

WEL/SEC/2020

July 29, 2020

To,

<b>BSE Limited</b> 1 <sup>st</sup> Floor, Rotunda Bldg, Dalal Street, Fort, Mumbai - 400 001. <b>Scrip Code: 532553</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. <b>NSE Symbol: WELENT</b>
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Dear Sir/Madam,

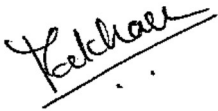
**Sub.: Compliance of Regulation 30(6) read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Further to our letter dated June 30, 2020 on the above subject, please find attached detailed proceedings of the 26<sup>th</sup> Annual General Meeting of the Company held on Tuesday, June 30, 2020 at 11:00 a.m. and concluded at 11:35 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Please take the same on record.

Thanking you.

**For Welspun Enterprises Limited**



**Priya Pakhare**  
**Company Secretary**  
**FCS - 7805**

**Welspun Enterprises Limited**

Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, India.

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E-mail : companysecretary\_wel@welspun.com Website : www.welspunenterprises.com

Registered Address: Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110, India.

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Corporate Identity Number: L45201GJ1994PLC023920

**MINUTES OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF WELSPUN ENTERPRISES LIMITED HELD ON TUESDAY, JUNE 30, 2020 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS THROUGH THE SYSTEM PROVIDED BY NATIONAL SECURITIES DEPOSITORY LIMITED COMMENCED AT 11:00 A.M. AND CONCLUDED AT 11:35 A.M. AND DECLARATION OF RESULTS OF VOTING ON JULY 1, 2020.**

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**Present:**

- Mr. Balkrishan Goenka\* : Chairman
- Mr. Rajesh Mandawewala\* : Director and Member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee
- Mr. Sandeep Garg\* : Managing Director and Member of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee
- Mr. Mohan Tandon\* : Independent Director and Chairman of the Audit Committee and Nomination and Remuneration Committee and Member of the Share Transfer, Investors' Grievance and Stakeholders' Relationship Committee and Corporate Social Responsibility Committee
- Dr. Aruna Sharma# : Independent Director and Chairman of Share Transfer, Investors' Grievance and Stakeholders' Relationship Committee and Corporate Social Responsibility Committee and Member of Audit Committee
- Mr. Raghav Chandra# : Independent Director and Member of Audit Committee, Nomination and Remuneration Committee and Share Transfer, Investors' Grievance and Stakeholders' Relationship Committee
- Mr. Sanjay Kothari\* : Representative of MGB & Co, LLP (Statutory Auditors)
- Mr. Mihen Halani \* : Secretarial Auditor and Scrutinizer
- Mr. Akhil Jindal\* : Director-Group Finance & Strategy
- Mr. Devendra Patil\* : President - Secretarial of Welspun Group Company

Mr. Ved Mani Tiwari\* : Deputy Chief Executive Officer  
Mr. Sridhar Narasimhan\* : Chief Financial Officer  
Ms. Priya Pakhare\* : Company Secretary

\*Attended from Mumbai

#Attended from New Delhi

In aggregate 55 members were present in person and 2 representatives of corporate members holding 7,415,273 equity shares participated in the meeting through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility.

In accordance with Article 105 of the Articles of Association of the Company, Mr. Balkrishan Goenka chaired the meeting.

The requisite quorum being present, the Chairman called the meeting to order.

The Chairman informed that the proceedings of the meeting was being recorded and the transcript of the meeting would be uploaded on the website of the Company as soon as possible.

On request of the Chairman to do so, each director attending the meeting through VC/ OAVM means stated her or his name and location.

The Chairman introduced to the members, the key managerial personnel/ senior managerial personnel, statutory auditors, secretarial auditors and scrutinizer.

The Chairman informed that in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs has permitted the holding of the Annual General Meeting through Video Conferencing, without the physical attendance of the Members at the AGM venue. The proceedings of the meeting were deemed to be conducted at the registered office of the company which was the deemed venue of the meeting.

The Chairman further informed that the facility to appoint proxies was not available for the meeting. The statutory registers as required under the Companies Act, 2013, certificate from statutory auditor in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and applicable corporate laws and the documents referred to in the Notice dated June 8, 2020 convening the meeting were open for inspection of the members. The Register of Directors and Key Managerial Personnel and their shareholding, as required under Section 170 of the Companies Act, 2013, were open for inspection of the members. The registers and other documents

remained open and accessible during the continuance of the meeting to the members attending the meeting.

The Chairman further stated that the Notice convening the 26<sup>th</sup> Annual General Meeting and Auditor's Report along with the Audited Financial Statements for the year ended March 31, 2020 were circulated to the members and were available on the website of the Company and stock exchanges. The Notice convening the meeting and the Auditors' Report were taken as read.

The Chairman mentioned that there were no qualifications, observations or comments or other remarks, in the Report of the Statuary Auditors or the Secretarial Audit Report issued by the Company Secretary in Practice, which might have any material adverse effect on the functioning of the Company.

The Chairman then briefed the members about the present business and prospects of the Company and its subsidiaries.

The Chairman then requested the Company Secretary to explain the members, the resolutions and the e-voting process to be done at the meeting.

As advised by the Chairman, the Company Secretary then explained the process of voting by way e-voting by the members present at the day of the Meeting and mentioned that the remote e-voting facility for voting on the resolutions proposed in the Notice convening the meeting remained open from June 27, 2020 (starting from 9:00 a.m.) to June 29, 2020 (ended at 5:00 p.m.).

The Company Secretary then mentioned that the members who had not participated in the remote electronic voting but were present would get an opportunity to cast their votes till the end of fifteen minutes from the conclusion of the meeting. The members present who had cast their votes electronically would not get to cast their vote again and if cast again, the same would be considered as invalid. The meeting was held through VC/ OAVM, there would be no proposing and seconding of resolutions by members.

The Company Secretary also explained the resolutions proposed in the Notice of the meeting and interest, as applicable, of the directors in the said resolutions before they were put to vote at the meeting.

The Chairman then permitted the members present to ask questions / clarifications through Chat mode pertaining to the resolutions proposed for approval by the members.



The Chairman and the Managing Director responded to the queries raised by the Members at the Meeting.

The following were the resolutions proposed for voting:

**1) ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020 AND THE REPORT OF THE DIRECTORS' AND THE AUDITOR'S THEREON.**

**"RESOLVED THAT** the audited consolidated as well standalone Financial Statements for the year ended March 31, 2020 together with the Auditor's Report and the Directors' Report thereon be and are hereby approved and adopted."

**2) DECLARATION OF DIVIDEND ON EQUITY SHARES.**

**"RESOLVED THAT** a dividend at the rate of 20% (subject to applicable taxes) i.e. Rs. 2/- per Equity Share on 148,683,056 Equity Shares of Rs. 10/- each fully paid-up aggregating to Rs. 297,366,112/- be declared and paid for the financial year ended March 31, 2020 to the equity shareholders, whose names appear in the Register of Members as on the last day of the book closure date fixed for the purpose of dividend by the Board of Directors of the Company."

**3) RE-APPOINTMENT OF MR. RAJESH MANDAWEWALA (DIN: 00007179), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION.**

**"RESOLVED THAT** Mr. Rajesh Mandawewala (DIN : 00007179), who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**4) RE-APPOINTMENT OF M/S. MGB & Co. LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION.**

**"RESOLVED THAT** subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), and based on the recommendation of the Audit Committee, and approval of the Board of Directors, the Company hereby appoints M/s. MGB & Co LLP, Chartered Accountants (Firm Registration. No. 101169W/W-100035), as the Statutory Auditors of the Company for the second term of 5 (five) consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company, at a remuneration of ₹

32,00,000/- (Rupees Thirty Two Lakhs only) plus applicable taxes (subject to deduction of tax as may be applicable) and out of pocket expenses as may be authorized by the Board of Directors of the Company."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**5) RATIFICATION OF REMUNERATION PAYABLE TO M/S. KIRAN J. MEHTA, COST ACCOUNTANTS, AS COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2020-21.**

**"RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 and based on the recommendation of the Audit Committee and approval of the Board of Directors, the Company hereby ratifies the remuneration of ₹ 2.50 lakh (Rupees Two Lakh Fifty Thousand only) per annum and such travelling and out of pocket expenses as may be approved by the Board to M/s. Kiran J. Mehta & Co., Cost Accountants, the Cost Auditor as appointed by the Company, for the financial year commencing on April 1, 2020."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**6) RE-APPOINTMENT OF MR. BALKRISHAN GOENKA (DIN - 00270175) AS THE WHOLE TIME DIRECTOR DESIGNATED AS CHAIRMAN (EXECUTIVE) OF THE COMPANY.**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and the other applicable provisions of and Schedule V to the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and subject to such other approvals as may be required under the Act, if any and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Balkrishan

Goenka (holding DIN: 00270175), as the Whole Time Director of the Company designated as Chairman (Executive) of the Company for a period of 5 years effective from June 1 2020, at a remuneration of ₹ 7.5 Crore (Rupees Seven Crore Fifty Lakh only) per annum on cost to company basis plus the commission @ 2% of annual profit of the Company on consolidated financial statement basis."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**7) AUTHORITY TO RAISE FUNDS UPTO ₹ 500 CRORE THROUGH PRIVATE PLACEMENT OF SECURITIES.**

**"RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder, as may be applicable, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India ("SEBI") or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow from time to time, by issue of securities including but not limited to secured/ unsecured, redeemable, Non-Convertible Debentures and/ or Commercial Papers of an amount upto ₹ 500 crore (Rupees Five Hundred Crore only), to be issued on Private Placement basis, in domestic and/or international market, in one or more series/tranches, issuable /redeemable at discount /par /premium, under one or more shelf disclosure documents, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company; provided that the said borrowing shall be within the overall borrowing limits of the Company approved pursuant to Section 180 of the Act by the members and the issuance of Commercial Paper shall be replenished on repayment of Commercial Paper."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**8) INCREASE IN AUTHORISED SHARE CAPITAL TO ₹ 275 CRORE AND ALTERATION OF MEMORANDUM OF ASSOCIATION.**

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Memorandum of Association and 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 existing ₹ 180.05 crore (Rupees One Hundred and Eighty Crores and Five Lakhs only) divided into 18,00,50,000 (Eighteen Crores Fifty Thousand Only) equity shares of ₹ 10/- each to ₹ 275 crore (Rupees Two Hundred Seventy Five Crore only) divided into 27,50,00,000 (Twenty Seven Crore Fifty Lakhs) equity shares of ₹ 10/- each ranking pari-passu with the existing equity shares of the Company and the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new clause:

V "The Authorised Share Capital of the Company is ₹ 275,00,00,000/- (Rupees Two Hundred Seventy Five Crore only) divided into 27,50,00,000 (Twenty Seven Crore Fifty Lakhs) equity shares of ₹ 10/- each."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**9) INCREASE IN AUTHORISED SHARE CAPITAL TO ₹ 275 CRORE AND ALTERATION OF ARTICLES OF ASSOCIATION.**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the Articles of Association of the Company be altered in the following manner i.e. existing Clause 5 (a) of the Articles of Association be deleted and the same be substituted with the following new clause as Clause 5 (a):

5 (a) "The Authorised Share Capital of the Company is ₹ 275,00,00,000/- (Rupees Two Hundred Seventy Five Crore Only) divided into 27,50,00,000/- (Twenty Seven Crores Fifty Lakh Only) Equity Shares of ₹10/- (Rupees Ten Only) each with power to increase or reduce the capital for the time being



and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**10) AUTHORITY TO RAISE FUNDS NOT EXCEEDING ₹ 300 CRORE THROUGH VARIOUS MODES OF ISSUANCE OF SECURITIES.**

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(c), Section 23(1)(c) and other applicable provisions of the Companies Act, 2013, along with the rules made thereunder, including any statutory modification(s) or re-enactment thereof to the extent notified and in effect, the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, the Foreign Exchange Management Act, 1999, along with the rules made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended, and other provisions of applicable law, and subject to other approvals, permissions and sanctions, the Securities and Exchange Board of India, the stock exchanges where the equity shares of the Company are listed (the "Stock Exchanges"), the Reserve Bank of India, the Government of India, the relevant Registrar of Companies and any other concerned statutory or regulatory authority, if and to the extent necessary, and such other approvals, permissions, and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting such approvals, permissions, or sanctions, the consent of the members be and is hereby accorded to the board of directors of the Company ("Board", which term shall be deemed to include any committee which the Board may have constituted or may hereafter constitute exercising the powers conferred on the Board by this resolution) to offer, issue, and allot equity shares, preference shares or other equity linked securities (the "Securities") for cash up to an aggregate amount not

exceeding ₹ 300 Crore (Rupees Three Hundred Crore only) (the "Issue"), proposed to be utilised for such purpose(s) as may be permissible under applicable law and approved by the Board, by way of a further public offer or qualified institutions placement ("QIP") or through any other permissible mode or through a combination thereof; in one or more tranches, at such price (whether at the prevailing market price or at a discount or premium thereto considering the prevailing market conditions and such other considerations that the Board or any of its duly authorized committee may, in its absolute discretion, decide, subject to applicable law) to all eligible investors, including residents and/ or non-residents and on such other terms and conditions as may be determined and deemed appropriate by the Board or a duly constituted committee thereof in its absolute discretion (including with provisions for reservations on firm and/or competitive basis, or such part of the Issue and for such categories of persons as may be permitted) and as may be mentioned in the relevant offer documents to be issued by the Company in respect of the Issue or such other documents, writings, circulars or memoranda as may be issued, and to list the Securities allotted pursuant to the Issue on the Stock Exchanges."

**"RESOLVED FURTHER THAT** the maximum aggregate size of the Issue contemplated above i.e. ₹ 300 Crore (Rupees Three Hundred Crore only), shall apply to the aggregate of all issuances of Securities (including a rights issue of equity shares of the Company) undertaken by the Company pursuant to the above resolution, until such time that the above resolution of the Board remains valid."

**"RESOLVED FURTHER THAT** in case of an issue and allotment of Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- a. the allotment of Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of the resolution of the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- b. any issue of Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations. The Board may, however, in its absolute discretion, issue equity shares at a discount of not more than 5% on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, in accordance with the applicable law;

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- c. the allotment to a single qualified institutional buyer in the proposed Issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law; and
- d. the Securities shall not be sold for a period of one year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations."

**"RESOLVED FURTHER THAT** all Securities so offered, issued and allotted by way of the Issue shall be subject to the provisions of the memorandum of association and the articles of association of the Company."

**"RESOLVED FURTHER THAT** in the event the Company offers, issues and allots its equity shares of ₹ 10 each ("Equity Shares"), the same shall rank pari passu in all respects with the existing Equity Shares of the Company."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers herein conferred by this resolution to any Committee duly authorised by the Board or subject to applicable law to any one or more director and/or any one or more officers of the Company to give effect to this resolution."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

#### 11) VOTE OF THANKS.

The Chairman confirmed compliance with the Companies Act, 2013 and the Rules and the Secretarial Standards made there under with respect to calling, convening and conducting the meeting.

There being no other business, the meeting concluded with a vote of thanks to the Chair.



## 12) DECLARATION OF RESULTS.

The Scrutinizer submitted his report dated July 1, 2020 to the Chairman on July 1, 2020.

The Chairman then announced the results of remote e-voting and e-voting done at the meeting on June 30, 2020, a summary of which was as under:

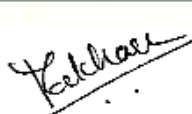
Resl Sr. No.	Type of Resolution	Whether Promoter / Promoter Group Interested	Number of Out-standing Shares	No. of member voted	No. of votes casted	% of Votes casted on out-standing shares	No. of votes - in favor	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	Result
			(A)	(B)	(D)	(E) = D/A * 100	(F)	(G)	(H) = F/(D)* 100	(I) = (G)/(D)* 100	
1	Ordinary	No	148,683,056	91	82,686,613	55.61	82,682,613	4,000	99.99	0.01	Approved
2	Ordinary	No	148,683,056	92	82,742,637	55.65	82,742,637	-	100.00	0.00	
3	Ordinary	Yes*	148,683,056	92	82,742,637	55.65	81,475,915	1,266,722	98.47	1.53	
4	Ordinary	No	148,683,056	92	82,742,637	55.65	82,738,621	4,016	99.99	0.01	
5	Ordinary	No	148,683,056	92	82,742,637	55.65	82,738,637	4,000	99.99	0.01	
6	Special	Yes*	148,683,056	92	82,742,637	55.65	81,475,855	1,266,782	98.47	1.53	
7	Special	No	148,683,056	92	82,742,637	55.65	82,738,609	4,028	99.99	0.01	
8	Ordinary	No	148,683,056	92	82,742,637	55.65	82,738,637	4,000	99.99	0.01	
9	Special	No	148,683,056	92	82,742,637	55.65	82,738,637	4,000	99.99	0.01	
10	Special	No	148,683,056	92	82,742,637	55.65	82,729,514	13,123	99.98	0.02	

\* Yes, Mr. Balkrishan Goenka and Mr. Rajesh Mandawewala may be considered to be interested in the resolution.

Date: 28/07/2020

Place: MUMBAI

  
CHAIRMAN

Date of Entry in the Minutes Book :	24/07/2020
Signature of the Company Secretary:	 Priya Pakhare FCS - 7805