

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U63032MH1995PLC086014

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACO2563P

(ii) (a) Name of the company

ORIX AUTO INFRASTRUCTURE

(b) Registered office address

PLOT NO. 94, MAROL CO. OP. INDUSTRIAL ESTATE,
ANDHERI KURLA ROAD, ANDHERI (EAST)
MUMBAI. 59.
Maharashtra
400059

(c) *e-mail ID of the company

info@orixindia.com

(d) *Telephone number with STD code

02267070100

(e) Website

www.orixindia.com

(iii) Date of Incorporation

02/03/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	N	Support service to Organizations	N1	Rental and leasing of motor vehicles, machinery, equipment, capital goods, etc.	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ORIX Leasing & Financial Services	U74900MH2006PLC163937	Subsidiary	100
2	ORIX Housing Finance Corporation	U65920DL2018PLC332902	Subsidiary	100
3	ORIX Corporation		Holding	99.99

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	160,000,000	127,996,498	127,996,498	127,996,498
Total amount of equity shares (in Rupees)	1,600,000,000	1,279,964,980	1,279,964,980	1,279,964,980

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	160,000,000	127,996,498	127,996,498	127,996,498
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,600,000,000	1,279,964,980	1,279,964,980	1,279,964,980

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	10,000,000	0	0	0
Total amount of preference shares (in rupees)	100,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	10,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	100,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	127,996,498	1,279,964,980	1,279,964,980	

Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	127,996,498	1,279,964,980	1,279,964,980	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	31/08/2018		
Date of registration of transfer (Date Month Year)	16/04/2018		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	71		

Transferor's Name	ORIX Corporation and	Hiroshi	Nishio
	Surname	middle name	first name
Ledger Folio of Transferee	76		
Transferee's Name	ORIX Corporation and	Ikuo	Nakamura
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) 31/07/2018

Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor 73

Transferor's Name	ORIX Corporation and	Akihiro	Azuma
	Surname	middle name	first name

Ledger Folio of Transferee 77

Transferee's Name	ORIX Corporation and	Ryohei	Suzuki
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			100,535,703
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			8,743,493,030
Deposit			0
Total			8,844,028,733

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

8,258,643,962

(ii) Net worth of the Company

5,768,265,958

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	127,984,998	99.99	0	

10.	Others	0	0	0	
	Total	127,984,998	99.99	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,000	0.01	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others IL&FS Employees Welfare Tr	2,500	0	0	
	Total	11,500	0.01	0	0

Total number of shareholders (other than promoters)

3

**Total number of shareholders (Promoters+Public/
Other than promoters)**

10

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	3	3
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	4	1	3	0	0
B. Non-Promoter	1	3	1	3	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	2	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sandeep Gambhir	00083116	Managing Director	1	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Harukazu Yamaguchi	03535391	Director	1	
Kiyokazu Ishinabe	07763966	Director	1	
Ryohei Suzuki	08218888	Additional director	1	
Ikuo Nakamura	08074714	Director	1	
Nagesh Dubey	06967617	Director	0	
Abhay Kakkar	06659327	Director	0	
Meeta Sanghvi	08065804	Director	0	
Jay Gandhi	AFBPG4135N	Company Secretar	1	
Vivek Wadhera	AAOPW1389C	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ikuo Nakamura	08074714	Director	31/08/2018	Change of Designation
Meeta Sanghvi	08065804	Director	31/08/2018	Change of Designation
Akihiro Azuma	07510869	Director	19/09/2018	Cessation
Ryohei Suzuki	08218888	Additional director	19/09/2018	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	31/08/2018	10	5	99.99
Extra-ordinary General Mee	25/09/2018	10	5	99.99
Extra-ordinary General Mee	28/01/2019	10	3	99.99

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/04/2018	8	5	62.5
2	31/07/2018	8	5	62.5
3	19/09/2018	7	5	71.43
4	13/11/2018	8	6	75
5	20/12/2018	8	6	75
6	08/03/2019	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/05/2018	3	3	100
2	Audit Committee	31/07/2018	3	2	66.67
3	Audit Committee	19/09/2018	3	2	66.67
4	Audit Committee	13/11/2018	3	3	100
5	Audit Committee	20/12/2018	3	3	100
6	Audit Committee	08/03/2019	3	3	100
7	Nomination and Remuneration	17/05/2018	4	4	100
8	Nomination and Remuneration	19/09/2018	3	2	66.67
9	Nomination and Remuneration	13/11/2018	4	4	100
10	Nomination and Remuneration	20/12/2018	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/08/2019
								(Y/N/NA)
1	Sandeep Gambhir	6	6	100	1	1	100	Yes
2	Harukazu Yanai	6	1	16.67	0	0	0	No
3	Kiyokazu Ishiro	6	5	83.33	12	9	75	Yes
4	Ryohei Suzuki	3	2	66.67	3	2	66.67	Yes
5	Ikuo Nakamura	6	1	16.67	0	0	0	No
6	Nagesh Dubey	6	6	100	11	11	100	Yes
7	Abhay Kakkar	6	6	100	11	11	100	No
8	Meeta Sanghvi	6	6	100	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sandeep Gambhir	Managing Director	43,421,194.75	0	0		43,421,194.75
2	Ryohei Suzuki	Whole Time Director	5,389,843				5,389,843
	Total		48,811,037.75	0	0	0	48,811,037.75

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vivek Wadhwa	CFO	17,207,662.69	0	0	0	17,207,662.69
2	Jay Gandhi	Company Secretary	6,325,822.75	0	0	0	6,325,822.75
	Total		23,533,485.44	0	0	0	23,533,485.44

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Nagesh Dubey	Independent Dir	0	0	0	500,000	500,000
2	Abhay Kakkar	Independent Dir	0	0	0	500,000	500,000
	Total		0	0	0	1,000,000	1,000,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Avinash Bagul

Whether associate or fellow

Associate Fellow

Certificate of practice number

19862

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director Digitally signed by SANDEEP GAMBHIR Date: 2019.10.10 14:55:53 +05'30'

DIN of the director

To be digitally signed by Digitally signed by JAY NIRANJAN GANDHI Date: 2019.10.10 14:56:28 +05'30'

- Company Secretary
- Company secretary in practice

Membership number Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

Shareholding Pattern - 31-03-2019 -OAIS.
Orix Auto_MGT-8_2018-19.pdf
Continuation of Committee Meetings - 31-0

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of ORIX Auto Infrastructure Services Limited (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2019. In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

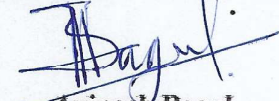
- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Central Government within the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members / Security holders, as the case may be;
 6. no advances/loans were given to its directors and/or persons or firms or companies referred in section 185 of the Act;
 7. contracts/arrangements with related parties as specified in section 188 of the Act were in the ordinary course of business and on arm's length basis;
 8. no issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares / alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances; However Company has disposed/cancelled 1,464,789 unsubscribed equity shares of Rs 10/- each issued to ORIX Corporation (Japan), on July 31, 2018, pursuant to the ordinary resolution passed in Extra Ordinary Meeting held on December 21, 2017.
 9. no keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
 10. no declaration/ payment of dividend; no transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
 11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;



12. constitution, appointment, resignation, change in designation of Directors and Key Managerial Personnel, disclosures of interest made by Directors, Key Managerial Personnel and remuneration paid to them;
13. appointment/ reappointment of auditors as per the provisions of section 139 of the Act; There was no casual vacancy of auditors;
14. no approvals were required to be taken from the Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. company has neither accepted nor renewed or repaid any deposits;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges by the Company, wherever applicable;
17. loans and investments or guarantees nor providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act as may be applicable ;
18. no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]**




**Avinash Bagul
Partner**

**FCS No.5578/ COP No.19862
UDIN: F005578A000031340**

**Place: Mumbai
Date: 5th October, 2019**