

28th March, 2019

To,
Bombay Stock Exchange,
Listing Department,
P.J. Towers,
Dalal Street, Mumbai 400001

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to the provisions of Section 110 & 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir/Ma'am,

In connection with the captioned subject, please find enclosed the Scrutinizer's Report on the postal ballot conducted for approval of the Members in accordance with provisions of Section 110 & 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Also find enclosed the voting results as per the prescribed format, as required under SEBI Listing Regulations.

Based on the Scrutinizer's Report, we wish to inform you that the resolutions mentioned in the Postal Ballot notice dated 11th February, 2019 have been passed with requisite majority as Special Resolutions.

Kindly take the above on records.

For Niyogin Fintech Limited,

MANDAR S Digitally signed by MANDAR S GODBOLE Date: 2019.03.28 17:35:32 +05'30'

Mandar Godbole Company Secretary & Compliance Officer ACS 30240

Encl: a/a



28th March 2019

The Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Sub: Results of Postal Ballot.

Ref: Scrip Code: 538772.

Dear Sir,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we reproduce below the voting results of the business which was transacted by means of Postal Ballot as set out in the Notice dated 11th February 2019. The said results were declared by me on 28th March 2019.

| Sr. No. | Particulars | Details |
|---------|--|-----------------------------|
| 1. | Date of AGM/EGM | Not Applicable |
| 2. | Date of declaration of result of Postal Ballot | 28 th March 2019 |
| 3. | Total number of shareholders on record date (cut-off date i.e. 15 th February 2019) | 994 |
| 4. | Number of shareholders present in the meeting in person or through proxy | Not Applicable |
| 5. | Number of shareholders attending the meeting through Video Conferencing | Not Applicable |

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice dated 11th February 2019 was dispatched by the Company to all the members along with the Postal Ballot Form for seeking their assent/dissent to the following resolutions:

- (a) Special Resolution under Sections Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 for obtaining shareholders' approval for Shifting of Registered Office of the Company from the State of Maharashtra to the State of Tamil Nadu and subsequent amendment in the Memorandum of Association of the Company.
- (b) Special Resolution under Sections Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 for obtaining shareholders' approval for issue of Equity Shares on preferential allotment/private placement basis.

The Board of Directors had appointed Mr. Mitesh Shah, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process. The Postal Ballots were duly scrutinized by the Scrutinizer and the Report dated 28th March 2019 was submitted by him. As per the said report, the Company has in all received 6 physical ballot papers and 8 by electronic mode.

Based on the said report of the Scrutinizer, the results of the Postal Ballot are declared as hereunder:

Niyogin Fintech Limited



SUMMARY OF VOTING RESULTS (E-voting & Physical)

(a) <u>Special Resolution under Sections 12, 13 of the Companies Act, 2013 for obtaining shareholders' approval for Shifting of Registered Office of the Company from the State of Maharashtra to the State of Tamil Nadu and subsequent amendment in the Memorandum of Association of the Company.</u>

| Promoter/Public | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4)/(2)] x 100 | % of votes against on votes polled (7) = [(5)/(2)] x 100 |
|---------------------------|-------------------|---------------------------|-------------------------|---|-------------------------------|--------------------------------|--|--|
| Promoter & Promoter Group | E-Voting | 33,692,200 | - | - | 1 | - | - | - |
| | Physical | | 33,692,200 | 100.00 | 33,692,200 | - | 100.00 | 0.00 |
| | Total | | 33,692,200 | 100.00 | 33,692,200 | - | 100.00 | 0.00 |
| Public – | E-Voting | 17,990,325 | 13,730,450 | 76.3213 | 13,730,450 | - | 100.00 | 0.00 |
| Institutional | Physical | | - | - | - | - | - | 0.00 |
| Holders | Total | | 13,730,450 | 100.00 | 13,730,450 | - | - | 0.00 |
| Public – Others | E-Voting | 33,084,358 | 12,894,392 | 38.9743 | 12,894,235 | 157 | 99.9965 | 0.0012 |
| | Physical | | 695,800 | 2.1031 | 695,800 | - | 100 | |
| | Total | | 13,590,192 | 41.0774 | 13,590,035 | | 99.9988 | 0.0012 |
| TOTAL | | 84,766,883 | 61,012,842 | 71.9772 | 61,012,685 | 157 | 99.9997 | 0.0003 |



(b) Special Resolution under Sections 23, 42, 62 of the Companies Act, 2013 for obtaining shareholders' approval for for issue of Equity Shares on preferential allotment/private placement basis.

| Promoter/Public | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4)/(2)] x 100 | % of votes against on votes polled (7) = [(5)/(2)] x 100 |
|-----------------|-------------------|---------------------------|----------------------------|---|-------------------------------|--------------------------------|--|--|
| Promoter & | E-Voting | 33,692,200 | 1 | - | - | - | 1 | - |
| Promoter Group | Physical | | 33,692,200 | 100.00 | 33,692,200 | - | 100.00 | 0.00 |
| | Total | | 33,692,200 | 100.00 | 33,692,200 | - | 100.00 | 0.00 |
| Public – | E-Voting | 17,990,325 | 13,730,450 | 76.3213 | 13,730,450 | - | 100.00 | 0.00 |
| Institutional | Physical | | - | - | - | - | - | 0.00 |
| Holders | Total | | 13,730,450 | 100.00 | 13,730,450 | - | - | 0.00 |
| Public – Others | E-Voting | 33,084,358 | 12,894,392 | 38.9743 | 12,894,242 | 150 | 99.9988 | 0.0012 |
| | Physical | | 695,800 | 2.1031 | 695,800 | - | 100 | |
| | Total | | 13,590,192 | 41.0774 | 13,590,042 | 150 | 99.9988 | 0.0012 |
| TOTAL | | 84,766,883 | 61,012,842 | 71.9772 | 61,012,692 | 150 | 99.9998 | 0.0002 |

On the basis of the report submitted by the Scrutinizer, I, Makarand Patankar – Whole Time Director hereby declare the above resolutions as passed by requisite majority.

For Niyogin Fintech Limited

MAKARAND RAM PATANKAR Digitally signed by MAKARAND RAM PATANKAR Date: 2019.03.28 17:38:36

Makarand Patankar Whole Time Director DIN: 01584128



3, Laxmi Niwas, Pannalal Ghosh Road, Malad - West, Mumbai - 400064. Mob. +91 9820464964, +91 9820106199 Email: csmjshah@gmail.com

SCRUTINIZER'S REPORT ON POSTAL BALLOT

To
The Chairman
Niyogin Fintech Limited
Neelkanth Corporate IT Park,
311/312, 3rd floor Kirol Road,
Vidyavihar (West), Mumbai – 400086.

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to the provisions of Section 110 & 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

- I, Mitesh J. Shah proprietor of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary, Mumbai have been appointed as the Scrutinizer by the Board of Directors of Niyogin Fintech Limited at its meeting held on February 11, 2019 for scrutinizing the Postal Ballot process (including e-voting pursuant to Section 108 read with Rule 20 of Companies (Management and Administration Rules, 2014), for passing the following resolutions as a Special Resolution:
 - 1. Shifting of Registered Office of the Company from the State of Maharashtra to the State of Tamil Nadu and subsequent amendment in the Memorandum of Association of the Company.
 - 2. Issue of Equity Shares on preferential allotment/private placement basis.

The Shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, February 15, 2019, were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 and 2 in the Postal Ballot Notice of Niyogin Fintech Limited.

The voting period for Postal Ballot commenced from 09:00 a.m. on Tuesday, February 26, 2019 and ended at 05:00 p.m. on Wednesday, March 27, 2019, the voting was blocked thereafter and the votes cast under Postal Ballot were then unblocked in the presence of two witnesses Miss. Heena Sharma and Miss. Vidhi Dedhia, who are not being in the employment of the Company.

We have scrutinized and reviewed the Postal Ballot Forms (including E-Votes) and votes tendered therein.

We now submit the Report as under of the Postal Ballot (Physical & E-Voting) in respect of the said Resolutions

Item No. 1: Shifting of Registered Office of the Company from the State of Maharashtra to the State of Tamil Nadu and subsequent amendment in the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra to the State of Tamil Nadu and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Tamil Nadu.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or the Company Secretary & Compliance Officer or any officer/executive/representative and/or any other person so authorized by the Board, be and are hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority as may be considered necessary while according approval and to appoint counsels/consultant and advisors, sign and execute such documents as may be required to file applications/petitions before regulators or issue notices, advertisements, obtain orders for shifting of the Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT upon the confirmation from the Central Government and other regulatory approvals, the registered office of the Company be shifted from Neelkanth Corporate IT Park, 311/312, 3rd Floor, Kirol Road, Vidyavihar (West), Mumbai - 400086 to Chennai at F-22, 3rd Floor Palm Spring Apartment, 2nd Main Road, Anna Nagar East, Chennai 600102.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary & Compliance Officer, be and are hereby severally authorised to provide a Certified True Copy of this Resolution to the concerned authorities and such authorities be requested to rely upon the authority of the same."



VOTING RESULTS FOR RESOLUTION:

A. Postal Ballot:

| | Number of Shareholders | Number of votes cast by them | Percentage (%) |
|--------------------------------------|---------------------------|---------------------------------|----------------|
| Votes in favour of the Resolution | 6 | 3,43,88,000 | 100.00 |
| Votes against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | - | - |
| Total | 6 | 3,43,88,000 | 100.00 |

B. E-Voting:

| | Number of Shareholders | Number of votes cast by them | Percentage (%) |
|-----------------------------------|---------------------------|---------------------------------|----------------|
| Votes in favour of the Resolution | 4 | 2,66,24,685 | 99.9994 |
| Votes against the Resolution | 4 | 157 | 00.0006 |
| Invalid Votes | 0 | - | - |
| Total | 8 | 2,66,24,842 | 100.00 |

C. Total:

| | Number of Shareholders | Number of votes cast by them | Percentage (%) |
|-----------------------------------|---------------------------|---------------------------------|----------------|
| Votes in favour of the Resolution | 10 | 6,10,12,685 | 99.9997 |
| Votes against the Resolution | 4 | 157 | 00.0003 |
| Invalid Votes | 0 | - | - |
| Total | 14 | 6,10,12,842 | 100.00 |

RESULT

As the number of votes cast in favour of the resolution are more than three times of votes cast against, we report that the Special Resolution with regard to Item no. 1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

Item No. 2: Issue of Equity Shares on preferential allotment/private placement basis

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "Act"), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the provisions of the Foreign Exchange Management Act, 1999 and rules and

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regulations framed there under as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI (ICDR) Regulations") to the extent applicable and subject to receipt of other necessary approvals, permissions, sanctions and consents as may be required from the SEBI, the Reserve Bank of India, and any other relevant governmental authorities, approvals including from BSE Limited ("BSE") and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot up to 11,43,277 (Eleven Lacs Forty Three Thousand Two Hundred and Seventy Seven) equity shares of face value of Rs. 10/- (Rupees Ten only) (hereinafter referred as the "Equity Shares") at a price of Rs. 75/- (Rupees Seventy Five only) per equity share including a premium of Rs. 65/- (Rupees Sixty Five only) which is not less than the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations, to the persons belonging to the non-promoter category by way of preferential allotment basis for a consideration other than cash towards full discharge to the purchase consideration for the acquisition of 1,29,918 equity shares (constituting 50.01% of the equity and voting share capital ("Sale Shares") of Invest Direct Capital Services Private Limited ("ICSPL") from its shareholders ("Sellers" or "Proposed Allottees", as the context may require) for an aggregate amount up to Rs. 8,57,45,775/- (Rupees Eight Crores Fifty-Seven Lacs Forty Five Thousand Seven Hundred and Seventy Five only) in terms of the definitive agreements being executed (hereinafter referred to as the "Acquisition Transaction").

The details of the Proposed Allottees and the maximum number of Equity Shares of the Company proposed to be allotted are set forth in the table below:

| Sr. No. | Name and address of the Allottee | No. of shares | PAN No. |
|---------|---|---------------|------------|
| 1. | Anil Bang 1701 Tower 5 Planet Godrej, KK Marg Mahalaxmi East, Mumbai - 400011, Maharashtra | Up to 350,935 | AFYPB0438G |
| 2. | Mangu Singh Gang 86 Hari Nagar, Near P.F Office, Birla Day School Road, Jodhpur - 342008, Rajasthan | Up to 293,392 | AAQPG3818G |
| 3. | Puneet Mehta 176 East, End Road, London | Up to 304,304 | AHDPM8668E |

FCS No. 10070

| 4. | Mohit Gang | Up to 100,021 | AGRPG2628M |
|-----|---|----------------|--|
| | A-1403 Oberoi Splendor, JVLR Road, | | |
| | Jogeshwari East, Mumbai – 400060 | | |
| 5. | Vipul Jain | Up to 27,262 | ADEPJ8525G |
| | 67, Dev Nagar, Pal Link Road, Dev Nagar, | | |
| | Jodhpur 342001, Rajasthan | | |
| 6. | Nidhi Jain | Up to 27,262 | AJQPJ0495F |
| | 67, Dev Nagar, Pal Link Road, Dev Nagar, | - | AL DEL COMMENT CONTROL |
| | Jodhpur 342001, Rajasthan | | |
| 7. | Vidhi Mehta | Up to 20,046 | CKYPM1722M |
| | Flat No. 24, 4th floor, Bhaveshwar | | |
| | Darshan, 31/d Peddara Road, Cumbala | | |
| | Hill, Mumbai – 400026 | | |
| 8. | Abhilasha Sancheti | Up to 9,671 | BCEPS1756E |
| | B-401 Divva Shrusti, Gaurav Gardens, | | |
| | Bandar Pakhadi Road, Kandivali West, | | |
| | Mumbai – 400067 | | |
| 9. | Samir Shah | Up to 9,671 | AVQPS4676K |
| | 9 Poddar House, 3rd Floor, 2nd Fanaswadi, | | |
| | Dadiseth Agyari Lane, | | |
| | Mumbai - 4000102 | | |
| 10. | Arushi Jain | Up to 713 | AGEPJ3659E |
| | 3404 Roma, C Wing Lodha Fiorenza, Next | | |
| | to Hub Mall, Western Express Highway, | | |
| | Goregaon East, Mumbai - 400063 | | |
| | Total | Upto 11,43,277 | |

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential issue or allotment shall inter-alia be subject to the following:

(a) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialised form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government (including but not limited to the in-principle approval of the BSE for the issuance of the Equity Shares to Proposed Allottees on a preferential basis and the approval of the SEBI for the proposed change in control of Moneymap Investment Advisors Private Limited (subsidiary of ICSPL), as required under the SEBI (Investment Advisers) Regulations, 2013 pursuant to the Acquisition Transaction), the issue and allotment of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of such approvals or such other extended period as may be permitted under the applicable SEBI (ICDR) Regulations as amended from time to time;

(b) The "Relevant Date" for the offer, issue and allotment of the Equity Shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of the Equity Shares by way of

price for the issue of the Equity Shares shall be Monday, February 25, 2019, being the date 30 (Thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for receipt of duly completed Postal Ballot Forms / e-voting;

- (c) the Equity Shares shall rank pari passu with the existing equity shares of the Company in all respects including dividend;
- (d) the Equity Shares to be issued shall be subject to lock-in as per the SEBI (ICDR) Regulations;
- (e) The Equity Shares so offered, issued and allotted will be listed on the BSE where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (f) The Equity Shares so offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, being full discharge of the purchase consideration for the acquisition of the Sale Shares pursuant to the Acquisition Transaction from the Sellers, and the transfer of Sale Shares to the Company will constitute as a full consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and
- (g) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make and accept all such term(s), condition(s) and alteration(s) as it may deem fit, including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules regulations or guideline and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalise and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by this resolution, to any Committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

VOTING RESULTS FOR RESOLUTION:

A. Postal Ballot:

| | Number of Shareholders | Number of votes cast by them | Percentage (%) |
|-----------------------------------|---------------------------|---------------------------------|----------------|
| Votes in favour of the Resolution | 6 | 3,43,88,000 | 100.00 |
| Votes against the Resolution | 0 | 0 | 0 |
| Invalid Votes | 0 | - | - |
| Total | 6 | 3,43,88,000 | 100.00 |



B. E-Voting:

| | Number of Shareholders | Number of votes cast by them | Percentage (%) |
|--------------------------------------|---------------------------|---------------------------------|----------------|
| Votes in favour of the Resolution | 7 | 2,66,24,692 | 99.9994 |
| Votes against the Resolution | 1 | 150 | 00.0006 |
| Invalid Votes | 0 | • | - |
| Total | 8 | 2,66,24,842 | 100.00 |

C. Total:

| | Number of Shareholders | Number of votes cast by them | Percentage (%) |
|--------------------------------------|---------------------------|---------------------------------|----------------|
| Votes in favour of the Resolution | 13 | 6,10,12,692 | 99.9998 |
| Votes against the Resolution | 1 | 150 | 00.0002 |
| Invalid Votes | 0 | - | - |
| Total | 14 | 6,10,12,842 | 100.00 |

RESULT

As the number of votes cast in favour of the resolution are more than three times of votes cast against, we report that the Special Resolution with regard to Item no. 2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

A Compact Disk (CD) containing a list of equity shareholders who voted "FOR" / "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to Postal Ballot were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For Mitesh J. Shah Associates

FCS No. 10070 C.P. No. 12891

Company/Secretaries

Mitesh J. Shah

Proprietor

FCS No.: 10070 CP No.: 12891

Date: March 28, 2019

Place: Mumbai