



Meeting Minutes

Board/Committee:	The Riverside Group Ltd Board (the "Board")		
Date and time:	2.00pm, 19 June 2020		
Location:	Via video-conference		
Present:	• Terrie Alafat	(TA)	Chair
	• Pauline Davis	(PD)	Vice Chair
	• Ingrid Fife	(IF)	Board Member
	• Carol Matthews	(CMM)	Co-opted Board Member
	• Sandy Murray	(SM)	Co-opted Board Member
	• Sally Trueman	(ST)	Board Member
	• Peter White	(PW)	Board Member
In attendance:	• Richard Nichols	(RN)	Tenant Observer
	• John Glenton	(JG)	Executive Director of Care and Support
	• Ian Gregg	(IG)	Executive Director of Asset Services
	• Paul Hillard	(PH)	Managing Director Irvine Housing for item 5.1 only
	• Jo Lucy	(JL)	Executive Director Business Support
	• Cris McGuinness	(CAM)	Chief Financial Officer
	• Patrick New	(PN)	Executive Director of Customer Service
	• Anne-Marie Owens	(AMO)	Governance Manager
	• Sara Shanab	(SS)	Director of Governance and General Counsel
	• Emma Turner	(ET)	Head of Treasury and Corporate Finance for EBITDA-MRI Briefing only
Apologies:	• Tim Croston		

Min Ref:	Agenda Item	Action
81/20	<p><u>EBITDA MRI Briefing</u></p> <p>The Board received a presentation from Emma Turner, Head of Treasury and Corporate Finance defining EBITDA MRI and explaining why it is important to the organisation and how it should inform strategic decision making. The Board found the presentation extremely useful and thanked Emma Turner who then left the meeting.</p>	
82/20	<p><u>Welcome and Apologies for Absence (Item 1.1) VERBAL</u></p> <ul style="list-style-type: none"> • The Chair welcomed everyone to the meeting, and noted that apologies had been received from Tim Croston. • COVID-19, the revised risk register and Building Safety were identified as agenda items for which the Board would need to allocate a substantial part of the available meeting time. The Chair asked that Board Members remain on the call following the close of the meeting for a Board Member only session. It was agreed that this would form part of future meeting schedules as an opportunity for Board Members to have an informal catch up as a group. 	
83/20	<p><u>Declarations of Interest (Item 1.2) VERBAL</u></p> <ul style="list-style-type: none"> • CMM declared her interest in item 8, CEO Pay and Contract Review and it was agreed that CMM and the Executive Directors would leave the meeting for this item. 	
84/20	<p><u>Chair's Matters (Item 1.3) VERBAL</u></p> <ul style="list-style-type: none"> • The Chair advised that following discussion of how Board meetings in the coming months should be best managed it was proposed that: <ul style="list-style-type: none"> ○ There would be a Board meeting arranged in August 2020 via video-conference primarily focused on COVID-19 and priority emerging matters; ○ As it was unlikely that the Board would be able to meet in person in September, the date currently scheduled for a strategy session would convert to a Board Meeting with the focus on the Business Plan; ○ The Stakeholder Strategy Day in October would be used for a Board Strategy Day and the Executive Team would explore other routes to effectively engage with Stakeholders. • The Board agreed this proposal noting that arrangements would be kept under review. • CAM provided an update to the Board on Riverside's response to the recent death of George Floyd and the resulting Black Lives Matter (BLM) protests and the ongoing work to improve diversity within Riverside particularly at a senior level. 	

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	<ul style="list-style-type: none"> • It was noted that in September 2019, Riverside had carried out research on the progression of BAME staff within the organisation and an action plan had been produced to address issues identified. While some progress had been made in implementation it was noted that there was still significant work to be done. It was noted that the Executive Team would receive the BAME Talent Acquisition Strategy at its meeting in July and a proposal to adopt the Rooney Rule. At the same meeting a Dignity at Work Policy will also be considered. • CAM advised that an initial statement made to staff in response to George Floyd's death had been considered by some members of staff, including members of the BAME staff group, Origin, as not going far enough in explicitly condemning the incident and confirming Riverside's position with respect to BLM and anti-racism. As a result, a further more explicit communication had been sent to staff and posted on Riverside's website. CAM had also spent significant time listening to staff concerns to inform Riverside's further response and reassure staff of the organisation's commitment to diversity and fighting racism on all fronts. • The Board strongly agreed that diversity and progression of BAME staff remains a business priority and queried the degree to which customer data was available to fully understand communities and analyse potential service variations and ensure customer data was actively utilised to inform service delivery. PN advised that research had been carried out some time ago which identified that there was a not insignificant proportion of social housing lead tenants who were BAME, with volumes higher in specific regions. He noted that this research required refreshing and Riverside was not yet at a point in which it had sufficient information about the makeup of its communities to actively employ this to influence services. However, this was an ambition which the organisation was working towards • It was agreed that the Board would have a full discussion on this matter at its October Strategy Day and invite the chair of Origin to attend. 	CAM
85/20	<p><u>Written Resolutions (Item 1.4)</u></p> <p>The Board NOTED that it had resolved by Written Resolution on 29 May 2020, that:</p> <ul style="list-style-type: none"> • From 1 June 2020 The Riverside Group Ltd will participate in the Job Retention Scheme; • Employees of The Riverside Group Ltd who are furloughed will receive 100% of their pay and neither the 80% or £2500 cap will be applied; • Only staff who meet the criteria set out below will qualify for furlough: 	

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	<ul style="list-style-type: none"> ○ Those who have no work in Evolve, Riverside Direct and Impact Furniture Stores; ○ Those who are classed as 'extremely vulnerable' and therefore shielding across all areas of the Group; and ○ Those who are 'vulnerable' across the Group who, post a risk assessment it is deemed that they should not return to work; and ● Executive Directors have authority to extend participation in the scheme beyond 30 June (only if it continues to be available from the Government), subject to the conditions agreed above being met, and for no longer than 31 August 2020. 	
86/20	<p><u>Minutes of Previous Meeting held on 14 May 2020 (Item 1.5)</u> CONFIDENTIAL</p> <ul style="list-style-type: none"> ● The minutes of the meeting were APPROVED as an accurate record. 	
87/20	<p><u>Matters Arising from Previous Meetings (Item 1.6)</u> CONFIDENTIAL</p> <ul style="list-style-type: none"> ● The updates on Matters Arising from the previous meetings were NOTED. 	
88/20	<p><u>Group Board Recruitment (Item 1.7)</u></p> <ul style="list-style-type: none"> ● The Board received the report which set out the process and outcomes of the Board Recruitment exercise carried out in the preceding months and the recommendations of the recruitment selection panel. ● PD described the robust exercise carried out to identify new Board Members confirming that the search criteria had been based on those skill gaps agreed in January by the Board and with a focus on attracting applicants from under-represented groups particularly candidates from BAME communities. It was noted that the response had been excellent, with a high number of applicants, and four individuals recommended for appointment, one of whom identified as BAME. ● The Board was assured that: <ul style="list-style-type: none"> ○ The recruitment process had been open and transparent and based on the Board's considered view of the skills and attributes required to discharge its functions; and ○ Each recommended candidate had the skills, knowledge and experience to fulfil the responsibilities as set out in the candidate brief. ● Following due and careful consideration, the Board APPROVED the following appointments with effect from 19 June 2020 at the fees agreed for Non-Executive Directors in these roles: 	

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	<ol style="list-style-type: none"> 1. Goi Ashmore and Lisa Tennant, to the following roles for a term of three years, subject to the approval of TRGL Shareholders at the Annual General Meeting in September 2020: <ol style="list-style-type: none"> i. Board Member and Shareholder of TRGL ii. Director of Riverside Consultancy Services Limited iii. Director of Riverside Urban Services Limited 2. Goi Ashmore as Chair of the Group Treasury Committee for a term of 1 year; 3. Erfana Mahmood as a Co-Optee of TRGL and Group Audit Committee Member for a term of 1 year; and 4. Clarine Stenfert as a Co-Optee of TRGL for a term of 1 year. <ul style="list-style-type: none"> • The Chair noted that the new Board Members/Co-Optees would be in attendance at the next meeting of the Board on 9 July 2020 at which a session would be held for Board Members only following the formal meeting. 	
89/20	<p><u>COVID-19 Update (Item 2.1)</u></p> <ul style="list-style-type: none"> • The Board received and NOTED the report which updated and summarised (by exception) the temporary service changes made across the whole business in response to the Covid-19 pandemic. • A video was shared which had been produced to reassure customers about the remobilisation of the repairs service which was progressing well. It was intended to adapt the video to address delivery of other front line services. • The Board was pleased to note that customer survey data indicated a downward trend in customer concern and anxiety. • It was noted that there had been a significant increase in anti-social behavior and further detail would be provided in the report at July's meeting. • The Board noted that the staff furlough arrangements were stabilising and that Riverside were planning a number of actions to respond to the Government announcement that COVID-19 risk level had reduced to 3 including the return of Customer Service Centre staff to head office in July. • The Board queried if policy and process for responding to customers deaths had been revised in light of COVID-19. JG assured the Board that within Care & Support the process was already robust and fit for purpose in a COVID-19 environment. IG added that there is not a comparable process for social housing however the Health and Safety team have been monitoring COVID-related incidents and taking necessary action to identify where there had been any staff 	

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	<p>contact to ensure that potential infection was managed. The Board was assured that the data indicated that there were no COVID-19 'hot spots' within Riverside's communities that could be linked to Riverside activity.</p> <ul style="list-style-type: none"> • IG updated the Board on Riverside's intention to maintain the 2m social distancing rule and the actions taken to prepare for a return to office working in some capacity noting that other than the CSC, this would not likely commence until September. • JG advised the Board that a cautious and risk-based approach was being taken with respect to relaxing restrictions in place for accessing communal areas and this would continue in consultation with customers and with due regard for Government guidance. • In response to a query, CMM advised that while there was confidence in how Riverside had responded to the crisis, and that staff and customer communication had been strong, in retrospect explicitly communicating that Riverside were responding in step with Government guidance may have assisted in managing expectations and understanding of the organisation's actions. • The Board agreed that the response to date had been excellent and thanked all staff for their commitment to ensuring customer and staff safety and maintaining services. 	
90/20	<p><u>COVID-19 Care & Support Response Update (Item 2.2)</u></p> <ul style="list-style-type: none"> • The Board received and NOTED the report summarising the Care and Support response to the pandemic. • The Board was pleased with how the Care & Support team had placed the safety of staff and customers at the heart of its response and the focus on effective communication. • It was noted that a campaign had been underway for the past 2 months to raise awareness of safeguarding and both face to face training and masterclasses on this subject had been rolled out. • IF reported that the Care & Support Committee had had a very useful session the previous day in which COVID-19 related risks and opportunities had been discussed in detail. While the initial response to the pandemic had been by necessity taken at speed, there was now a move towards responding in a more controlled manner with a greater opportunity to consult with customers. IF assured the Board that the Committee was well-sighted on COVID-19 risk, and how the business would develop as we moved out of the crisis. • JG summarised the work Riverside was carrying out in partnership with other organisations to build on the progress made during the 	

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	<p>crisis in accommodating rough sleepers and maintain the momentum to achieve meaningful and long term improvement with the issue of homelessness.</p> <ul style="list-style-type: none"> JG summarised for the Board the actions taken to support the most vulnerable customers including those with addiction issues during the lockdown period. 	
91/20	<p><u>Risk Register (Item 2.3)</u> CONFIDENTIAL</p> <ul style="list-style-type: none"> The Board received the strategic risk register which was updated by Executive Directors in early June. It was noted that the key changes were: <ul style="list-style-type: none"> Previously the impact of COVID-19 had been included in each of the strategic risks. All aspects of COVID risk had now been collated into a single COVID-19 risk. The risk relating to development capability had been removed. The Development leadership team had been strengthened with the appointment of two directors with significant commercial experience (one London specific, the other covering the rest of the country). It was noted that the Group Audit Committee had reviewed the revised Risk Register and were content with the changes made. The Board welcomed the inclusion of COVID-19 as a specific risk and agreed that it supported their risk oversight. The Executive Team was asked to ensure that where assurance and risk mitigation was captured in other reporting it be clearly aligned with and cross-referenced to the Strategic Risk Register. The Board queried the ownership of Safeguarding and JG confirmed that Care & Support were responsible for policy, systems and training with oversight from the Care & Support Committee with issues referred to NSC and Group Audit Committee as required. Following due and careful consideration, the Board APPROVED the Strategic Risk Register. 	ALL
92/20	<p><u>Chief Executive's Report (tem 3.1)</u> CONFIDENTIAL</p> <ul style="list-style-type: none"> The Board NOTED the Chief Executive's update report. <div style="background-color: black; height: 15px; width: 100%;"></div> <div style="background-color: black; height: 15px; width: 100%;"></div> <div style="background-color: black; height: 15px; width: 100%;"></div> <div style="background-color: black; height: 15px; width: 100%;"></div> 	

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	<p>[REDACTED]</p> <ul style="list-style-type: none"> ■ [REDACTED] 	<p>PN</p>
<p>93/20</p>	<p><u>Building Safety (item 3.2)</u></p> <ul style="list-style-type: none"> • The report providing an update on the Ministry of Housing, Communities & Local Government consultation: “A reformed building safety regulatory system, Government response to the ‘Building a Safer Future’ consultation” (dated April 2020) and the Fire Safety Bill 2020 was NOTED. • Before the discussion commenced, the Chair paused to reflect that it was just over three years since the Grenfell tragedy. • The Board noted the key considerations for Riverside and the details of how the implementation of the recommendations of the Independent Review of Building Regulation for Fire Safety including timescales had been progressed. It was acknowledged that the outcome of the Grenfell Inquiry (Phase 2) might require further changes in approach. • PW assured the Board that NSC regularly received reports on this matter. • The Board welcomed Riverside’s response which went beyond what was required by the recommendations. It was noted that an update would be provided in October. 	<p>IG</p>

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94/20	<p data-bbox="284 230 638 264"><u>Finance Policy (item 3.3)</u></p> <ul data-bbox="284 304 1316 1265" style="list-style-type: none"> <li data-bbox="284 304 1316 450">• The Board received the paper which presented the outcome of a cyclical review of the Group Finance Policy, the document which articulated the overarching principles by which finances were managed across the Group. <li data-bbox="284 490 1316 891">• The Board noted that there were three proposed updates to the Financial Directives: <ol data-bbox="331 600 1316 891" style="list-style-type: none"> <li data-bbox="331 600 1316 707">1. 'Financial Directive 1 – Planning' had been updated to reflect the new annual budget, 30 year business plan and quarterly forecasting cycles, including timings; <li data-bbox="331 707 1316 815">2. 'Financial Directive 2 – Accounting Policies' has been updated to include the need for Finance Director or CFO approval for any changes or new policies ; and <li data-bbox="331 815 1316 891">3. A new 'Financial Directive 13 – Tax' has been introduced to reflect the current management of tax matters. <li data-bbox="284 931 1316 1039">• Assurance was provided by the Group Audit Committee which had considered the proposed policy updates at its meeting on 19 March 2020 and approved for recommendation to the Board. <li data-bbox="284 1079 1316 1155">• CAM noted that there was further minor addition required to the policy to cross-reference with the Scheme of Delegated Authority. <li data-bbox="284 1196 1316 1265">• Following due and careful consideration, the Board APPROVED the updated Group Finance Policy. 	
95/20	<p data-bbox="284 1305 911 1339"><u>Anti-Bribery and Corruption Policy (item 3.4)</u></p> <ul data-bbox="284 1379 1316 1861" style="list-style-type: none"> <li data-bbox="284 1379 1316 1456">• The Board received the Anti-Bribery and Corruption Policy and guidance notes which had been updated following a cyclical review. <li data-bbox="284 1496 1316 1603">• It was noted that the proposed updates reflected changes in the business and operating environment and were designed to bring the document into line with the standard policy format. <li data-bbox="284 1644 1316 1751">• Assurance was provided by the Group Audit Committee which had considered the proposed policy updates at its meeting on 19 March 2020 and approved for recommendation to the Board. <li data-bbox="284 1792 1316 1861">• Following due and careful consideration, the Board APPROVED the updated Anti-Bribery and Corruption Policy and guidance notes. 	
96/20	<p data-bbox="284 1904 863 1937"><u>Financial Performance Update (item 4.1)</u></p> <ul data-bbox="284 1977 1316 2054" style="list-style-type: none"> <li data-bbox="284 1977 1316 2054">• The Board received and NOTED the financial performance report for period 2 (May) and the following appendices: 	

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	<ul style="list-style-type: none"> ○ Appendix One – Group I&E ○ Appendix Two – Early Warning Signs ○ Appendix Three – Development Update ○ Appendix Four – Abortive Costs ○ Appendix Five – Risks & Opportunities <ul style="list-style-type: none"> ● CAM also provided a presentation on 2 + 10 financial forecast. This included key movements, operating margin and EBITDA-MRI turnout and risks and opportunities. ● It was noted that the business was managing significant swings in repairs activity and the Board queried what certainty could be had with the repairs forecast. CAM responded that the information provided was the best estimate possible at that point and there would be greater clarity in this area as the year progressed and the demand for responsive repairs during the summer period was known. She added that by September there would be a clearer picture of what the year would look like. ● In response to a query, CAM advised that COVID-19 was an event which would impact on performance in this financial year but was unlikely to have a longer term impact. On this basis, it was not considered prudent to move beyond level 1 mitigation. It was noted that the Executive Team were taking action through a number of projects to achieve savings and reduce costs to support the operating margin target. ● The Board discussed the issues with the Service Charge model and CAM advised that work had been ongoing to address these historical issues since 2019 and a new model would launch on 5 July however it was likely that impacts would be seen for at least another year. ● The Board queried the red risk rating for procurement and were advised that there were still savings to be driven out and not all Target Operating Model savings and costs were yet accounted for. 	
97/20	<p><u>IT and Digital Business Update (item 4.2)</u></p> <ul style="list-style-type: none"> ● The Board received and NOTED the report providing an update on key activity and achievements in IT and Digital Business in 2019/20. ● It was noted that the business area had been re-branded as a means of driving improvement and the IT Foundations programme would shortly be completed. ● The excellent work of the IT team in supporting remote working at speed in response to COVID-19 was highlighted, as was the maintenance of IT service levels at 98% in a challenging operating environment. 	

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	<ul style="list-style-type: none"> • JL advised that the focus of the team was now on increasing automation of activity and exploiting new methodologies. The Board noted the work completed or nearing completion to introduce new systems; Salesforce, Office 365, Oracle and Sapphire. It was noted that a challenge to be managed was the half-life of skills in IT, where skills were usually outdated 50% sooner than other business areas and JL noted that this was subject to regular review. She further noted that research was underway looking at IT job propositions in the North West to understand how Riverside could be more competitive in attracting and retaining talent. • The Board thanked JL for an excellent paper. 	
98/20	<p><u>Annual People Services MI Update Report (item 4.3)</u></p> <ul style="list-style-type: none"> • The Board received and NOTED the report providing an update on the key activity, achievements and people data for 2019/20 financial year as at 31 March 2020. • Key achievements in the year were highlighted as: <ul style="list-style-type: none"> ○ Approval and launch of Our Riverside People Plan; ○ Implementation of the new People Services operating model which had seen 50% of the team refreshed to bring in new talent and fresh perspectives; ○ A dynamic and effective response to the COVID-19 crisis ○ Project to further embed Our Riverside Way Everyday begun in partnership with Blue Sky, supporting Customer Service Team to improve service by further embedding our values; ○ Project initiated to better understand and tackle risk relating to absence and wellbeing; ○ A significant decrease in the use of contractors; ○ BAME Action Plan agreed; • The Board welcomed the improvements made to the report format and content however remained concerned with the level of sickness absence which had increased by 1% since 2018/19. JL advised that a consultant had been engaged to help the business understand the causes and what action was required and a substantial report had been received by the Executive Team on this matter. The Board asked that a report be brought in August, providing more detail on the underlying causes of sickness absence performance, what risks it exposed the business to and how this was being mitigated. 	JL
99/20	<p><u>Proposed Changes to the Rules of Irvine Housing Association (Irvine) (item 5.1)</u> PH joined the meeting.</p> <ul style="list-style-type: none"> • The report proposing a number of Rule changes for Irvine was received. 	

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	<ul style="list-style-type: none"> • It was noted that the proposed Rule changes have been initiated to achieve three outcomes: <ul style="list-style-type: none"> ○ the removal of the specific requirement for three tenant Board members, ○ the alignment of Rules with the latest Scottish Federation of Housing Association’s Model Rules, and ○ to make the language in the Rules gender neutral. • Following due and careful consideration, the Board: <ul style="list-style-type: none"> i. APPROVED the proposed changes to the Rules, and ii. APPROVED that a letter of consent to the Rules is issued to IHA, and iii. NOTED that Irvine’s Company Secretary will convene a Special General Meeting of the Association to allow the Association’s ordinary members to consider the proposed Rule Changes when the current Covid-19 restrictions allow this to happen. <p>PH left the meeting.</p>	
100/20	<p><u>Group Audit Committee (GAC) Terms of Reference (ToR) (item 5.2)</u></p> <ul style="list-style-type: none"> • The Board received the report which proposed a number of minor amendments to the GAC ToR following a cyclical review. • It was noted that the updates were not substantial and were designed to reflect changes in group governance arrangements. • Assurance was provided by the Group Audit Committee which had considered the proposed updates at its meeting on 19 March 2020 and approved for recommendation to the Board. • The Board queried the positioning of responsibility for reviewing whistle-blowing procedures within GAC. SS noted that this would be captured in a planned piece of work looking at the governance of a number of People Services policies such as grievance and disciplinary. • Following due and careful consideration, the Board APPROVED the updated GAC ToR. 	SS
101/20	<p><u>Hull Extra Care Deed of Variation (item 5.3)</u></p> <ul style="list-style-type: none"> • The Board considered a proposal to approve a Deed of Variation which has been prepared for the Hull PFI contract in partnership with the Authority, Hull City Council. • The background to the work undertaken, the areas where changes had been made to the financial close contracts and the process for approval were noted. 	

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	<ul style="list-style-type: none"> After due and careful consideration, the Board APPROVED the resolutions as set out in the formal minutes attached at appendix 1 to the report and APPROVED those minutes as an accurate record. <p>Note: the formal minutes for this item are attached as an appendix to these minutes.</p>	
102/20	<p><u>Any Other Business (Item 6)</u></p> <ul style="list-style-type: none"> There was no other business raised. 	
103/20	<p><u>Date of Next Meeting (Item 7)</u></p> <ul style="list-style-type: none"> To be held at 10am on 9 July 2020 via BlueJeans. <p>CMM, CAM, IG, JG, PN and JL left the meeting.</p>	
[REDACTED]	<p>[REDACTED]</p> <ul style="list-style-type: none"> [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] 	

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Signed:

Terrie Alafat, TRGL Board (Chair)

Date

THE RIVERSIDE GROUP LIMITED

Registered Society No. IP030938

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