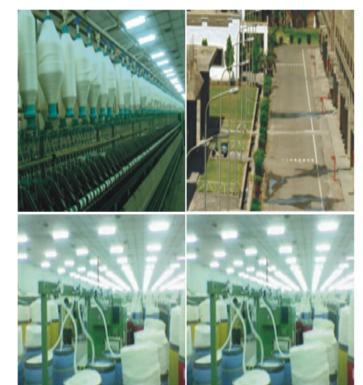


Registered Office:

VPO Jugiana, G.T. Road, Ludhiana 141 420 Tel: +91-0161-2511840 – 42 Fax: +91- 0161 2511843

E-mail: cs@jindalcotex.com

Interest Yield upto 14.89% p.a.



FIXED DEPOSIT SCHEME

SCHEME-A

QUARTERLY INCOME PLAN* (NON - CUMULATIVE)

| Period | Minimum Amount(Rs.) | Rate of Interest*(p.a.) |
|-------------|------------------------|-------------------------|
| One Year | 25,000 | 12.00 % |
| Two Years | 25,000 | 12.25 % |
| Three Years | 25,000 | 12.50 % |

^{*} Interest payable quarterly

SCHEME-B

CUMULATIVE DEPOSIT PLAN

| Period | Minimum Amount(Rs.) | Rate of Interest*(p.a.) | Maturity Value (Rs.) | Yield (p.a.) |
|-------------|------------------------|-------------------------|-------------------------|-----------------|
| One Year | 25,000 | 12.00 % | 28,138 | 12.55% |
| Two Years | 25,000 | 12.25 % | 31,823 | 13.65% |
| Three Years | 25,000 | 12.50 % | 36,167 | 14.89% |

^{*} Interest Compounded Quarterly.

HIGHLIGHTS

- Additional amount of deposits will be accepted in multiples of Rs. 1.000/-.
- · No deposits shall be accepted in cash
- Post dated principal cheque will be issued in advance
- Interest and maturity value payments are subject to deduction of tax at source, wherever applicable.
- Deposits will be accepted from Individuals, Minors (through Natural Guardians) and HUFs.
- Interest will be calculated from the date of realization of cheque and will be rounded off to the nearest Rupee.

Application forms can be submitted at the designated offices of the Authorised Brokers /Distributors, Advisors to the Fixed Deposit Scheme, Company and the Registrar.

AUTHORISED BROKERS/DISTRIBUTORS



40211888/329432827. Jaipur - 7, Katewa Bhawan, Ganapati Plaza, MI Road, 0141-3235456/5113317. Lucknow - G-32, Shriram Tower, 13, Ashok Marg, 0522-4057615-6. Chandigarh - SCO-222-223, Gr. Floor, Sector-34A, 0172-2624796/4620067. Bangalore - S-111, Manipal Centre, 47, Deckenson Road, 080-42477177/101-03. Chennai - 3rd Flr., Precision Plaza, New #397, Old # 281, Teynampet, anna Salai - 044-42077370/42077371. Dehradun - 56, 1st Floor, Rajpur Road, 0135-3258181. Vadodara - 222, Dutta Road., Alkapuri, 0265-3256190/2353195/2353095. Delhi (NCR) Ghaziabad - 114, Satyam Building, Rajnagar District Centre, 0120-41523990/2823939/2828090. Noida - P-5, Sector - 18, Noida. 0120-4336992/2513989. Faridabad - Shop No. 55, 1st Floor, Near Flyover, Neelam Chowk, 0129-2427367/2427361 Delhi Region - Vasant Kunj, 105, Anchal Plaza, Nelson Mandela Road Vasant Kunj, New Delhi-110070, 011-26891262, 26134764. ITO - 105, Pratap Bhawan, Bahadur Shah Zafar Marg, New Delhi - 110001. 011-49505500, 41509018. Rajendra Place - 118, Gagandeep Building, Rajendra Place, New Delhi-110008, 011-25764872, 41538956. Preet Vihar - 106, Pankaj Chambers, Preet Vihar Community Centre, Delhi - 110092, 011-42421238-39, 49504400. Pitampura - Shop No. 24, FD Market, Near Madhuban Chowk, Pitampura, Delhi - 110034, 011 - 27311419. Connaught Place - N-24 - 25, Connaught Place, New Delhi - 110001, 011-41523306, 46308803, 41523229. Janakpuri - 111, Jyotishikhar, 8 Distt. Centre, Janakpuri, New Delhi - 110018. 011-25617654

REGISTRARS TO THE FIXED DEPOSIT SCHEME



BIGSHARE SERVICES PRIVATE LIMITED

E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072. Tel: +91-22-404 30 200 Fax: +91-22-2847 5207 Website: www.bigshareonline.com E-Mail: fd@bigshareonline.com

Contact Person: Sushant Yerondkar SEBI Reg. No.: INR000001385

All communications with regard to Fixed Deposit should be addressed to the Registrars to the Fixed Deposit Scheme, at the addresses mentioned above :

TERMS AND CONDITIONS

1. Application

- Deposits will be accepted from Residents, including individuals, minors (through their guardians only) and HUF, domestic companies and society/ trust registered in India.
- II. Applications should be made in the Company's prescribed form duly signed by all the joint applicants and accompanied by cheque or demand drafts and submitted at the addresses given in the application form.
- III. Payments should be made by means of an Account Payee cheque/ demand draft made in favour of "JINDAL COTEX LIMITED FIXED DEPOSIT" payable at par at the centers where the application is submitted. Outstation cheques/ drafts and cash will not be accepted. Please write the name of first Depositor & Contact No. on the reverse of the cheque/ Drafts.
- iv. A thumb impression and signature in vernacular language other than in Marathi, Gujarati & Hindi scripts, must be attested by Magistrate, Notary Public or Gazetted Officer under his/her official seal. If the Principal depositor has any other deposits with the Company, the same shall be intimated along with depositors' application form. Deposits are accepted subject to Ludhiana Jurisdiction
- Business hours for accepting application forms will be 10.00 a.m. to 12.30 p.m. and 1.30 p.m. to 4.00 p.m. Application forms will not be accepted on Saturdays, Sundays and bank holidays.

Acceptance of Deposits

The minimum amount, period and rate of interest of the scheme are indicated on the cover page. The Company will not entertain any request for change once the scheme is selected. Where the choice of scheme is not indicated in the Application Form the deposit will be treated as placed in Cumulative Scheme – 12 months. Senior Citizens (60 years and above), shareholders and employees of the Company and its Subsidiaries will be entitled to an additional rate of interest of 0.25% per annum on the respective deposits of one year, two years & three years subject to maximum of 12.50% p.a.

3. Identification of Depositors

Depositors should submit a copy of PAN Card along with the Application Form.

4. Payment of Interest

SCHEME A

Interest on deposit (Non Cumulative) will be paid quarterly on June 30, September 30, December 31, and March 31 each year and on the date of maturity. In case of interest payment for part period the same will be made on pro-rata basis. However, if a deposit is made within a period of 30 days prior to any of the interest payment date, the interest for the part period will be on the next interest payment date.

SCHEME B

Interest on deposit (Cumulative) will be compounded quarterly on last date of each quarter and payable on maturity.

Interest will cease on the date of maturity. Notice of the due date will be recorded upon the receipt to enable the Depositor to either receive payment of the amount due or to arrange for the renewal of the Deposit. No interest will be accrued on the Fixed Deposit after maturity nor shall interest be payable on interest warrants lost in transit or misplaced. The Company will not be bound to give intimation of maturity of the Deposits.

- Payment of interest will be made through cheque, interest warrant or through Electronic Clearing System (ECS) in respect of the places where such facility has been offered by the Company as per the option exercise by the depositors on the application form at the depositor risk.
- Interest on Fixed Deposits will commence from the date of realization of cheque / demand draft by the Company

5. Income Tax on Interest

- In case where the interest amount exceeds Rs.5,000/- (or any such amount notified by the government from time to time) in a financial year, income tax will be deducted at source as per Section 194A of the Income Tax Act, 1961 at the rates in force. In case of the depositors, who are not liable to pay income-tax and the interest to be paid /credited in the financial year does not exceed the maximum amount exempt from tax, depositor may submit a declaration in Form 15G in duplicate to BIGSHARE SERVICES PRIVATE LIMITED, Mumbai the registrar to the Fixed Deposit scheme in the beginning of every financial year, so as to receive interest without deduction of tax at source, failing which tax will be deducted at source in accordance with Section 194A of the Income Tax Act, 1961. Senior citizens may submit a declaration in Form 15H. TAX DEDUCTED DUE TO NON-COMPLIANCE WITH THIS CONDITION WILL NOT BE REFUNDED.
- Form15G/15H should be delivered to the offices to the Registrar to the Fixed Deposits Scheme, along with the application form for the current financial year and by February 28 each year for the next financial year(s). Form 15H/15G will be required for each financial year till the date of maturity.
- Company will issue Tax Deduction Certificate, in the prescribed form, specifying the amount of tax deducted on the interest paid, within the stipulated period.
- Depositors placing deposits should furnish their Permanent Account Number (PAN) allotted to them by the income Tax Department.

6. Joint Deposits

- Deposit will be accepted in Joint names not exceeding three in number. Deposit will also be accepted in the name(s) of minor(s) through their natural guardians, who must sign the Application Form. In case of deposits in joint names, correspondence will be addressed to the person whose names appear first on Deposit Receipt. All cheques/ interest warrants/ ECS credit for payments of Interest and principal amount will also be drawn in favor of the first named depositor irrespective of any contrary instructions received from any of the depositors. However any one of the joint depositors would be eligible to give discharge of the receipt on maturity/ repayment which shall be binding on the deposit holders.
- In the event of death of the first named depositor, all payments on account of principal and/ or
 interest will be made to the person first in the order of the Survivor(s) on production of the death
 certificate without reference to the heirs and/ or legal representatives of the deceased. In a case
 where there are no joint holders or nominees as indicated below, payments will be made only on
 production of proper legal representation such as Probate of the Will, Succession Certificate or
 letter or Administration by a Court of Competent Jurisdiction duly notarised and having effect.

7. Nomination

- If the deposit is held by more than one person, all the may together nominate a person in the said
 manner, the nominee's right in the deposit shall vest in the event of death of all the joint-holders.
 The nominee must be a resident individual. In case a minor is appointed as a nominee, the depositor(s)
 should appoint a guardian other than himself /themselves.
- The depositors are advised (optional) to provide specimen signature of the nominee to expedite the transmission of deposit to the nominee in the event of death of the depositors.
- In the event of death of sole/ joint depositors, the Company will deal with the nominee (or the
 appointed guardian in case of minor till the minor attains majority) without any reference to legal heir
 and/ or legal representatives of the deceased depositor(s).

- · Nomination stand rescinded upon repayment/ renewal of the deposit.
- The payment by the Company to the nominee shall constitute full discharge to the Company of its liability in respect of the deposit.

8. Fixed Deposit Receipts

- Fixed Deposit Receipts shall be mailed by courier or Registered AD/ Speed Post within 8 weeks
 of the date of realization of the cheque, at the address of the first applicant given in the Application
 Form. The Company shall not be responsible for any loss or delay in transit.
- In case of loss or destruction or mutilation of the Deposit Receipt, the Company may at its sole
 discretion issue a duplicate receipt subject to compliance with its terms and conditions including
 any indemnity duly signed by all the joint depositors. All expenses in this connection will be borne
 by the depositor(s).
- Fixed Deposit Receipts will not be transferable. The Company may however, at its discretion
 permit the addition of one name to the Deposit Receipt under certain circumstances and subject to
 such terms and conditions as it may deem fit. The Company will not accept or recognize any lien
 on or assignment of the Fixed Deposit Receipt for a loan taken from or by arrangement with the
 Company.

Premature Withdrawal

- Premature withdrawal will be permissible at the sole discretion of the Company. All premature withdrawals shall be subject to such terms, including reduction in the rate of interest as prescribed in the Companies (Acceptance of Deposits) Rules 1975, as amended from time to time
- In the event of death of a depositor, the deposit may be repaid prematurely to the surviving depositor/s
 in the case of joint holding with survivor clause, or to the legal heir/s with interest at the rate that
 would have ordinarily been paid, had such deposit been accepted for the period for which such
 deposit had run up to the date of repayment.
- Further any brokerage paid by the Company at the time of acceptance/renewal, will also be deducted on any premature repayment. In case of premature withdrawal of high value deposits the benefit of better terms, including interest and brokerage, would be withdrawn retrospectively.

10. Renewal/Repayment of Deposits

- The Fixed Deposit Receipt duly discharged on revenue stamp should be sent to the Registrar to the Fixed Deposit Scheme at least 4 weeks before the date of maturity to enable the Company to repay the Deposit.
- The Fixed Deposit will be repaid only on maturity and not on demand or notice except at the discretion of the company.
- Repayment of the Deposit will be made to the first named depositor by account payee cheque/ demand draft on the Company's banker's payable at par/Electronic Clearing Service (ECS) facility as the case may be at the depositor's risk.
- When the due date of any payment falls on a Saturday, Sunday, Bank Holiday or any other day on which the Company's office remains closed, the payment will be made on the next working day.
- Deposits will not be renewed automatically upon maturity unless expressly asked for by filling in new prescribed application form at least 7 days before the date of maturity along with the discharge receipt. It is not obligatory on the part of the Company to give notice or advance intimation about the due date of maturity.
- The application form can be obtained from the Company's Registered Office, Corporate Office of the Registrar to the Fixed Deposit Scheme, Office of the Advisors to the Fixed Deposit Scheme and website of the Company (www.jindalcotex.com) as per the addresses given herein.
- Where the Deposit Receipt is not presented for renewal on or before the due date the depositor will not be entitled to interest after the date of maturity.
- No change in the first name of the depositor is permitted at the time of renewal.

11. General

- i. The Company reserves the right:
- · To alter or amend without notice any or all terms and stipulated above.
- To vary the terms and conditions of deposits.
- · To discontinue acceptance of deposits at anytime at its sole discretion
- To repay the existing deposits prematurely before the due date.
- To reject any application for fresh deposits or for renewal, without assigning any reason.

These terms and conditions form an integral part of the Application form.

- Application may be rejected on technical grounds. In such cases, the same would be returned alongwith the Company's cheque for the principal amount to the first named depositor within 30 days of acceptance.
- Acceptance, renewal and repayment of fixed deposits shall be subject to the Companies (Acceptance of Deposits) Rules, 1975 as amended from time to time.
- N. Any disputes arising out of the acceptance of deposits is subject to the jurisdiction of Authorities of Ludhiana as specified under the Companies (Acceptance of Deposits) Rules, 1975 and any other applicable provisions, if any, of the Companies Act, 1956
- orner applicable provisions, ir any, or the Companies Act, 1956.

 In the case of applications from employees/shareholders, the sole/first applicant should be an employee/shareholder at the time of placement/renewal of deposit. In the case of applications from senior citizens, the first applicant should be an individual who has completed 60 years of age and should attach any one of the following as proof of age along with the application(s):- self-attested copy of Passport, Voter ID Card, PAN Card, Driving License, Secondary School Leaving Certificate, Life Insurance Policy, Birth Certificate issued by the competent authority, or any other document acceptable to the Company. Deposits will be accepted in the name(s) of minor(s) through the natural guardian who must sign the application form.
- vI. In case the Investor makes a multiple selection of tenure under a scheme, the company will as a default assume the deposit for the highest tenure from the selection made under the scheme. Where an investor makes a multiple selection of scheme, the Company will as a default assume the deposit for Cumulative Scheme for the highest tenure from the selection made under that scheme.
- vii. If an investor under a Non Cumulative Scheme submits wrong/incomplete information for enabling ECS payments for the interest, the Company reserves the right to reject the application and refund the amount without any interest for the period and also recover any bank charges and / or postage charges incurred in this regard.
- viii. Intimation regarding change of name, address, Bank Mandate, Bank Particulars etc., should be lodged at the Registered Office of the Company or offices of the Registrar to the Fixed Deposit Scheme, at least 30 days before the next date of interest payment for effecting changes thereof.
- ix. The Company will not recognize any lien or assignment of the Deposit and/or interest thereon. The Company will not be responsible for delays or loss in postal transit of Deposit Receipts and cheques sent to Depositors. In the event of loss of cheque, duplicate will be issued on such reasonable terms as to indemnity & otherwise as the Company may think fit.



Date:..... / / 20....

Registered Office: VPO Jugiana, G.T. Road, Ludhiana 141 420 Tel: +91-0161-2511840 – 42 Fax: +91-0161 2511843 E-mail: cs@jindalcotex.com

APPLICATION FORM FOR FIXED DEPOSIT SCHEME

Please write in BLOCK LETTERS and tick (/) the appropriate box

SERVICES PVT. LTD.

Authorised Broker's stamp - Name and Address

RR INVESTORS RETAIL

Sub broker code

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| Confirmed that the depositor is a Shareholder / Employee & that the Folio No. / Employee ID given above is correct. NOMINATION (OPTIONAL) {Please see instructions in Terms and Conditions, item No. 7} Where the deposit is in the name of a minor, the nomination should be signed by person lawfully entitled to act on behalf of the minor | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| (Other than Applica | | | | sam I | ninor, |) | | | | | | | | | 7. | | | | | | | | | | 2 | | | | Sign | ature | e of I | Nomi | nee | (optio | onal) | ı | |
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| Signature or Applicanti(s) for nomination Witnesses Signature Name & Address 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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Registered Office: VPO Jugiana, G.T. Road, Ludhiana 141 420 Tel: +91-0161-2511840 - 42 Fax: +91- 0161 2511843

E-mail: cs@jindalcotex.com

Particulars of Advertisement as per the Companies (Acceptance of Deposits)
Rules, 1975 as amended up to date as are under:

a) Name of the Company: Jindal Cotex Limited
b) The date of the incorporation of the Company: 18th February 1998
c) The business carried on by the Company and its subsidiaries with details of branches and units: The Company is engaged in the business of textiles (mainly manufacturing of yarn of different kinds and trading of knitted cloth & acrylic top etc.) and the project of wind mill (for generation of electricity for re-sale) electricity for re-sale).

Subsidiery Companies (As on March 31, 2011)

| Name of Subsidiary | Date of Incorporation | Business | Address |
|----------------------------------|-----------------------|---|--|
| Jindal Medicot Ltd | 27.05.2008 | Manufacturing of Bleached Cotton, cotton balls etc and cotton crepe bandage and trading of knitted cloth & other textile items | Regd Off:- VPO Jugiana, GT Road, Ludhiana |
| Jindal Specialty Textiles Ltd | 27.05.2008 | Manufacturing of Laminated fabrics viz banner fabrics (front lit & backlit) etc. | Regd Off VPO Jugiana, GT Road, Ludhiana |
| Himachal Textile Park Ltd | 22.12.2009 | Development of textile park and other infrastructure | Athmah Road, VPO Amb, Amb, Distt Una |
| Jindal Metalex Ltd | 25.11.2010 | Not commenced any operations | Regd Off:- VPO Jugiana, GT Road, Ludhiana |
| Jindai infrabiz Ltd | 23.11.2010 | Not commenced any operations | Regd Off:- VPO Jugiana, GT Road, Ludhiana |

Detail of Units:

Bija, Tehsil Khanna,

Unit - II, Village Mandiala Kalan, Distt. Ludhlana - 141 401

Wind Mill:

J – 289, Village Pithla, Distt. Jaisalmer. Rajasthan

Brief particulars of management of the Company:
The day to day affairs of the company is managed by the Chairman & Managing Director subject to the superintendence, control and direction of the Board of Directors of the Company. Except for the Chairman & Managing Director and the Executive Director, all the other directors are appointed in

a non executive capacity.

Names, addresses and occupation of directors:

| Name | Address | Occupation |
|------------------------|--|------------|
| Sh. Sandeep Jindal | B-I-980/2A, Opp Police Lines, Civil Lines, Ludhiana | Business |
| Sh. Yash Paul Jindai | B-I-980/2A, Opp Police Lines, Civil Lines, Ludhiana | Business |
| Sh. Ramesh Jindal | D-40, GK-II, New Delhi | Business |
| Sh. Rajinder Jindal | 29-D, Sarabha Nagar, Ludhiana | Business |
| Sh. Aman Jindal | 29-D, Sarabha Nagar, Ludhiana | Business |
| Sh. Sahii Jindal | D-40, GK-II, New Delhi | Business |
| Sh. Madan Lal Arora | H. No. 43, Gali No. 1, Modal Gram, Ludhiana 141002 | Profession |
| Sh. Nirmal Kumar Jain | M/s Jain Steel Company, Overlock Road, Miller Ganj, Ludhiana | Business |
| Sh. Vipan Mittal | 319, Dr. Sham Singh Road, Civil Lines, Ludhiana | Business |
| Sh. Vijesh Gupta | House No. 503/1, Dasaunda Singh Road, Ludhiana 141001 | Profession |
| Sh. Satish Kumar Gupta | Dana Mandi, Phillaur, Jalandhar | Profession |
| Sh. Vinay Shrivastav | 330-F, SBS Nagar, Pakhowal Road, Ludhiana | Profession |

f) & (a) Profits and Dividends

(Re in Crores)

| ·/ ~ (9) | (110. 111 010100) | | | |
|----------|----------------------|---------------------|--------------------|-----------------|
| Year | Profit Before Tax | Profit After tax | Dividend Amount | Dividend (%) |
| 2010-11 | 13.19 | 10.45 | _ | _ |
| 2009-10 | 7.53 | 7.09 | _ | _ |
| 2008-09 | 5.25 | 4.25 | _ | 1- |

Note: The figures are on standalone basis of the Company.

Summarized Financial Position of the Company as appearing in the two latest audited Balance Sheets

(Rs. In Crores)

| LIABILITIES | As at 31-03-2011 | As at 31-03-2010 | ASSETS | As at 31-03-2011 | As at 31-03-2010 |
|-------------------------------------|------------------|------------------|--------------------------------------|------------------|------------------|
| Share Capital | 45.00 | 25.00 | Fixed Assets (Net) | 153.14 | 101.37 |
| Reserves and Surplus | 253.51 | 94.39 | Investments | 70.97 | 65.10 |
| Secured loan | 147.12 | 89.93 | Current Assets And Loans Advances | 274.74 | 63.19 |
| Unsecured Loan | 13.76 | 0.62 | Misc. Expenditure | | 1. |
| Deferred tax Liability | | | | | |
| Current Liabilities & Provisions | 39.46 | 19.72 | | | |
| Total | 498.85 | 229.66 | Total | 498.85 | 229.66 |

Contingent Liabilities not provided for (Rs. in Crores)

| Particulars | 2010-11 | 2009-10 |
|---|---------|---------|
| Letter of credit established for purchase of capital goods/supplies and due in next year. | 45.21 | 47.43 |
| BG executed in favor of DGFT Ludhiana/Custom Authorities for fulfillment of export obligation. | 3.03 | - |
| Duty saved upon procurement of machinery pending fulfillment of export obligation. | 33.89 | 23.45 |
| Vat exemption which is available on the basis of eligibility certificate issued by District Industries Centre, Ludhiana but the same is disputed by concerned sales tax authorities. | 4.17 | 4.17 |
| Demand raised by sales tax authorities and the same is disputed by the company | 1.34 | 1.04 |
| Bank Guarantee Issued In favour of Bombay Stock Exchange | - | 0.47 |

The amount of deposits, which the Company can raise under the Companies (Acceptance of Deposit) Rules 1975, amended by the Companies (Acceptance of Deposits) Rules, 1978 and deposit held as on March 31, 2010 is given

(Rs. In Crores)

| | Limits | Deposit held |
|---|--------|--------------|
| 10% of the aggregate of the Paid-up Share Capital & Free Reserves from Shareholders and Directors | | |
| as per Rule 3 (2) (i) | 29.93 | Nil |
| 25% of the aggregate of the Paid-up Share Capital & | | |
| Free Reserves from general Public as per Rule 3 (2) (i) | 74.83 | Nil |
| Total | 104.76 | |

- The Company has no overdue or unclaimed deposits.

 The Total Number of small depositors and amount due to them in respect of which default has been made: NIL a)
- b) The fact of waiver of interest accrued on deposits of the small depositors: NII

- The Company hereby declares that:
 The Company has complied with the provisions of the Companies (Acceptance of Deposits) Rules, 1975 as amended up to the date;
 The compliance with these Rules does not imply that the repayments of the deposits is guaranteed by the Central Government; and ii. iii. The deposits accepted/renewed by the Company are unsecured and rank
- pari-passu with the other unsecured liabilities;
 The Company is not in default in the repayment of any deposit or part thereof and any interest thereon in accordance with the terms and conditions

of such deposits. This advertisement has been approved by the Board of Directors of the Company at its meeting held on 14 - 11 - 2011 and is being issued on the authority and in the names of the Board of Directors of the Company. A copy of this advertisement duly signed by the majority of the Directors of the Company has been filed with the Registrars of Companies Chandigarh.

> By Order of the Board For Jindai Cotex Ltd

Place: Ludhiana Date: 14-11-2011

Sandeep Jindal Chairman & Managing Director