



# Lambodhara Textiles Limited

Regd. Office : 3A, 3<sup>rd</sup> Floor, B Block, Pioneer Apartments, 1075B, Avinashi Road, Coimbatore - 641 018, India  
Telefax : +91 422 2249038 E-mail : info@lambodharatextiles.com www.lambodharatextiles.com  
GSTIN : 33AAACL3524B1Z9 IE Code # 3201006181 CIN : L17111TZ1994PLC004929

17<sup>th</sup> September 2024

To

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

Listing Department  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Scrip Code: 590075

Dear Sir / Madam,

**Sub: Declaration of results of the voting on resolution(s) set out in the Notice of the 30<sup>th</sup> Annual General Meeting of the Company held through Video Conferencing / Other Audio-Visual Means on 16<sup>th</sup> September 2024**

The 30<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Monday, 16<sup>th</sup> September 2024 at 11:00 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to seek the approval of the members on the resolution(s) as set out in the Notice of the AGM dated 13<sup>th</sup> August 2024 in accordance with the provisions of Sections 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") from time to time permitting the conduct of the AGM through VC/ OAVM facility.

Further, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the AGM through VC / OAVM and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr. M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the AGM in a fair and transparent manner and to ascertain the requisite majority.



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Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the AGM held on 16<sup>th</sup> September 2024 which has been attached hereto.

Based on the report of the Scrutinizer dated 16<sup>th</sup> September 2024, it is hereby declared that the resolution(s) set out under Item No(s). 1 to 7 in the Notice dated 13<sup>th</sup> August 2024 as detailed herein below, have been duly passed unanimously by the shareholders.

## **Item No.1 – Ordinary Resolution**

Adoption of the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024, together with the reports of the Board of Directors and the Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	49	76,10,663	100.00
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	49	76,10,663	100.00
- Assent	49	76,10,663	100.00
- Dissent	-	-	-

Accordingly, the above resolution has been passed unanimously as an **Ordinary Resolution**.

## **Item No.2 – Ordinary Resolution**

Declaration of Dividend for the financial year ended 31<sup>st</sup> March 2024.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	49	76,10,663	100.00
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	49	76,10,663	100.00
- Assent	49	76,10,663	100.00
- Dissent	-	-	-

Accordingly, the above resolution has been passed unanimously as an **Ordinary Resolution**.



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### **Item No.3 – Ordinary Resolution**

Re-appointment of Mr. Balu Narayanasamy as Director on retirement by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	49	76,10,663	100.00
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	49	76,10,663	100.00
- Assent	49	76,10,663	100.00
- Dissent	-	-	-

Accordingly, the above resolution has been passed unanimously as an **Ordinary Resolution**.

### **Item No.4 – Ordinary Resolution**

Ratification of the payment of remuneration to M/s. C. S. Hanumantha Rao & Co., Cost Auditors of the Company for the financial year 2024-25.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	49	76,10,663	100.00
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	49	76,10,663	100.00
- Assent	49	76,10,663	100.00
- Dissent	-	-	-

Accordingly, the above resolution has been passed unanimously as an **Ordinary Resolution**.



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### Item No.5 – Special Resolution

Appointment of Mr. Krishnamoorthy Narendra (DIN: 00412219) as an Independent Director of the Company for a term of five (5) consecutive years with effect from 13<sup>th</sup> August 2024.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	49	76,10,663	100.00
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	49	76,10,663	100.00
- Assent	49	76,10,663	100.00
- Dissent	-	-	-

Accordingly, the above resolution has been passed unanimously as a **Special Resolution**.

### Item No.6 – Special Resolution

Appointment of Mr. Vishnu Rajkumar Nischal (DIN: 01612434) as an Independent Director of the Company for a term of five (5) consecutive years with effect from 13<sup>th</sup> August 2024.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	49	76,10,663	100.00
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	49	76,10,663	100.00
- Assent	49	76,10,663	100.00
- Dissent	-	-	-

Accordingly, the above resolution has been passed unanimously as a **Special Resolution**.



## Lambodhara Textiles Limited

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### Item No.7 – Ordinary Resolution

Approval for the material related party transactions with M/s. Strike Right Integrated Services Limited.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	45	17,380	100.00
(b) Less: Invalid votes	-	-	-
(c) Net Valid E-Votes	45	17,380	100.00
- Assent	45	17,380	100.00
- Dissent	-	-	-

Note: Two (2) promoter shareholders holding 75,93,283 equity shares have abstained from voting on the resolution.

Accordingly, the above resolution has been passed unanimously as an **Ordinary Resolution**.

### **For Lambodhara Textiles Limited**

**Bosco Giulia**  
**Whole-time Director**  
**DIN: 01898020**

Place : Coimbatore



# MDS & Associates LLP

Company Secretaries

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND  
E-VOTING AT THE ANNUAL GENERAL MEETING**

**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014 - as amended and  
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015)**

To

The Chairperson

30<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**M/s. LAMBODHARA TEXTILES LIMITED**

(CIN: L17111TZ1994PLC004929)

Held on Monday, 16<sup>th</sup> September 2024, at 11:00 AM

through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 30<sup>th</sup>  
Annual General Meeting of M/s. Lambodhara Textiles Limited held on 16<sup>th</sup>  
September 2024**

I, M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. Lambodhara Textiles Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 30<sup>th</sup> Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the 30<sup>th</sup> Annual General Meeting on the resolution(s) as set out in the Notice convening the 30<sup>th</sup> Annual General Meeting of the Company held on Monday, 16<sup>th</sup> September, 2024, at 11:00 AM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Annual General Meeting through VC / OAVM facility.



### Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 30<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> August 2024.

### Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 30<sup>th</sup> Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No(s). 1 to 7 in the Notice convening the 30<sup>th</sup> Annual General Meeting of the Company dated 13<sup>th</sup> August 2024, based on the reports generated from the e-voting system provided by M/s. Link Intime India Private Limited ("LIPL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, since the meeting was held through VC/ OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not made available for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

Further, in addition to the above, I submit my report as under:

- a. The Notice dated 13<sup>th</sup> August 2024 convening the 30<sup>th</sup> Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 30<sup>th</sup> Annual General Meeting of the Company, were sent through electronic mail to the members who had registered their email address with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the notice of the 30<sup>th</sup> Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by LIPL for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.



# MDS & Associates LLP

## Company Secretaries

Continuation Sheet...

- c. The remote e-voting period commenced on Friday, 13<sup>th</sup> September 2024 at 9:00 AM (IST) and ended on Sunday, 15<sup>th</sup> September 2024 at 5:00 PM (IST). During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., 9<sup>th</sup> September 2024 were entitled to vote on the resolutions set out in the Notice of the 30<sup>th</sup> Annual General Meeting. The remote e-voting module of LIPL was disabled on Sunday, 15<sup>th</sup> September 2024 at 5:00 PM (IST).
- d. Upon the commencement of the 30<sup>th</sup> Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present at the 30<sup>th</sup> Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolutions through remote e-voting to vote through e-voting facility at the meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 16<sup>th</sup> September 2024 at 11.51 AM (IST) in the presence of Mr. S. Sarathraj (Witness No.1) and Mr. P. B. Sheshanth (Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the LIPL.
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of LIPL, I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No(s). 1 to 7 in the Notice convening the 30<sup>th</sup> Annual General Meeting as under:





# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

## Ordinary Business

### Resolution No: 1

#### Ordinary resolution

Adoption of the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024, together with the reports of the Board of Directors and the Auditors thereon.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	45	76,10,650	100.00
E-Voting at AGM	4	13	100.00
Total Voting	49	76,10,663	100.00

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	-	-	-
E-Voting at AGM	-	-	-
Total Voting	-	-	-

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total Voting	-	-

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed unanimously.



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Company Secretaries

Continuation Sheet...

Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of Dividend for the financial year ended 31<sup>st</sup> March 2024.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	45	76,10,650	100.00
E-Voting at AGM	4	13	100.00
<b>Total Voting</b>	<b>49</b>	<b>76,10,663</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	-	-	-
E-Voting at AGM	-	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>	<b>-</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	-	-
E-Voting at AGM	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed unanimously.



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Company Secretaries

Continuation Sheet...

Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Mr. Balu Narayanasamy as a Director on retirement by rotation.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	45	76,10,650	100.00
E-Voting at AGM	4	13	100.00
<b>Total Voting</b>	<b>49</b>	<b>76,10,663</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	-	-	-
E-Voting at AGM	-	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>	<b>-</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	-	-
E-Voting at AGM	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed unanimously.



# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

## Special Business

### Resolution No: 4

#### Ordinary resolution

Ratification of the payment of remuneration to M/s. C.S. Hanumantha Rao & Co., Cost Auditors of the Company for the financial year 2024-25.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	45	76,10,650	100.00
E-Voting at AGM	4	13	100.00
<b>Total Voting</b>	<b>49</b>	<b>76,10,663</b>	<b>100.00</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	-	-	-
E-Voting at AGM	-	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	-	-
E-Voting at AGM	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>

Note: Thus, the Ordinary Resolution as given in Item No. 4 may be considered as passed unanimously.



# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

Special Business

Resolution No: 5

**Special resolution**

Appointment of Mr. Krishnamoorthy Narendra (DIN: 00412219) as an Independent Director of the Company for a term of five (5) consecutive years with effect from 13<sup>th</sup> August 2024.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	45	76,10,650	100.00
E-Voting at AGM	4	13	100.00
<b>Total Voting</b>	<b>49</b>	<b>76,10,663</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	-	-	-
E-Voting at AGM	-	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>	<b>-</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	-	-
E-Voting at AGM	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>

Note: Thus, the Special Resolution as given in Item No. 5 may be considered as passed unanimously.



# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

## Special Business

### Resolution No: 6

#### Special resolution

Appointment of Mr. Vishnu Rajkumar Nischal (DIN: 01612434) as an Independent Director of the Company for a term of five (5) consecutive years with effect from 13<sup>th</sup> August 2024.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	45	76,10,650	100.00
E-Voting at AGM	4	13	100.00
<b>Total Voting</b>	<b>49</b>	<b>76,10,663</b>	<b>100.00</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	-	-	-
E-Voting at AGM	-	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	-	-
E-Voting at AGM	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>

Note: Thus, the Special Resolution as given in Item No. 6 may be considered as passed unanimously.



# MDS & Associates LLP

Company Secretaries

Continuation Sheet...

Special Business

Resolution No: 7

Ordinary resolution

Approval for the material related party transactions with M/s. Strike Right Integrated Services Limited.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	41	17,367	100.00
E-Voting at AGM	4	13	100.00
<b>Total Voting</b>	<b>45</b>	<b>17,380</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	-	-	-
E-Voting at AGM	-	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>	<b>-</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	-	-
E-Voting at AGM	-	-
<b>Total Voting</b>	<b>-</b>	<b>-</b>

Note: Two (2) promoter shareholders holding 75,93,283 equity shares have abstained from voting on the resolution.

Note: Thus, the Ordinary Resolution as given in Item No. 7 may be considered as passed unanimously.

Place : Coimbatore

Date : 16<sup>th</sup> September 2024

Based on the Scrutinizer's Report, the Resolution Nos.1 to 7 have been passed unanimously For Lambodhara Textiles Limited

Bosco Giulia  
DIN: 01898020  
Chairperson

Yours faithfully  
For MDS & Associates LLP  
Company Secretaries



*M. D. Selvaraj*

M D Selvaraj  
Managing Partner  
FCS No.: 960; C P No.: 411  
Peer Review No. 3030/2023  
UDIN: F000960F001228747