

BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED

CIN: L32109GJ2008PLC053336

Regd. Off: 132, Dr. Ambedkar Shopping Centre, Ring Road, Surat-395002

Website: www.bhatiamobile.com, E mail: csbhatia@bhatiamobile.com, Ph: 9727714477



Date: 15-03-2024

To,
BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Script ID/ Code : BHATIA/540956

Subject : Voting Results of Extra Ordinary General Meeting of the Company held on March 15, 2024

Reference No. : Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the Extra Ordinary General Meeting of the Members of Bhatia Communications & Retail (India) Limited held on Friday, the 15th day of March, 2024 at 01:00 p.m. through Video Conferencing ("VC")/ Other Audio visual means ("OAVM")

Further, Pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated March 15, 2024 is also enclosed herewith.

We further wish to inform you that based on the Scrutinizer's Report, all the resolutions set out in the notice of the EGM have been duly approved by the shareholders with requisite majority except the second resolution of raising of funds by way of creating, issuing and allotting up to 1,65,00,000 (One Crore and sixty five only) warrants convertible into Equity Shares having face value of Re.1/- each, to the persons belonging to 'Promoters and Public Category' on preferential basis, due to failure of getting the requisite majority vote as required pursuant the provisions of the Companies Act, 2023 at the EGM.

You are requested to take the above information on record.

Thanking you,

Yours Faithfully,

For Bhatia Communications & Retail (India) Limited

Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671

Place: Surat

Encl: Voting Result
Scrutinizer Report

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**Voting Results****Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****Bhatia Communications & Retail (India) Limited | Extra Ordinary General Meeting | March 15, 2024**

Date of EGM	March 15, 2024
Book Closure Date	N.A.
Total Number of Shareholders as on cutoff date: (08 th March 2024, cut-off date for voting)	22270
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	No physical meeting facility was made available to the shareholders.
Public	
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	9
Public	30

Agenda-wise

Given below is the agenda wise combined result of Remote E-voting and E-Voting at the meeting.

SPECIAL BUSINESS**Resolution No.1****INCREASE THE AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:****(Special Resolution)**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92427200	92287200	99.8485	92287200	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		92427200	92287200	99.8485	92287200	0	100.00
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	32724800	2178772	6.6579	2178761	11	99.9995	0.0005
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		32724800	2178772	6.6579	2178761	11	99.9995
Total		125152000	94465972	75.4810	94465961	11	100.00	0.0000

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Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public Non-Institutions	0

The Resolution was passed as Special Resolution.

Resolution No.2

**ISSUE OF EQUITY SHARES/ CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO PROMOTER AND TO IDENTIFIED NON-PROMOTER PERSON:
(Special Resolution)**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92427200	4800	0.0052	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4800	0.0052	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	32724800	2178772	6.6579	65917	2112855	3.0254	96.9746
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2178772	6.6579	65917	2112855	3.0254	96.9746
Total		125152000	2183572	1.7447	65917	2112855	3.0188	96.7614

Detail of Invalid votes	
Category	No. of Votes
Promoter and Promoter Group	4800
Public Institutions	0
Public Non-Institutions	0

The Resolution was not passed.

For Bhatia Communications & Retail (India) Limited

Sanjeev Harbanslal Bhatia
Managing Director
DIN: 02063671
 Place: Surat



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

Form No. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013
And Rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Extraordinary General Meeting of the members of
BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED
CIN: L32109GJ2008PLC053336
held on 15th March, 2024
through Video Conferencing (VC) or Other Audio Visual Means (OAVM),
At 01.00 P.M.

Dear Sir,

Sub.: Scrutinizer's report on E voting

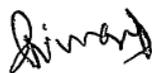
1. I, Ranjit Binod Kejriwal, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of Bhatia Communications & Retail (India) Limited for the purpose of scrutinizing the remote e-voting along with e-voting process during the said EOGM and ascertaining the requisite majority on remote e-voting / e-voting process during the said EOGM carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the Extraordinary General Meeting (EOGM) of the members of the company, held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Friday, 15th day of March, 2024 at 01.00 P.M.
2. At the EOGM of the Company held on 15th day of March, 2024, the Company has also provided facility for e-voting process during the EOGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the EOGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and e-voting process during the EOGM conducted for the resolutions contained in the Notice to



1, Aastha, Hira Modi Sheri, Ring Road, Surat-395 002. | 0261-2331123 | rbksurat@gmail.com
202, Balaji Business Centre, Subhash Road, Vile Parle (E), Mumbai-400 057. | 022-49737235 | csrbkmumbai@gmail.com

ADVISORY | AUDIT | TAX | GST | CORPORATE LAWS | IPO | LOAN | RESTRUCTURING | VALUATION |
NCLT | INSOLVENCY | COST ACCOUNTING | BUSINESS MANAGEMENT

4. the Extraordinary General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting process at the EOGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.
5. Further to the above, I submit my reports as under:
- The e-voting period remained open from 12th March, 2024 at 9.00 a.m. to 14th March, 2024 at 5.00 p.m.
 - The members of the Company as on the "cut-off" date i.e. 08th March, 2024 were entitled to vote on the resolution (item No. 01 and 02 as set out in the notice of the EOGM of the Company).
 - The votes cast were unblocked on 15th March, 2024 at 02:36 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Ms. Neha Somani** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Pioush Tiwari**



Name: **Ms. Neha Somani**

- Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/> based on such reports generated the result of remote e-voting and e-voting during EOGM is as under:

SPECIAL BUSINESS:

1. Increase in Authorised Share Capital and Alteration to the Capital Clause of the Memorandum of Association: (Special Resolution)

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹13,00,00,000 (Rupees Thirteen Crores Only) divided into 13,00,00,000 (Thirteen Crores) equity shares of Re. 1/- (Rupees One only) each to ₹ 20,00,00,000 (Rupees Twenty Crores Only) divided into 20,00,00,000 (Twenty Crores) equity shares of Re. 1/- (Rupees One Only) each.

"RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:



"V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of ₹ 1/- (Rupees One only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	61	94465972	59	94465961	2	11	0	0
E-Voting at EOGM	0	0	0	0	0	0	0	0
Total	61	94465972	59	94465961	2	11	0	0

This resolution is passed as a Special Resolution.

2. ISSUE OF EQUITY SHARES/ CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO PROMOTER AND TO IDENTIFIED NON-PROMOTER PERSON

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**") and/or any other statutory or regulatory authorities, including the BSE Limited (the "**Stock Exchange**") on which the equity shares of the Company having face value of Re. 1/- (Indian Rupees One) each ("**Equity Shares**") are listed (hereinafter collectively referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary



or required, from Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 1,65,00,000 (One Crore Sixty Five Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Re. 1/- each ("**Warrants**") at a price of Rs. 22.11 (Rupees Twenty Two and Eleven Paise only) each payable in cash ("**Warrants Issue Price**"), aggregating up to Rs. 36,48,15,000 (Rupees Thirty Six Crores Forty Eight Lakhs and Fifteen Thousand only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to; (i) certain members of promoter and promoter group; and (ii) Public (hereinafter referred to as "**Proposed Allottees**"), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the "**Preferential Issue**").

Name of the Proposed Allottee	Category of the Proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Maximum Consideration (Rupees)
Sanjeev Harbanslal Bhatia	Promoter	40,00,000	8,84,40,000
Forbes EMF	Public (FPI/FII)	50,00,000	11,05,50,000
Aries Opportunities Fund Limited	Public (FPI/FII)	45,00,000	9,94,95,000
Harit Exports Private Limited	Public- Body Corporate	6,50,000	1,43,71,500
Prabhudas Lilladher Advisory Services Private Limited	Public- Body Corporate	2,00,000	44,22,000
Yoshi Envirotech Private Limited	Public- Body Corporate	5,00,000	1,10,55,000
Saurav Raidhani	Public-Individual	6,50,000	1,43,71,500
Sunil Bharatkumar Shah HUF	Public- HUF	5,00,000	1,10,55,000
Jyotsnaben Shah	Public-Individual	5,00,000	1,10,55,000
Total		1,65,00,000	36,48,15,000

RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Preferential Issue of the Convertible Warrants as per Regulation 161 of the SEBI (ICDR)



Regulations, 2018 is Wednesday, 14th February, 2024, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) the minimum amount of Rs. 9,12,03,750 (Rs. Nine Crore Twelve Lakhs Three Thousand Seven Hundred and Fifty Only) which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 27, 36, 11,250 (Rs. Twenty Seven Crores Thirty Six Lakhs Eleven Thousand Two Hundred and Fifty only) which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert all the outstanding Warrant(s) and subscribe to equity share(s) of the Company ("**Warrant Exercise Amount**").
- c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;



- g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("**Conversion Notice**") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("**Conversion Date**"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for



obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;

- c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- e) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."



Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	53	2183572	24	65917	28	2112855	1	4800
E-Voting at EOGM	0	0	0	0	0	0	0	0
Total	53	2183572	24	65917	28	2112855	1	4800

This resolution is not approved by the members.

Thanking You,
Yours faithfully,



Ranjit Binod Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985



Place: Surat

Date: 15/03/2024

UDIN: **F006116E003590741**