



**Date:** September 29, 2023

To,  
General Manager  
Listing Compliance Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001

**Security Id: MADHAVIPL Scrip Code: 539894**

Dear Sirs,

**Sub: Voting Results and Scrutinizers Report on 30<sup>th</sup> Annual General Meeting of the Company held on September 27, 2023**

This is to inform you that the Annual General Meeting [AGM] of the Company have held on Wednesday, the September 27, 2023 through Video Conference (VC)/ Other Audio Video Means (OAVM).

In this regard, we hereby attached the Following:

- (i) Voting Results of the Business transaction at the AGM, as required under Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure I
- (ii) Report of the Scrutinizers dated September 28, 2023 pursuant to the Section 108 of the Companies Act, 2013 and the Rule 21(2) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, as Annexure II.

Kindly take the same on your record and oblige us.

Thanking You.

Yours faithfully,

**FOR, MADHAV INFRA PROJECTS LIMITED**

**KINJAL KHANDELWAL  
COMPANY SECRETARY**



**Annexure I**

**VOTING RESULTS OF ANNUAL GENERAL MEETING OF MADHAV INFRA PROJECTS LIMITED HELD ON SEPTEMBER 27, 2023 AT 11:30 A.M. AT MADHAV HOUSE, NEAR PANCHRATNA BUILDING, SUBHANPURA, VADODARA 390023 THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO VIDEO MEANS (OAVM)**

1	Date of AGM	Wednesday, September 27, 2023
2	Total number of Shareholders on record-date	27,922
3	Total number of Shareholders present in meeting either in person or proxy	N.A.
(i)	Promoter and Promoter Group	
(ii)	Public	
4	No. of Shareholders attended through Video Conferencing	32
(i)	Promoter and Promoter Group	8
(ii)	Public	24

- 1) **Resolution No. 1** -Adoption of the audited financial statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023, together with the reports of Directors and Auditors thereon

Resolution Required				Ordinary Resolution				
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 shares	No. of Votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	18,60,15,976	18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
Public Institutions	E-Voting							0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		0	0	0	0	100.00	0.00
Public Non - Institutions	E-Voting	8,35,65,584	54,69,254	6.54	54,66,901	2353	99.99	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0
	Total		54,69,254	6.54	54,66,901	2353	99.99	0.00
<b>Total</b>		<b>26,95,81,560</b>	<b>19,14,85,230</b>	<b>71.03</b>	<b>19,14,82,877</b>	<b>2353</b>	<b>99.99</b>	<b>0.00</b>





2) **Resolution No. 2** – Appointment of Director Shri Ashok Khurana (DIN: 00003617) who retires by rotation and, being eligible, offers himself for re-election.

Resolution Required				Ordinary Resolution				
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 favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	18,60,15,976	18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
Public Institutions	E-Voting							0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		0	0	0	0	100.00	0.00
Public Non - Institutions	E-Voting	8,35,65,584	54,69,254	6.65	54,56,843	12411	99.99	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		54,69,254	6.65	54,56,843	12411	99.99	0.00
<b>Total</b>		<b>26,95,81,560</b>	<b>19,14,85,230</b>	<b>71.03</b>	<b>19,14,72,819</b>	<b>12411</b>	<b>99.99</b>	<b>0.00</b>

3) **Resolution No. 3** – To Appoint and Fix remuneration of Statutory Auditors of the company

Resolution Required				Ordinary Resolution				
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 shares	No. of Votes – in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	18,60,15,976	18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
Public Institutions	E-Voting							0.00
	Poll		0	0	0	0	0	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		0	0	0	0	100.00	0.00



<b>Public Non - Institutions</b>	<b>E-Voting</b>	8,35,65,584	54,69,254	6.54	54,55,692	13,562	99.99	0.00
	<b>Poll</b>		0	0	0	0	0	0.00
	<b>Postal Ballot</b>		0	0	0	0	0	0.00
	<b>Total</b>		54,69,254	6.54	54,55,692	13,562	99.99	0.00
<b>Total</b>		<b>26,95,81,560</b>	<b>19,14,85,230</b>	<b>71.03</b>	<b>19,14,71,668</b>	<b>13,562</b>	<b>99.99</b>	<b>0.00</b>

**4) Resolution No. 4 – Authorisation and Ratification to Advance any Loan or Give Guarantee or to provide Security under section 185 of the Companies Act, 2013**

<b>Resolution Required</b>				<b>Special Resolution</b>				
<b>Whether Promoter/ Promoter Group are interested in the agenda/ resolution</b>				<b>Yes</b>				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of Votes – in favor</b>	<b>No. of votes - against</b>	<b>% of votes in favor on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)</b>	<b>(7)</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	18,60,15,976	18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
	<b>Poll</b>		0	0	0	0	0	0.00
	<b>Postal Ballot</b>		0	0	0	0	0	0.00
	<b>Total</b>		18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
<b>Public Institutions</b>	<b>E-Voting</b>							0.00
	<b>Poll</b>		0	0	0	0	0	0.00
	<b>Postal Ballot</b>		0	0	0	0	0	0.00
	<b>Total</b>		0	0	0	0	100.00	0.00
<b>Public Non - Institutions</b>	<b>E-Voting</b>	8,35,65,584	54,69,254	6.54	54,55,692	13,562	99.99	0.00
	<b>Poll</b>		0	0	0	0	0	0.00
	<b>Postal Ballot</b>		0	0	0	0	0	0.00
	<b>Total</b>		54,69,254	6.54	54,55,692	13,562	99.99	0.00
<b>Total</b>		<b>26,95,81,560</b>	<b>19,14,85,230</b>	<b>71.03</b>	<b>19,14,71,668</b>	<b>13,562</b>	<b>99.99</b>	<b>0.00</b>

**5) Resolution No. 5 – Ratification of Remuneration to Cost Auditors**

<b>Resolution Required</b>				<b>Ordinary Resolution</b>				
<b>Whether Promoter/ Promoter Group are interested in the agenda/ resolution</b>				<b>No</b>				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of Votes – in favor</b>	<b>No. of votes - against</b>	<b>% of votes in favor on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)</b>	<b>(7)</b>
<b>Promoter and</b>	<b>E-Voting</b>	18,60,15,976	18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
	<b>Poll</b>		0	0	0	0	0	0.00





<b>Promoter Group</b>	<b>Postal Ballot</b>		0	0	0	0	0	0.00
	<b>Total</b>		18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
<b>Public Institutions</b>	<b>E-Voting</b>							0.00
	<b>Poll</b>		0	0	0	0	0	0.00
	<b>Postal Ballot</b>		0	0	0	0	0	0.00
	<b>Total</b>		0	0	0	0	100.00	0.00
<b>Public Non - Institutions</b>	<b>E-Voting</b>	8,35,65,584	54,69,254	6.54	54,55,692	13,562	99.99	0.00
	<b>Poll</b>		0	0	0	0	0	0.00
	<b>Postal Ballot</b>		0	0	0	0	0	0.00
	<b>Total</b>		54,69,254	6.54	54,55,692	13,562	99.99	0.00
<b>Total</b>		<b>26,95,81,560</b>	<b>19,14,85,230</b>	<b>71.03</b>	<b>19,14,71,668</b>	<b>13,562</b>	<b>99.99</b>	<b>0.00</b>

**6) Resolution No. 6 – Re-appointment of Ms Pooja Rajeshkumar shah as an Independent Director**

<b>Resolution Required</b>				<b>Special Resolution</b>				
<b>Whether Promoter/ Promoter Group are interested in the agenda/ resolution</b>				<b>No</b>				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares held</b>	<b>No. of Votes polled</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of Votes – in favor</b>	<b>No. of votes - against</b>	<b>% of votes in favor on votes polled</b>	<b>% of votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)</b>	<b>(7)</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	18,60,15,976	18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
	<b>Poll</b>		0	0	0	0	0	0.00
	<b>Postal Ballot</b>		0	0	0	0	0	0.00
	<b>Total</b>		18,60,15,976	100.00	18,60,15,976	0	100.00	0.00
<b>Public Institutions</b>	<b>E-Voting</b>							0.00
	<b>Poll</b>		0	0	0	0	0	0.00
	<b>Postal Ballot</b>		0	0	0	0	0	0.00
	<b>Total</b>		0	0	0	0	100.00	0.00
<b>Public Non - Institutions</b>	<b>E-Voting</b>	8,35,65,584	54,69,254	6.54	54,55,192	14,062	99.99	0.00
	<b>Poll</b>		0	0	0			
	<b>Postal Ballot</b>		0	0	0			
	<b>Total</b>		54,69,254	6.54	54,55,192	14062	99.99	0.00
<b>Total</b>		<b>26,95,81,560</b>	<b>19,14,85,230</b>	<b>71.03</b>	<b>19,14,71,168</b>	<b>14062</b>	<b>99.99</b>	<b>0.00</b>

**FOR, MADHAV INFRA PROJECTS LIMITED**

**KINJAL KHANDELWAL  
COMPANY SECRETARY**





# KH & ASSOCIATES

Practicing Company Secretaries

Date: 27/09/2023

## SCRUTINIZER'S REPORT

{Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014}

TO,  
THE CHAIRPERSON OF THE MEETING  
MADHAV INFRA PROJECTS LIMITED  
MADHAV HOUSE NR. PANCHRATNA BUILDING,  
SUBHANPURA  
VADODARA -390023

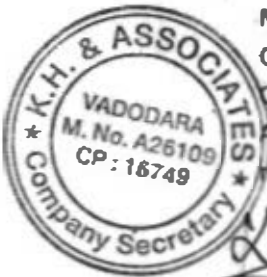
Subj: Consolidated Scrutinizer's Report on Remote E-Voting and E-voting During 30<sup>th</sup> Annual General Meeting of MADHAV INFRA PROJECTS LIMITED held through Video Conferencing (VS)/ Other Audio-Visual Means (OAVM) on Wednesday, 27<sup>th</sup> September 2023 at 11:30 A.M.

Dear Sir,

I, Hareesh Ramniklal Kapuriya (M. No. A26109, C.P. No. 16749), partner of KH & Associates, Company Secretaries, a firm having its office at 316, Phoenix Complex, Sayajigunj, Vadodara - 390005, have been appointed as a Scrutinizer by the Board of Directors of MADHAV INFRA PROJECTS LIMITED ("the Company") vide board resolution dated 03<sup>rd</sup> August, 2023 for the purpose of scrutinizing the remote e-voting & e-voting process and ascertaining the requisite Majority on the Proposed business contained in the Notice of Annual General Meeting of MADHAV INFRA PROJECTS LIMITED held on Wednesday, 27<sup>th</sup> September 2023 at through video conferencing (VS)/ other audio visual means (OAVM) pursuant to the Provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer report based on the reports generated from the e-voting system provided by National Securities Depository Limited.

My report on the scrutiny of the e-voting is as follows:

1. The AGM is held in compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder read with the MCA General circulars dated April 8, 2020, April 13, 2020, May 5, 2020, August 17, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (Collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and dated January 15, 2021 (collectively referred to as "SEBI Circulars"). Further as confirmed by the company the Notice of the 30<sup>th</sup> AGM along with the Annual Report 2022-23 was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company/Registrar and Transfer Agents (RTA).





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2. The Compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder relating to electronic voting (which includes remote e-voting and e-voting conducted during the AGM) on the resolutions proposed in Notice calling the 30<sup>th</sup> AGM was the responsibility of the management. My responsibility as scrutiner was to ensure that the voting process was conducted in a fair and transparent manner and render Scrutiner's Report related to electronic voting.
3. The facility for remote e-voting and e-voting during the AGM was provided by National Securities Depository Limited (NSDL).
4. The e-voting period remained open from Sunday, September 24, 2023 at 09:00 A.M. and ended on Tuesday, September 26, 2023 at 05:00 P.M.
5. At the 30<sup>th</sup> AGM of the Company held on Wednesday, 27<sup>th</sup> September 2023 at 11:30 A.M. during the AGM it was announced that the e-voting facility has been provided to facilitate voting for those members who attended the meeting through VC/OAVM but could not participate in the remote e-voting to record their votes on the resolutions to be passed.
6. The shareholders holding shares as on the "cut off" date i.e., Wednesday September 20, 2023, were entitled to vote on the proposed resolution as set out in the Notice of Annual General Meeting (AGM) of MADHAV INFRA PROJECTS LIMITED
7. After closure of the e-voting facility provided during the AGM, the votes were unblocked in the presence of two witnesses who are not in employment with the company and a final electronic report was generated by me. The data generated was diligently scrutinized.
8. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>)
9. The results of the remote e-voting together with e-voting conducted during the AGM are as under:





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To Consider and if thought fit, to pass, with or without modification, following resolution as an Ordinary Resolution: -

## RESOLUTION NO.1: Adoption of Financial Statement

To receive, consider and adopt the audited financial statements (Including the Consolidated Financial Statements) of the Company for the financial year ending March 31, 2023, together with the reports of Directors and Auditors thereon.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	107	-	107	191482877	-	191482877	99.9987%	71.029%
DISSENT	6	-	6	2353	-	2353	0.00123%	0.0009%
INVALID	-	-	-	-	-	-	-	-
TOTAL	113	-	113	191485230	-	191485230	100%	71.030%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 03<sup>rd</sup> August 2023 has been passed with requisite majority.

RESOLUTION NO.2: To appoint a director in place of Shri Ashok Khurana (DIN: 00003617) who retires by rotation and being eligible, offers himself for re-election:

	NUMBER OF MEMBER			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	105	-	105	191472819	-	191472819	99.99%	71.0259%
DISSENT	8	-	8	12411	-	12411	0.0064%	0.00460%
INVALID	-	-	-	-	-	-	-	-
TOTAL	113	-	113	191485230	-	191485230	100%	71.030%

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 03<sup>rd</sup> August 2023 has been passed with requisite majority.







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**RESOLUTION NO.3:** To Appoint and fix the remuneration of Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the Resolution as an Ordinary Resolution

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	104	-	104	191471668	-	191471668	99.992%	71.025%
DISSENT	9	-	9	13562	-	13562	0.008%	0.0050%
INVALID	-	-	-	-	-	-	-	-
TOTAL	113	-	113	191485230	-	191485230	100%	71.030%

Based on aforesaid Results, Ordinary Resolution Contained in Item no.3 of the Notice dated 03<sup>rd</sup> August 2023 has been passed with requisite majority.

**RESOLUTION NO.4:** Authorization and Ratification to Advance any Loan or Give Guarantee or to provide Security under section 185 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification (s), the resolution as a Special Resolution.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	104	-	104	191471668	-	191471668	99.992%	71.025%
DISSENT	9	-	9	13562	-	13562	0.008%	0.0050%
INVALID	-	-	-	-	-	-	-	-
TOTAL	113	-	113	191485230	-	191485230	100%	71.030%

Based on aforesaid Results, Special Resolution Contained in Item no. 4 of the Notice dated 03<sup>rd</sup> August 2023 has been passed with requisite majority.





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## RESOLUTION NO.5:

Ratification of Remuneration to Cost Auditors and in this regard to consider and if thought fit, to pass with or without modification (s), the resolution as an Ordinary Resolution:

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	104	-	104	191471668	-	191471668	99.992%	71.025%
DISSENT	9	-	9	13562	-	13562	0.008%	0.0050%
INVALID	-	-	-	-	-	-	-	-
TOTAL	113	-	113	191485230	-	191485230	100%	71.030%

Based on aforesaid Results, Ordinary Resolution Contained in Item no.5 of the Notice dated 03<sup>rd</sup> August 2023 has been passed with requisite majority.

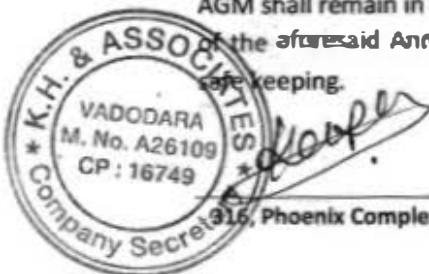
## RESOLUTION NO.6:

Re-appointment Ms. Pooja Rajeshkumar Shah (DIN: 0 502838), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification (s), the resolution as a Special Resolution:

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	103	-	103	191471168	-	191471168	99.9927%	71.025%
DISSENT	10	-	10	14062	-	14062	0.00734%	0.005%
INVALID	-	-	-	-	-	-	-	-
TOTAL	113	-	113	191485230	-	191485230	100%	71.030%

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 03<sup>rd</sup> August 202 has been passed with requisite majority.

The register, all other papers and relevant records relating to remote e-voting and e-voting during the AGM shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting the same are handed over to the Company Secretary for safe keeping.



916, Phoenix Complex, Sayajigunj, Vadodara - 390005 (M): 9925168669 E-mail: khassociates2016@gmail.com



# KH & ASSOCIATES

Practicing Company Secretaries

In view of the aforesaid voting details, I hereby state that the Ordinary Resolutions as set out in the AGM notice were passed with requisite majority.

Thanking you

Yours Faithfully,

FOR K H & ASSOCIATES  
COMPANY SECRETARIES

  
HAREESH KAPURIYA

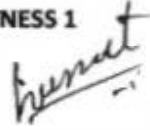
M.NO: ACS26109, CP: 16749

UDIN: A026109E001106265

DATE: 27/09/2023

PLACE: VADODARA

WITNESS 1



NAME: Hemant Valand

WITNESS 2



NAME: Urvi Jagdale

