



Indag Rubber Limited

Regd. Office : Khemka House, 11, Community Centre, Saket, New Delhi-110017, India
Phone : 26963172-73, 26961211, 26863310, 41664818, 41664043, Fax : 011-26856350
E-mail : info@indagrubber.com, Website : www.indagrubber.com, **CIN - L74899DL1978PLC009038**

Works : Village Jhiriwala, Tehsil, Nalagarh, Distt. Solan, Himachal Pradesh - 174101, India
Phone : 09736000123

ISO 9001 : 2015

ISO 14001 : 2015

August 3, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

(Company code-1321)

(Scrip code-509162)

Sub.: Voting Results and Scrutinizer's Report on Voting of the 44th Annual General Meeting held on August 3, 2023.

As per the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided remote e-voting and e-voting facility (during AGM) to its members on the business transacted at the 44th Annual General Meeting (AGM) of the Company held on Thursday, August 3, 2023 at IST 03:00 P.M. through Video Conferencing (VC)/Other Audio Video Means (OAVM).

The Company had appointed Mr. Kanishk Arora, Practicing Company Secretary (Membership No.-9575) as the scrutinizer for the remote e-voting and e-voting facility at the AGM. As per the Scrutinizer's Report, all resolutions as set out in the Notice of 44th Annual General Meeting have been duly approved by the members of the Company.

Please find attached voting results and the Scrutinizer's Report on voting held through e-voting for the 44th AGM of the Company.

You are requested to kindly take above information on your records.

Yours faithfully,
For **Indag Rubber Limited**

Manali D. Bijlani
Company Secretary

Encl: as above

Details of voting results of the Annual General Meeting of Indag Rubber Limited

Date of the AGM/ EGM	August 3, 2023
Total number of Shareholders on cut off date (27.07.2023)	7,307
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	NA
Public	
No. of Shareholders attended the meeting through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).	
Promoters and Promoter Group	8
Public	107

Agenda wise disclosure:

Resolution No. 1.								
Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.								
Resolution Required : (Ordinary/ Special)		Ordinary						
Whether Promoter / Promoter Group are interested in the agenda /resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	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	1,92,52,750	1,92,52,750	100%	1,92,52,750	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	1,92,52,750	1,92,52,750	100%	1,92,52,750	-	100%	-
Public – Institutional holders	E-voting	7,59,500	4,59,500	60.5003%	4,59,500	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	7,59,500	4,59,500	60.5003%	4,59,500	-	100%	-
Public-Non Institutions	E-voting	62,37,750	3,94,493	6.3243%	3,94,428	65	99.9835%	0.0165%
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	62,37,750	3,94,493	6.3243%	3,94,428	65	99.9835%	0.0165%
Total		2,62,50,000	2,01,06,743	76.5971%	2,01,06,678	65	99.9997%	0.0003%

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-



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Resolution No. 2. Declaration of Final Dividend and confirmation of payment of Interim Dividend for the financial year 2022-2023.								
Resolution Required : (Ordinary/ Special)		Ordinary						
Whether Promoter / Promoter Group are interested in the agenda /resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	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)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-voting	1,92,52,750	1,92,52,750	100%	1,92,52,750	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	1,92,52,750	1,92,52,750	100%	1,92,52,750	-	100%	-
Public – Institutional holders	E-voting	7,59,500	4,59,500	60.5003%	4,59,500	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	7,59,500	4,59,500	60.5003%	4,59,500	-	100%	-
Public-Non Institutions	E-voting	62,37,750	3,94,493	6.3243%	3,94,428	65	99.9835%	0.0165%
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	62,37,750	3,94,493	6.3243%	3,94,428	65	99.9835%	0.0165%
Total		2,62,50,000	2,01,06,743	76.5971%	2,01,06,678	65	99.9997%	0.0003%

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-

Resolution No. 3. Re-appointment of Mr. Shiv Vikram Khemka (DIN - 01214671), who retires by rotation, and being eligible, offers himself for reappointment.								
Resolution Required : (Ordinary/ Special)		Ordinary						
Whether Promoter / Promoter Group are interested in the agenda /resolution		Yes						
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)]*10 0	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
Promoter and Promoter Group	E-voting	1,92,52,750	79,72,740	41.4109%	79,72,740	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	1,92,52,750	79,72,740	41.4109%	79,72,740	-	100%	-
Public – Institutional holders	E-voting	7,59,500	4,59,500	60.5003%	4,59,500	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	7,59,500	4,59,500	60.5003%	4,59,500	-	100%	-
Public-Non Institutions	E-voting	62,37,750	3,94,493	6.3243%	3,94,428	65	99.9835%	0.0165%
	Poll		-	0.000%	-	-	-	-
	Postal Ballot	N.A						
	Total	62,37,750	3,94,493	6.3243%	3,94,428	65	99.9835%	0.0165%
Total		2,62,50,000	88,26,733	33.6256%	88,26,668	65	99.9993%	0.0007%

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	1,12,80,010
Public Insitutions	-
Public - Non Insitutions	-



Resolution No. 4. Fixation of the remuneration of the Cost Auditors of the company for the FY 2023-2024.								
Resolution Required : (Ordinary/ Special)		Ordinary						
Whether Promoter / Promoter		No						
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	1,92,52,750	1,92,52,750	100%	1,92,52,750	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	1,92,52,750	1,92,52,750	100%	1,92,52,750	-	100%	-
Public – Institutional holders	E-voting	7,59,500	4,59,500	60.5003%	4,59,500	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	7,59,500	4,59,500	60.5003%	4,59,500	-	100%	-
Public-Non Institutions	E-voting	62,37,750	3,94,493	6.3243%	3,94,428	65	99.9835%	0.0165%
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	62,37,750	3,94,493	6.3243%	3,94,428	65	99.9835%	0.0165%
Total		2,62,50,000	2,01,06,743	76.5971%	2,01,06,678	65	99.9997%	0.0003%

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-

Resolution No. 5. Appointment of Mr. Sushil Kumar Dalmia (DIN 00061625) as Independent Director of the Company for a term of 5 Years, effective May 24, 2023.								
Resolution Required : (Ordinary/ Special)		Special						
Whether Promoter / Promoter		No						
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	1,92,52,750	1,92,52,750	100%	1,92,52,750	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	1,92,52,750	1,92,52,750	100%	1,92,52,750	-	100%	-
Public – Institutional holders	E-voting	7,59,500	4,59,500	60.5003%	4,59,500	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	7,59,500	4,59,500	60.5003%	4,59,500	-	100%	-
Public-Non Institutions	E-voting	62,37,750	3,94,493	6.3243%	3,94,428	65	99.9835%	0.0165%
	Poll		-	-	-	-	-	-
	Postal Ballot	N.A						
	Total	62,37,750	3,94,493	6.3243%	3,94,428	65	99.9835%	0.0165%
Total		2,62,50,000	2,01,06,743	76.5971%	2,01,06,678	65	99.9997%	0.0003%

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	-
Public Insitutions	-
Public - Non Insitutions	-





KANISHK ARORA & CO.

Company Secretaries | Regd. Valuer (SFA) | Peer Reviewer
Peer Reviewed Unit | Regd. Trademark Agent

SCRUTINIZER'S REPORT

To,
Chairman cum Managing Director / CEO and Whole-time Director
Indag Rubber Limited
11 Community Centre
Saket, New Delhi-110017

Scrutinizer's Report on: -

i) voting done through remote e-voting conducted between Monday, 31st July, 2023 (09:00 A.M.) to Wednesday, 02nd August, 2023 (05:00 P.M.) and;

ii) E-voting done through Video Conferencing ("VC")/ other Audio-Visual Means ("OAVM") at the Forty Fourth Annual General Meeting ("AGM") of the Members of Indag Rubber Limited held on Thursday, 03rd August, 2023 at 03:00 P.M. IST

Dear Sir,

I, Kanishk Arora, Company Secretary in Practice, having Membership No. 9575 and Certificate of Practice No. 13253, appointed as Scrutinizer(s) for the purpose of voting done through remote e-voting and E-voting done through Video Conferencing ("VC")/ other Audio-Visual Means ("OAVM") at the Forty Fourth Annual General Meeting held on Thursday, 03rd August, 2023 at 03:00 P.M. IST, hereby submit my report as under:

1. Remote E-Voting:

1.1 The Company has mailed notices dated 05th May, 2023 to all the members of the Company on Monday 10th July, 2023 through E-mails.

1.2 Remote E-voting facility was provided to the members of the company whose names appear on the Register of Members or in the register of Beneficial Owners maintained by Depositories as on Thursday, 27th July, 2023 being the record date fixed for the purpose to exercise their right to vote in respect of the resolutions to be passed at Forty-Fourth Annual General Meeting.

1.3 Remote E-voting period commenced on Monday, 31st July, 2023 (09:00 A.M.) to Wednesday, 02nd August, 2023 (05:00 P.M.) Thereafter the portal was disabled by NSDL for remote e-voting.

1.4 After the closure of the remote e-voting (which was available till Wednesday, 02nd August, 2023 (05:00 P.M.) and E-Voting done during the 44th





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AGM, a final report of the consolidated e-voting was generated by me on Thursday 03rd July, 2023 through the NSDL e-voting website,

<https://www.evoting.nsdl.com> in the presence of Ms. Bharti Gupta and Mr. Malay Chaturvedi, both of whom are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence:

CS Bharti Gupta

Malay Chaturvedi

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2. COMBINED RESULTS OF THE REMOTE E-VOTING AND E-VOTING AT The 44TH ANNUAL GENERAL MEETING DONE THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM"):

I. ORDINARY BUSINESS

Item No. 1

Resolution No. 1: To receive, consider and adopt the financial statements of the company, and, if thought fit, to pass the following resolution as Ordinary Resolution:

Audited financial statements of the company for the financial year ended 31st March, 2023.

"RESOLVED THAT the audited financial statements of the Company including the balance sheet as at March 31, 2023, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

i) Voted **in Favour** of the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	140	20106641	99.98
E-voting at the AGM	10	37	0.01
Total	150	20106678	99.99

ii) Voted **against** the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	8	64	0.005
E-voting at the AGM	1	1	0.005
Total	10	65	0.01

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
E-voting at the AGM	-	-
Total	-	-





Item No. 2

Resolution No. 2: To declare the Final Dividend and confirm payment of Interim Dividend for the financial year 2022-2023, and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend of Rs. 1.50/- per equity share of face value of Rs. 2/- each, in addition to the interim dividend of Rs. 0.90/- per equity share of face value of Rs. 2/- each already paid, be and is hereby declared out of the current profits and / or General Reserves of the Company for the financial year ended March 31, 2023 and that the same be paid, to those Members whose names appear on the company's register of members as on Thursday August 3, 2023 (if shares held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on the close of business hours on Thursday July 27, 2023 (if shares held in dematerialized form)."

i) **Voted in Favour** of the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	140	20106641	99.98
E-voting at the AGM	10	37	0.01
Total	150	20106678	99.99

ii) **Voted against** the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	8	64	0.01
E-voting at the AGM	1	1	
Total	9	65	0.01

iii) **Invalid Votes:**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
E-voting at the AGM	-	-
Total	-	-





Item No. 3

Resolution No. 3: To appoint a director in place of Mr. Shiv Vikram Khemka (DIN - 01214671) who retires by rotation and being eligible, offers himself for re-appointment, and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shiv Vikram Khemka (DIN - 01214671), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

i) Voted **in Favour** of the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	136	8826631	99.98
E-voting at the AGM	10	37	0.01
Total	146	8826668	99.99

ii) Voted **against** the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	8	64	0.01
E-voting at the AGM	1	1	
Total	9	65	0.01

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	4	11280010
E-voting at the AGM		
Total	4	11280010



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Note: Votes cast by the following members through Remote E-voting have been taken as invalid:

- a) Mr. Nand Lal Khemka: 18505
- b) Ms. Jeet Nabha Khemka: 8760005
- c) Mr. Uday Harsh Khemka: 1250750
- d) Ms. Urvashi Rajya Laxmi Rana Khemka: 1250750

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II. SPECIAL BUSINESS

Item No. 4

Resolution No. 4: Fixation of the remuneration of the Cost Auditors of the company for the FY 2023-2024 and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and on the recommendation of the Board of Directors, consent of the members be and is hereby accorded for the payment of remuneration of Rs. 1,50,000/- plus applicable taxes and out of pocket expenses and on terms and conditions as may be mutually agreed to between the Board of Directors and Shome & Banerjee, (Registration No. 000001) Cost Accountants, Cost Auditors of the Company for the financial year commencing from April 1, 2023 till March 31, 2024.”

i) Voted **in Favour** of the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	140	20106641	99.98
E-voting at the AGM	10	37	0.01
Total	150	20106678	99.99

ii) Voted **against** the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	8	64	0.01
E-voting at the AGM	1	1	-
Total	9	65	0.01

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
E-voting at the AGM	-	-
Total	-	-





Item No. 5

Resolution No. 5: Appointment of Mr. Sushil Kumar Dalmia (DIN 00061625) as Independent Director of the Company for a term of 5 Years and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provision of Section 149, 150, 152 and 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof, and pursuant to the Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and Board of Directors, the Members of the Company hereby accord their approval for appointment of Mr. Sushil Kumar Dalmia (DIN 00061625) as an Independent Director of the Company for a consecutive term of 5 years with effect from May 24, 2023 till May 23, 2028 (not subject to retirement by rotation), who was appointed as an Additional and Independent Director by the Board of Directors in their meeting held on May 05, 2023 and in this respect, the Company has received a notice in writing from a member, as per the provisions of Section 160 of the Companies Act, 2013, proposing Mr. Sushil Kumar Dalmia as a candidate for the office of Independent Director.

RESOLVED FURTHER THAT any Key Managerial Personnel be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

i) Voted in Favour of the Resolution:

Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	140	20106641	99.98
E-voting at the AGM	10	37	0.01
Total	150	20106678	99.99

ii) Voted against the Resolution:





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Particulars	No. of Members who voted	No. of votes cast by them	% of total No. of Valid Votes Cast
Remote E-voting	8	64	0.01
E-voting at the AGM	1	1	-
Total	9	65	0.01

iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
E-voting at the AGM	-	-
Total	-	-

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3. The Consolidation of the aforesaid results is given as under:

Item No. 1

Ordinary Resolution No. 1: To receive, consider and adopt the financial statements of the company for the financial year ended March 31, 2023

Particulars	Remote Voting	E- Voting	E-voting at the AGM	Total	Percentage (%)
Assent	140		10	150	99.99
Dissent	8		1	9	0.01

Results- Resolution was passed with requisite majority.

Item No. 2

Ordinary Resolution No. 2: To declare the Final Dividend and confirm payment of Interim Dividend for the financial year 2022-2023.

Particulars	E-Voting	E-voting at the AGM	Total	Percentage (%)
Assent	140	10	150	99.99
Dissent	8	1	9	0.01

Results- Resolution was passed with requisite majority.

Item No. 3

Ordinary Resolution No. 3: To appoint a director in place of Mr. Shiv Vikram Khemka (DIN - 01214671) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	E-Voting	E-voting at the AGM	Total	Percentage (%)
Assent	136	10	146	99.99
Dissent	8	1	9	0.01

Results- Resolution was passed with requisite majority.



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Company Secretaries | Regd. Valuer (SFA) | Peer Reviewer
Peer Reviewed Unit | Regd. Trademark Agent

SPECIAL BUSINESS

Item No. 4

Resolution No. 4: Fixation of the remuneration of the Cost Auditors of the company for the FY 2023-2024.

Particulars	E-Voting	E-voting at the AGM	Total	Percentage (%)
Assent	140	10	150	99.99
Dissent	8	1	9	0.01

Results- Resolution was passed with requisite majority.

Item No. 5

Resolution No. 5 Appointment of Mr. Sushil Kumar Dalmia (DIN 00061625) as Independent Director of the Company for a term of 5 Years.

Particulars	Remote E-Voting	E-voting at the AGM	Total	Percentage (%)
Assent	140	10	150	99.99
Dissent	8	1	9	0.01

Results- Special Resolution was passed with more than 3/4th majority.



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KANISHK ARORA & CO.

Company Secretaries | Regd. Valuer (SFA) | Peer Reviewer
Peer Reviewed Unit | Regd. Trademark Agent

Notes:

1. A soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Compliance Officer of the Company.

You may accordingly declare the results of the voting done through remote E-voting and E-Voting at AGM.

Thanking You.

Yours Faithfully.

For Kanishk Arora & Co.
Company Secretaries

KANISHK ARORA
Company Secretary
M.No.: 9575 COP No.: 13253

Kanishk Arora
Scrutinizer
M. No. 9575
CoP No. 13253
Peer Review No: 1202/2021
Firm Registration No. S2014DE256300

Date: 03rd August, 2023
Place: New Delhi
UDIN: F009575E000736598

