. 1 in service on the Effective Date, if any, relating to the residual business shall become the employees of the Demerged Company No. 2 on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Demerged Company No. 1 on the appointed date.
- vii.** Appointed Date for the Scheme will be 1st April, 2017, or such other date, as the Hon'ble National Company Law Tribunal may approve.

viii. *Share Exchange Ratio for the Scheme will be as below:*

- a. *The Transferee Company No. 1-S Chand and Company Ltd will issue 1 (one) Equity Share of ₹5 each, credited as fully paid-up, for every 117 (one hundred seventeen) Equity Shares of ₹10 each held in the Demerged Company No. 1/Transferor Company No. 3-DS Digital Pvt Ltd, on De-merger of Education Business of DS Digital Pvt Ltd into S Chand and Company Ltd.*
- b. *The Demerged Company No. 2/Transferee Company No. 2- Safari Digital Education Initiatives Pvt Ltd will issue 2 (two) Equity Shares of ₹10 each, credited as fully paid-up, for every 17 (seventeen) Equity Shares of ₹10 each held in the Demerged Company No. 1/Transferor Company No. 3-DS Digital Pvt Ltd, on Amalgamation of DS Digital Pvt Ltd with Safari Digital Education Initiatives Pvt Ltd with residual business.*
- c. *The Demerged Company No. 2/Transferee Company No. 2- Safari Digital Education Initiatives Pvt Ltd will issue 2 (two) Preference Shares of ₹10 each, credited as fully paid-up, for every 17 (seventeen) (1% Non-cumulative) Optionally Convertible Preference Shares ('Series-II') of ₹10 each held in the Demerged Company No. 1/Transferor Company No. 3-DS Digital Pvt Ltd, on Amalgamation of DS Digital Pvt Ltd with Safari Digital Education Initiatives Pvt Ltd with residual business.*

Any fraction of share arising out of the aforesaid share exchange process, if any, will be rounded off to nearest whole number.

- ix. *Since the Transferor Companies No. 1 & 2 are Wholly Owned Subsidiaries of the Transferee Company No. 1, there will not any issue of shares on amalgamation of the Transferor Companies No. 1 & 2 with the Transferee Company No. 1 (Amalgamation-1).*
- x. *BSE Ltd will act as the Designated Stock Exchange for the purposes of the Scheme.*

be and are hereby approved in specific.

Resolved further that subject to the approval of the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, the proposed Composite Scheme of Arrangement amongst Blackie & Son (Calcutta) Pvt Ltd, Nirja Publishers & Printers Pvt Ltd, DS Digital Pvt Ltd, Safari Digital Education Initiatives Pvt Ltd and S Chand and Company Ltd, as placed in the meeting, be and is hereby approved.

Resolved further that the Board of Directors of the Company be and is hereby authorized to take necessary steps to obtain necessary approval(s) for the aforesaid Scheme and for effective implementation of the same, including but not limited to, to agree to such conditions or modifications (including the appointed date(s) and share exchange ratio, etc.) that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal, New Delhi Bench, New Delhi or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme.”

Take Further Notice that in pursuance of the said order, a meeting of the **Un-secured creditors of DS Digital Pvt Ltd is scheduled to be held on Saturday, 18th July, 2020, at 3:00 P.M. through video conferencing**, which you are requested to attend.

Facility of remote e-voting will be available during the prescribed time period before the meeting and e-voting system will be available during the meeting. Accordingly, un-secured creditors can vote through remote electronic means (without attending the meeting) instead of voting in the un-secured creditors meeting.

The Hon'ble Tribunal has appointed Mr. Farhan Khan, Advocate, as the Chairperson; Ms. J S Rana, Advocate, as the Alternate Chairperson and Ms. Shailja Singh, Advocate, as the Scrutinizer of the aforesaid meeting.

A copy each of the Explanatory Statement [under sections 230, 232 and 66 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any], the proposed Composite Scheme of Arrangement, and other documents, if any, are enclosed.

The proposed Composite Scheme of Arrangement, if approved in the meeting(s), will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, New Delhi Bench, New Delhi.

Dated this 11th day of June, 2020

Sd/-

Farhan Khan, Advocate

Chairperson of the meeting of Un-secured creditors of
Ds Digital Pvt Ltd

Through

Sd/-

Rajeev K Goel, Advocate
For Rajeev Goel & Associates
Counsel for the Applicants
785, Pocket-E, Mayur Vihar-II
Delhi Meerut Expressway/NH-24
Delhi 110 091
Mobile: 93124 09354
e-mail: rajeev391@gmail.com
Website: www.rgalegal.in

Notes:

1. A physical meeting of the un-secured creditors of DS Digital Pvt Ltd was scheduled to be held on 25th March, 2020 which had to be postponed/cancelled due to locked down imposed by the Government. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble National Company Law Tribunal and in compliance of the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Facility of remote e-voting will be available during the prescribed time period before the meeting and e-voting system will be available during the meeting.
2. Notice of the meeting will be sent through e-mail only to all the un-secured creditors who have registered their e-mail ids. Un-secured creditors who have not registered their e-mail ids, can do so by writing to the Company at investor@schandgroup.com or contacting at 011-49731800. Please note that there would not be any physical dispatch of notice through post/courier.
3. Only Un-secured creditors of the Company may attend and vote at the meeting of Un-secured creditors through e-voting system. Un-secured creditors.
4. Authorized representative of a body corporate which is an un-secured creditor of the Demerged Company No. 1 are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend, vote during the meeting through video conferencing on its behalf or to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company through their registered email address at investors@schandgroup.com and to its RTA at instameet@linkintime.co.in.
5. Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.
6. The remote e-voting for the un-secured creditors shall commence on June 18, 2020 (9:00 a.m. IST) and shall end on July 17, 2020 (5:00 p.m. IST).
7. Link Intime India Private Limited has been appointed to provide platform for convening the meeting through video conferencing, remote e-voting platform and to conduct e-voting in a secured manner.
8. Instructions for attending the meeting through Video Conferencing and remote e-voting are given at the end of this notice.
9. Un-secured creditors attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum for the meeting
10. This Notice is being sent to all the un-secured creditors, whose names appear in the records of the Demerged Company no. 1 as on September 30, 2019. These un-secured creditors shall be entitled to avail the facility of remote e-voting and will be entitled to attend and vote in the meeting through video conferencing.
11. Notice of the meeting, Explanatory Statement and other documents are also being placed on the following websites:

| Particulars | Website address |
|--------------------------------------|---|
| S Chand and Company Ltd | www.schandgroup.com |
| DS Digital Pvt Ltd | www.dsdigital.in |
| BSE Ltd | www.bseindia.com |
| National Stock Exchange of India Ltd | www.nseindia.com |
| Link Intime India Private Limited | https://instavote.linkintime.co.in |

Encl.: As above

Instructions for Un-secured creditors to attend the meeting through InstaMeet:

- 1) Un-secured creditors are entitled to attend the meeting through video conferencing provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the meeting through video conferencing shall be open 15 minutes before the time scheduled for the meeting and will be available to the Un-secured creditors on first come first serve basis.
- 2) Un-secured creditors are requested to participate on first come first serve basis as participation through video conferencing is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the meeting. Un-secured creditors can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
- 3) Un-secured creditors will be provided with InstaMeet facility wherein Un-secured creditors shall register their details and attend the meeting as under:
 - (i) Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. Dummy Folio No. shared alongwith the notice of the meeting
 - b. Sequence Number shared alongwith the notice of the meeting
 - c. Mobile No.
 - d. Email ID
 - (ii) Click “Go to Meeting”

Notes:

- 4) Un-secured creditors are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- 5) Un-secured creditors are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- 6) Please note that Un-secured creditors connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- 7) In case the Un-secured creditors have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

InstaMeet Support Desk
Link Intime India Private Limited

Instructions for Un-secured creditors to register themselves as Speakers during Meeting:

- 1) Un-secured creditors who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, email id, mobile number at investors@schandgroup.com.
- 2) The first 10 (ten) Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
- 3) Un-secured creditors, who would like to ask questions, may send their questions in advance mentioning their name, email id, mobile number at investors@schandgroup.com. The same will be replied by the company suitably.

Note:

Those Un-secured creditors who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the meeting.

Instructions for Un-secured creditors to Vote during the meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, Un-secured creditors who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter the Dummy Folio No. shared alongwith the notice of the meeting click on '**Submit**'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.
Enter the number of shares as 1:1 under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Un-secured creditors, who will be present in the meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Un-secured creditors who have voted through Remote e-Voting prior to the meeting will be eligible to attend/participate in the meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the Un-secured creditors have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

Instructions for Un-secured creditors to Vote through remote e-voting:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:

Your User ID is Event No + Folio Number communicated to you separately

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

| | For Un-secured creditors |
|---------------------|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department Un-secured creditors who have not updated their PAN with the Company are requested to use the sequence number which is communicated to the secured Creditor |
| Bank Account Number | Enter folio number in the bank account number filed |

If Un-secured creditors have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase secured creditor is having valid email address, Password will be sent to the Un-secured creditors registered e-mail address. Else, secured creditor can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, Event No. PAN, DOB/ DOI, etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by Un-secured creditors for voting on the resolutions placed by the company in which they are a secured creditor and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For Un-secured creditors the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for Un-secured creditors:**

- During the voting period, Un-secured creditors can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Where Un-secured creditors other than Individuals, HUF, NRI are required to cast their vote through remote e-voting, they are required to send certified true copy of the board resolution /authority letter/power of attorney etc. of the duly authorised representative(s).
- In case the Un-secured creditors have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.