

DIAMOND EXPORTERS, IMPORTERS & MANUFACTURERS

CIN: L27205MH2007PLC166717

October 6, 2015

To.

The Bombay Stock Exchange Limited

Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

To,

The National Stock Exchange Limited

Exchange Plaza, Plot No. C-1, "G" Block, Bandra Kurla Complex, Bandra (East),

Mumbai - 400 051

SCRIP NAME: CMAHENDRA

SCRIP CODE: 533304

Sub: Submission of the Report of the Scrutinizer and Voting Pattern under clause 35A of the Listing Agreement.

With reference to the captioned subject, please find attached herewith the report of the independent scrutinizer appointed for the Annual General Meeting of the company.

Please note Mr. Mehul Jain has been appointed as Compliance officer of the Company on cessation of the erstwhile Company Secretary:

As the Chairman and Compliance officer were travelling on 29 and 30 September, hence the outcome of AGM was signed by the Accounts officer. However we are resubmitting the outcome of the AGM once again duly signed by Mr. Mehul Jain Compliance officer of the Company.

We are yet to receive the signed copy of Audited Financial Results from the Auditors and are seeking legal advice on the same.

Please take the above on record and oblige

Thanking you.

Yours faithfully

For C. Mahendra Exports Limited

Compliance officer



DIAMOND EXPORTERS, IMPORTERS & MANUFACTURERS

CIN: L27205MH2007PLC166717

Voting pattern pursuant to clause 35 of listing agreement

The 9th Annual General Meeting of C. Mahendra Exports Limited was held on 26th September, 2015 at 3.00 P.M. at 71, M.I.D.C. Cross Road-C. Opp. Seepz Gate No. 2, Andhen (E), Mumbai – 400 093. The following resolutions were passed in the Annual General Meeting through Ballot Paper and E-voting

Sr. No.	Resolutions
1	To Consider and Adopt the Audited Financial Statements for the FY 2014-2015
2	To Consider Re-appointment of Mrs R. H. Modi & Co., Chartered Accountant as the Statutory Auditor for the F.Y 2015-18.
3	To consider Appointment of Ms. Bindya S. Vasani as an Non executive Independent Director
4	Appointment of Mr. Diwakar R. Singh as an Non-executive Director
5	Approval for Related Party Transactions pursuant to section 188 of the Companies Act, 2013.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot form to the Shareholders of the Company Further, the shareholders holding shares as on the "cut-off" date i.e. September 18, 2015, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the Notice dated August 26, 2015.

The Company had appointed an Independent Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner and ascertaining the requisite majority for the said voting.

Date of AGM: 26th September 2015

Total No of Shareholders as on record date: 17,588 Shareholders

No. of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: 5 Public: 61 (Including Proxy)

Result of the voting conducted through Ballot Paper/e-voting on the resolutions are as under:

1 Resolution No. 1 – To Consider and Adopt the Audited Financial Statements for the FY 2014-2015.





DIAMOND EXPORTERS, IMPORTERS & MANUFACTURERS

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romoter / Public	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	4,25,80,610	3,07,50,236	72.21	1,80,79,434	1,26,70,802	58.79	41.20
Public - Institution Holders	78,42,246	78,42,246	100.00	78,42,246	0.00	100.00	0.00
Public - Others	7,07,12,704	1,07,04,320	15.13	1,07,01,223	3,097	99.97	0.03
Total	12,11,35,560	4,92,96,802	40.69	3,66,22,903	1,26,73,899	74.29	25. 70

6 Shares were noted as invalid by the Scrutinizer and hence have not been considered

RESULTS: As the numbers of votes casted in favour of the Resolution are in majority of votes casted against it, I declare that the Resolution has been passed by the shareholders with requisite majority

 Resolution No. 2 – To Consider Re-appointment of M/s R. H. Modi & Co., Chartered Accountant as the Statutory Auditor for the F.Y 2015-16.

Promoter / Public	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	4,25,80,610	3,07,50,236	72:21	3,07,50,236	0.00	100.00	0.00





DIAMOND EXPORTERS, IMPORTERS & MANUFACTURERS

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Public - Institution Holders	78,42,246	78,42,246	100.00	78,42,246	0.00.	100.00	0.00
Public - Others	7.07,12,704	1,07,23.640	15.16	1,07,20,543	3,097	99:97	0.03
Total	12,11,35,560	4,93,16,122	40.70	4,93,13,025	3,097	99.99	0.01

6 Shares were noted as invalid by the Scrutinizer and hence have not been considered.

RESULTS: As the numbers of votes casted in favour of the Resolution are in majority of votes casted against it, I declare that the Resolution has been passed by the shareholders with requisite majority.

 Resolution No. 3 - To consider Appointment of Ms. Bindya S. Vasani as an Non executive Independent Director.

Promoter / Public	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	4,25,80,610	3,07,50,236	72.21	3,07,50,236	0.00	100.00	0.00
Public - Institution Holders	78,42,246	78,42,246	100.00	78,42.246	0.00	100.00	0 00
Public – Others	7.07,12,704	1,07,04,320	15.13	1,07,01,223	3,097	99.97	0.03
Total	12,11,35,560	4,92,96,802	40.69	4,92,93,705	3,097	99.99	0.01

6 Shares were noted as invalid by the Scrutinizer and hence have not been considered.

RESULTS: As the numbers of votes casted in favour of the Resolution are in majority of votes casted against it, I declare that the Resolution has been passed by the shareholders with requisite majority.





DIAMOND EXPORTERS, IMPORTERS & MANUFACTURERS

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Resolution No. 4 - Appointment of Mr. Diwakar R. Singh as an Non executive Director.

Promoter / Public	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	4,25,80,610	3,07,50,236	72.21	1,80,79,434	1,26,70,802	58.79	41.20
Public - Institution Holders	76,42,246	78,42,246	100.00	78,42,246	0.00	100.00	0.00
Public - Others	7,07,12,704	1,07,04,320	15.13	1,07,01,223	3.097	99.97	0.03
Total	12,11,35,560	4,92,96,802	40.69	3,66,22,903	1,26,73,899	74.29	25.70

6 Shares were noted as invalid by the Scrutinizer and hence have not been considered.

RESULTS: As the numbers of votes casted in favour of the Resolution are in majority of votes casted against it. I declare that the Resolution has been passed by the shareholders with requisite majority.

Resolution No. 5 - Approval for Related Party Transactions pursuant to section 188 of the Companies Act, 2013.

Promoter / Public	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





DIAMOND EXPORTERS, IMPORTERS & MANUFACTURERS

*Promoter and Promoter Group	4,25,80,610	N. A	N.A	N. A	N. A	N. A	NSA
Public - Institution Holders	78,42,246	78,42,246	100.00	78,42,246	0.00	100:00	0.00
Public - Others	7.07,12,704	1,07,23,640	15.16	1,07,01,183	22,457	99.79	0.21
Total	12,11,35,560	1,85,65,886	15.32	1,85,43,429	22,457	99.87	0.12

[&]quot;the voting done by the Promoter was not considered for the propose of this resolution as they are interested above resolution.

6 Shares were noted as invalid by the Scrutinizer and hence have not been considered

RESULTS: As the numbers of votes casted in favour of the Resolution are in majority of votes casted against it, I declare that the Resolution has been passed by the shareholders with requisite majority



ARUN DASH B.Com, L.L.B, M.B.A (FINANCE), ACS MOBILE: 9820625497

Scrutinizer's Report - Combined

To,

The Chairman

9th Annual General Meeting of the members of C. Mahendra Exports Limited held (the Company) held on the 26th day of September, 2015 at 71, M.I.D.C, Cross Road-'C', Opp. Seepz Gate No. 2, Andheri (East), Mumbai-400 093.

Dear Sir.

- 1. I, Arun Dash, a Company Secretary in practice, have been appointed as a scrutinizer by
 - (i) the Board of Directors of C. Mahendra Exports Limited (the Company) for the purpose of scrutinizing the e-voting process under the provision of section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
 - (ii) the Chairman of the Annual General Meeting (AGM) on the poll under the provision of section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 9th Annual General Meeting (AGM) of the members of the Company, held on the 26th day of September, 2015 at 71, M.I.D.C, Cross Road-'C', Opp. Seepz Gate No. 2, Andheri (East), Mumbai-400 093.
- 2. The Management of the Company is responsible to ensure the Compliance with the requirement of the Companies Act, 2013 and Rules relating to e- voting and poll on the resolutions contained in the Notice to the 9thAnnual General Meeting of the members of the company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (including through electronic means) at AGM.
- 3. I have issued separate Scrutinizer's Report dated 28th September 2015, on the e-voting and on the resolutions contained in the notice to the AGM. As required by management, I submit herewith my combined report on the results of e-voting together with that of Poll as under: -

402, Mastermind-I, Royal Palms, Aarey Colony, Goregaon (East), Mumbai-400065

E-mail - csindelin@yahoo.com

ARUN DASH B.Com, L.L.B, M.B.A (Finance), ACS MOBILE: 9820625497

Item no. of Notice	Votes in the resolut	favour of	Vote agreesolution	ainst the	Invalid votes
	Numbers	% of total number of valid vote cast (Favour and Against)	Numbers	% of total number of valid vote cast (Favour and Against)	Numbers
Item no. 1 of the Notice (As an Ordinary resolution)	36622903	74.30	12673899	25.70	14300
Item no. 2 of the Notice (As an Ordinary resolution)	49313025	99.99	3097	0.01	14300
Item no. 3 of the Notice (As an Ordinary resolution)	49293705	99.99	3097	0.01	14300
Item no. 4 of the Notice (As an Ordinary resolution)	36622903	74.30	12673899	25.70	14300
Item no. 5 of the Notice (As a Special resolution)	18543429	99.88	22457	0.12	30764536

Thanking you,

Yours faithfully,

M/s. Arun Dash & Associates

Company Secretaries

Arun Dash (proprietor)

Practicing Company Secretary

Membership No. 18701

Place: Mumbai Date: 28/09/2015

FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

C. Mahendra Exports Limited

9th Annual General Meeting of the Equity Shareholders of C. Mahendra Exports Limited held on 26th September, 2015 at 03.00 p. m. at 71, M.I.D.C, Cross Road-'C', Opp. Seepz Gate No. 2, Andheri (East), Mumbai-400 093.

Dear Sir,

- I, Arun Dash, proprietor of M/s. Arun Dash & Associates, Company Secretaries have been appointed by the Board of Directors of C. Mahendra Exports Limited ("the Company"), as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 9th Annual General Meeting of the Equity Shareholders of C. Mahendra Exports Limited, held on 26th September, 2015 at 71, M.I.D.C, Cross Road-'C', Opp. Seepz Gate No. 2, Andheri (East), Mumbai-400 093, submit our report as under:
- 1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my/our presence with due identification marks placed by us.
- 2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the poll is as under:

Item No. 1

Ordinary resolution to receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account for the year ended 31st March, 2015 and the Reports of the Directors' and Auditors' thereon.

(i) Voted in **favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
34	10879923	46.20

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
8	12673899	53.80

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(iii) Invalid votes

Total number of members whose votes were	Total number of votes cast by them
declared invalid	
2	14300

Item No. 2

Ordinary resolution to appoint M/s R. H. Modi & Co., Chartered Accountants, as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
40	23550725	99.99

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
2	3097	0.01

(iii) Invalid votes

Total number of members whose votes were	Total number of votes cast by them
declared invalid	
2	14300

Item No. 3

Ordinary resolution to consider appointment of Mr. Diwakar R. Singh (DIN: 07255277), as an Independent Director of the Company who was earlier appointed as an Non-Executive Independent Director.

i) Voted in **favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
40	23550725	99.99

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
2	3097	0.01



(iii) Invalid votes

Total number of members whose votes were	Total number of votes cast by them
declared invalid	
2	14300

Item No. 4

Ordinary resolution to consider appointment of Mrs. Bindya S. Vasani (DIN: 03636726), as an Independent Director of the Company who was earlier appointed as an Non-Executive Independent Director.

i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
34	10879923	46.20

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
8	12673899	53.80

(iii) Invalid votes

Total number of members	whose votes were	Total number of votes cast by them
declared invalid		
2		14300

Item No. 5

Special resolution to consider and approve Related Party Transactions of the Company.

i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
33	1840792	99.83

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
2	3097	0.17

(iii) Invalid votes

Total number of members whose votes were	Total number of votes cast by them
declared invalid	
9	21724233



- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Directors/Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,

M/s. Arun Dash & Associates

Company Secretaries

Arun Dash (proprietor)

Practicing Company Secretary

Membership No. 18701

Place: Mumbai Date: 28.09.2015



ARUN DASH B.Com, L.L.B, M.B.A (FINANCE), ACS MOBILE: 9820625497

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

То

The Chairman

9th Annual General Meeting of the members of C. Mahendra Exports Limited (the Company) held on the 26th day of September, 2015 at 03.00 pm at 71, M.I.D.C, Cross Road-'C', Opp. Seepz Gate No. 2, Andheri (East), Mumbai-400 093.

Dear Sir,

- 1. I, Arun Dash, Company Secretary in practice, have been appointed by the Board of Directors of C. Mahendra Exports Limited, ("the Company") as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 9th Annual General Meeting of the members of the Company, to be held on the 26th day of September, 2015 at 71, M.I.D.C, Cross Road-'C', Opp. Seepz Gate No. 2, Andheri (East), Mumbai-400 093.
- 2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolution contained in the notice to the 9th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
- 3. Further to the above, I submit my report as under
- i. The e-voting period opened at 10:00 AM on 23rd September, 2015 and closed at 5:00 PM on 25th September, 2015.
- ii. The members of the company as on the "cut off" date i.e. 18th September 2015 were entitled to vote on the resolutions (items no. 1 to 5) as set out in the notice convening the 9th Annual General Meeting of the Company.

iii. The votes cast were unblocked on September 26, 2015 in the presence of 2 witnesses, Mrs. Soni Singh and Ms. Suchita Rajput, who were not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Soni Singh

Name: Suchita Rajput

402, Mastermind-I, Royal Palms, Aarey Colony, Goregaon (East), Mumbai-400065. E-mail - csindelin@yahoo.com



ARUN DASH		
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iv. Thereafter the details containing inter alia, list of Equity Share Holders, who have voted "for", "against" each of the Resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited i.e. (https://www.evotingindia.co.in/) and based on such reports generated, the result of the e-voting is as under:

Item No. 1

Ordinary resolution to receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account for the year ended 31st March, 2015 and Reports of the Directors and Auditors thereon.

(i) Voted in **favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
99	25742980	100

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
NIL	NIL	NIL

(iii) Invalid votes

Total number of members whose votes were	Total number of votes cast by them
declared invalid	
NIL	NIL

Item No. 2

Ordinary resolution to appoint M/s R. H. Modi & Co., Chartered Accountants, as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
100	25762300	100

402, Mastermind-I, Royal Palms, Aarey Colony, Goregaon (East), Mumbai-400065. E-mail - csindelin@yahoo.com





ARUN DASH	MOBILE: 98206254	197
B.Com, L.L.B, M.B.A (FINANCE), ACS		

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
NIL	NIL	NIL

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 3

Ordinary resolution to consider appointment of Mr. Diwakar R. Singh (DIN: 07255277), as an Independent Director of the Company who was earlier appointed as an Non-Executive Independent Director.

(i) Voted in **favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
99 .	25742980	100

(ii) Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
NIL	NIL	NIL

(iii) Invalid votes

Total number of members whose votes were	Total number of votes cast by them
declared invalid	
NIL	NIL :

East), Mumbai-400065

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Item No. 4

Ordinary resolution to consider appointment of Mrs. Bindya S. Vasani (DIN: 03636726), as an Independent Director of the Company who was earlier appointed as an Non-Executive Independent Director.

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote
		cast (Favour and Against)
99	25742980	100

(ii) Voted against the resolution

Number of members voted Number of votes cast by them % of total number		% of total number of valid vote
		cast (Favour and Against)
NIL	NIL	NIL

(iii) Invalid votes

Total number of members w	hose votes were	Total number of votes cast by them
declared invalid		
NIL		NIL

Item No. 5

Special resolution to consider and approve Related Party Transactions of the Company.

i) Voted in **favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid vote cast (Favour and Against)
92	16702637	99.99

(ii) Voted against the resolution

Number of members voted		
		cast (Favour and Against)
2	19360	0.11

402, Mastermind-I, Royal Palms, Aarey Colony, Goregaon (East), Mumbai-400065. E-mail - csindelin@yahoo.com

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В.Сом,	L.L.B,	M.B.A	(FINANCE)	, ACS

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iii) Invalid votes

Total number of members whose votes were	Total number of votes cast by them
declared invalid	
6	9040303

Thanking you, Yours faithfully,

M/s. Arun Dash & Associates Company/Secretaries

Arun Dash (Proprietor) Practicing Company Secretary Membership No. 18701

Place: Mumbai Date: 28.09.2015

