

Ref No: PSPPROJECT/SE/25/17-18

September 29, 2017

To. The Manager, Listing Operation **BSE** Limited Floor 25, P.J. Towers, Dalal Street, Mumbai-400 001 Scrip Code: 540544

To. The Manager, The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Scrip Symbol: PSPPROJECT

Dear Sir.

Subject: Disclosures of Voting Results of the 9th Annual General Meeting held on September 27, 2017 pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 ("Listing Regulation")

This is to inform you that 9^{th} Annual General Meeting of the Company was held on Wednesday, September 27, 2017 at 11.00 a.m. at H. T. Parekh Convention Centre, Ahmedabad Management Association (AMA) Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad 380015.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the said AGM in the prescribed format as

Further, we are also enclosing consolidated Report of Scrutinizer dated September 28, 2017 as **Annexure B**, pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

Further, Annual Report for the financial year 2016-17 as required under the Regulation 34 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, duly approved by the members as per the provisions of the Companies Act, 2013.

The same will also be made available on the Company's website at $\underline{www.pspprojects.com}$.

Kindly take the aforementioned information on record.

Thanking You,

Mińakshi Tak

Company Secretary & Compliance Officer

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Encl: As above

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	Not Applicable					
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No. of shares						
Mode of Voting No. of shares No. of votes Shares						
No. of shares No. of votes Incomplete Special Ballot (if applicable) Special Ballot (if applicable	8	of Votes Polled			% of Votes in	% of Votes
Mode of Voting Poll No. of shares Postal Ballot (if applicable) No. of votes Postal Ballot (if applicable) No. of votes Postal Ballot (if applicable) No. of votes Spares No. of votes No. of votes Postal Ballot (if applicable) No. of votes No. of votes No. of (a) (a) (a) (a) (a) (a) (a) (b) (b) (a) (a) (a) (a) (a) (a) (a) (a) (a) (a					on votes	against on votes
E-Voting	hares No. of votes	7777	ies – in	No. of Votes –	polled	polled
Poll	75916400	100 000	3916400	agaillat (3)	100 000	001 [(2)/(5)]-(7)
Postal Ballot (if applicable)		0.0000	00	0		0.0000
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Total 25916400 100 259164 E-Voting 1337276 34.8437 13372 Poll applicable) 0 0.0000 0.0000 Total 1337276 34.8437 13372 E-Voting 975841 15.6243 9758 Poll Postal Ballot (if applicable) 6245668 85659 1.3715 856 Postal Ballot (if applicable) 0 0.0000 0.0000	0	0.0000	00	0	0.0000	0.0000
E-Voting 1337276 34.8437 13372 Poll applicable) 3837932 0 0.0000 Total 1337276 34.8437 13372 E-Voting 975841 15.6243 9758 Poll Postal Ballot (if applicable) 6245668 85659 1.3715 856	25916400	100	25916400	0	100	0
Poll Poll 3837932	1337276	34.8437	1337276	0	100.0000	0.0000
Postal Ballot (if applicable)		0.0000	00	0	0.0000	0.0000
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E-Voting 975841 15.6243 9758 Poll Rellot (if applicable) 0 0.0000	3757551	24 8437	1337776			00000
Poll Postal Ballot (if applicable) 6245668 85659 1.3715 856	975841	15.6243	975841	0	100.0	0.0000
Postal Ballot (if 6245668 applicable) 0 0.0000		1.3715	85659	0	100.0000	0.0000
applicable) 0 0.0000						
1144	0	0.0000	00	0	0.0000	0.0000
16.9958	1061500	16.9958	1061500	0	100	0
Total 36000000 28315176 78.6533 28315176		78.6533	28315176	0	100.0000	0.0000





Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend	ration of Dividend						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
Category	Mode of Voting	No. of shares	No. of votes	shares No. of Vol	No. of Votes – in No. of Votes – favour (4)	No. of Votes –	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
100000	E-Voting	(-) a.a.	25916400	100.0000	25916400		0000.000	0.0000
	Poll	00,000	0	0.000	00	0		0.0000
	Postal Ballot (if	00491657						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25916400	100	25916400	0	100	0
	E-Voting		1337276	34.8437	1337276	0	100.0000	0.0000
	Poll	2827023	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	262/505						
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1337276	34.8437	1337276	0	100	0
	E-Voting		975841	15.6243	975841	0	100.0000	0.0000
	Poll	89931/69	85659	1.3715	85659	0	100.0000	0.0000
	Postal Ballot (if	80005+30						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1061500	16.9958	1061500	0	100	0
	Total	36000000	28315176	78.6533	28315176	0	100.0000	0.0000



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-ap	ORDINARY - Re-appointment of Ms. Pooja Patel (DIN: 07168083), as a Director, retiring by rotation	ooja Patel (DIN: 07.	168083), as a Direct	or, retiring by rota	tion		
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			on votes	against on votes
		No. of shares	No. of votes	shares	es – in	No. of Votes –		polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		25916400	100.0000	25916400	0	100.0000	0.0000
	Poll	0016400	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	00401667						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25916400	100	25916400	0	100	0
	E-Voting		1337276	34.8437	1013276	324000	75.7716	24.2283
	Poll	0007000	0	0.0000	00	0	000000	0.0000
	Postal Ballot (if	365/505						
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1337276	34.8437	1013276	324000	75.7716	24.2284
	E-Voting		828526	15.6241	975828	0	100.0000	0.0000
	Poll	6274568	82659	1.3715	85659	0	100.0000	0.0000
	Postal Ballot (if	00000						
Public- Non Institutions	applicable)		0	0.0000		0	0.0000	0.0000
	Total		1061487	16.9956	1061487	0	100	0
	Total	3600000	28315163	78.6532	27991163	324000	98.8557	1.1443



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider th	nsider the ratificatio	ne ratification of M/s. Prakash B. Sheth & Co. Chartered Accountant as Statutory Auditor of the Company	B. Sheth & Co. Char	tered Accountant	ss Statutory Audito	r of the Company	
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes – in No. of Votes –		polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)		against (5)	/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		25916400	100.0000	25916400	0	100.0000	0.0000
	Poll	25016400	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	23310400						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25916400	100	25916400	0	100	0
	E-Voting		1337276	34.8437	1013276	324000	75.7716	24.2283
	Poll	2027000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	363/337						
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1337276	34.8437	1013276	324000	75.7716	24.2284
	E-Voting		872858	15.6241	975828	0	100.0000	0.0000
	Poll	0333163	65958	1.3715	82659	0	100.0000	0.0000
	Postal Ballot (if	000000000000000000000000000000000000000						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1061487	16.9956	1061487	0	100	0
	Total	3600000	28315163	78.6532	27991163	324000	98.8557	1.1443



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of		Cost Auditors' remuneration					
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled				% of Votes
	The state of the s	No of shares	No of votes	on outstanding	No of Votes – in	No of Votes –	favour on votes	against on votes
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	}	against (5))/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		25916400	100.0000	916400	0		0.0000
	Poll	75016400	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	23310400						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25916400	100	25916400	0	100	0
	E-Voting		1337276	34.8437	1337276	0	100.0000	0.0000
	Poll	282792	0	0.0000	00	0	0.0000	0.0000
-	Postal Ballot (if	7000		C	ç	C	0000	000
Public- Institutions	applicable)		0		3		0.0	0.0000
	Total		1337276	34.8437	1337276	0	100	0
	E-Voting		975828	15.6241	975768	60	99.9938	0.0061
	Poll	8991179	85659	1.3715	85659	0	100.0000	0.0000
	Postal Ballot (if	00000						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1061487	16.9956	1061427	09	99.9943	0.0057
	Total	3600000	28315163	78.6532	28315103	09	966666	0.0002



Resolution No.	9							
Resolution required: (Ordinary/ Special)	Special - Approval of Contr	of Contract/Arrang	act/Arrangement with Director for consideration other than cash	r for consideration	other than cash			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled				% of Votes
		-		on outstanding			on votes	against on votes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	shares No. of Voi (3)=[(2)/(1)]* 100 favour (4)	tes – ın	No. of Votes – against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	0016400	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	00401667						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
	E-Voting		324000	8.4420	324000	0	100.0000	0.0000
	Poll	2927033	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	2007.000						
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		324000	8.442	324000	0	100	0
	E-Voting		975838	15.6242	975778	60	99.9938	0.0061
	Poll	8993769	85659	1.3715	85659	0	100.0000	0.0000
	Postal Ballot (if	2000						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1061497	16.9957	1061437	60		0.0057
	Total	36000000	1385497	3.8486	1385437	09	99.9957	0.0043



Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Appro	ORDINARY - Approval of contract/arrangement for Related Party Transactions	angement for Relat	ed Party Transactio	sus			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			on votes	against on votes
		No. of shares	No. of votes	shares	tes – in	es –	polled	polled
Category	Mode of Voting	neld (1)	polled (2)	(3)=[(2)/(1)]* 100 Tayour (4)		against (5)	(p)=[(4)/(5)] TOO	001 [(2)/(c)]=(7)
	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	25016400	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	73316400						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0		0
	E-Voting		324000	8.4420	324000	0	100.0000	0.0000
	Poll	0007000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	363/337						
Public- Institutions	applicable)		0	0.0000	8	0	0.0000	0.0000
	Total		324000	8.442	324000	0		0
	E-Voting		975778	15.6233	959127	16651	98.2935	1.7064
	Poll	077170	85659	1.3715	85659	0	100.000	0.0000
	Postal Ballot (if	000000000000000000000000000000000000000						
Public- Non Institutions	applicable)		0	0.0000	00	0		0.0000
	Total		1061437	16.9948	1044786	16651	98.4313	1.5687
	Total	36000000	1385437	3,8484	1368786	16651	98.7981	1.2019



Rohit S Dudhela Practising Company Secretaries

3, Kanan Flats, Opp. Memnagar Fire Station, Navrangpura,
Ahmedabad 380 009
Tel 079 26461022 M 98250 40795
E Mail ID:rsdudhela@gmail.com, rs2003dudhela@yahoo.com

Consolidated Scrutinizer's Report [Pursuant to Section 108 &109 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairmanof the 9thAnnual General Meeting of the Equity Shareholders of **PSP Projects Limited (CIN No.: L45201GJ2008PLC054868)** (hereinafter referred to as the "Company") held on Wednesday, 27th September, 2017 at H.T. Parekh Convention Centre, Ahmedabad Management Association (AMA),Dr.Vikram Sarabhai Marg, ATIRA, Ahmedabad – 380015.

Dear Sir,

- 1. I, Rohit S. Dudhela, Practicing Company Secretary, was appointed as Scrutinizer by Board of Directors of M/s. PSP Projects Limited (the Company)the purpose of Scrutinizing the:
- a) the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014as amended ("Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'); and
- b) Poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the ('Poll').
 - on each of the business contained in the Notice of the 9th Annual General Meeting of the members of the Company held on Wednesday, 27th September, 2017 at H.T. Parekh Convention Centre, Ahmedabad management Association (AMA), ATIRA, Dr.Vikram Sarabhai Marg, ATIRA, Ahmedabad 380 015.
- 2. The Company has appointed M/s. Karvy Computershare Private Limited ('Karvy'), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the Members of the Company commenced on September 24, 2017 (10.00 a.m. IST) and ended on September 26, 2017 (5.00 p.m. IST).
- 3. My responsibility as a Scrutinizer for the voting process (by remote e-voting and Poll at the AGM), in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in

the Notice, based on the reports generated from the remote e-voting system provided by the Karvy and placed on the result of Poll taken at the AGM.

- 4. On completion of voting at the meeting, Karvy provided me with the list of members who had cast their votes, their holding details and details of vote cast on resolution, the votes were reconciled with the votes, maintained by the Company and Karvy with respect to the authorizations/ proxies lodged with the Company.
- 5. I unblocked the Ballot box/ remote e-voting results on the Karvy e-voting platform in the presence of Ms.Devangi Shah and Ms. Trusha Shah who are not in the employment of the Company. Their signatures are affixed below:

Name: Devangi Shah

Name: Trusha Shah

I hereby submit a consolidated scrutinizer's report on the results of voting by remote evoting and Poll taken at the AGM as under:

- 16 (Sixteen Only) Members had cast their votes through remote e-voting.
- 29 (Twenty Nine Only) Members had cast their votes through remote evoting.

A. Item No. 1: Ordinary Resolution

To Adopt of Audited Financial Statements (including the consolidated financial statements) of the Companyfor the Financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes casted
Remote e- voting	16	2,82,29,517	100
Voting by Ballot (Poll)	29	85,659	100
Total	45	2,83,15,176	-

ii. Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Ballot (Poll) Jotal	0	0	0
Total	0	0	-

iii. Invalid Votes:

Total number of members whose votes were	Total number of votes cast by them
declared invalid) 0

iv. Abstained from Voting:

Total number of members who abstained	Total number of votes
0	0

Item 1 of the Notice stands passed with requisite majority.

B. Item No. 2 Ordinary Resolution

To declare a Dividend of ₹2.50/- per equity share of ₹10/- each for the financial year 2016-17.

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes casted
Remote e- voting	16	2,82,29,517	100
Voting by Ballot (Poll)	29	85,659	100
Total	45	2,83,15,176	-

ii. Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Ballot (Poll)	0	0	0
Total	0	0	-

iii. Invalid Votes:

Total number of members whose votes were	Total number of votes cast by them	
declared invalid	0	

iv. Abstained from Voting:

Total number of members who abstained	7	Total number of votes
0		0

Item 2 of the Notice stands passed with requisite majority.



C. Item No. 3 Ordinary Resolution

Re-appointment of Ms.Pooja Patel (DIN: 07168083), as a Director, who retire by rotation:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes casted
Remote e-	13	2,79,05,504	98.85
voting			
Voting by	29	85,659	100.00
Ballot (Poll)			
Total	42	2,79,91,163	_

ii. Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	3,24,000	1.45
Voting by Ballot (Poll)	0	0	0.00
Total	1	3,24,000	-

iii. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes ca		of votes cast by
0		0	0

iv. Abstained from Voting:

Total number of members who abstained	Total number of votes	
2	1	

Item 3 of the Notice stands passed with requisite majority.



D. Item No. 4 Ordinary Resolution

To consider the Ratification of Appointment of M/s. Prakash B. Sheth& Co., Chartered Accountant as Statutory Auditor of the Company:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes casted
Remote e- voting	13	2,79,05,504	98.85
Voting by Ballot (Poll)	29	85,659	100.00
Total	42	2,79,91,163	-

ii. Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	3,24,000	1.45
Voting by Ballot (Poll)	0	0	0.00
Total	1	3,24,000	, -

iii. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

iv. Abstained from Voting:

Total number of members who abstained	Total number of votes
2	13

Item 4 of the Notice stands passed with requisite majority.



E. Item No. 5 Ordinary Resolution

Ratification of the Remuneration of M/s. K.V. Melwani & Associates, Practicing Cost Accountant as Cost Auditors:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes casted
Remote e- voting	13	2,82,29,444	99.9998
Voting by Ballot (Poll)	29	85,659	100.00
Total	42	2,83,15,103	-

ii. Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	60	0.0002
Voting by Ballot (Poll)	0	0	0.0000
Total	1	60	•

iii. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	
0	0	

iv. Abstained from Voting:

Total number of members who abstained	Total number of votes
2	13

Item 5 of the Notice stands passed with requisite majority.



F. Item No. 6 Special Resolution

Approval of Contract/Arrangement with Director for consideration other than cash:

i. Voted in favour of the resolution:

Mode of	Number of	Number of votes cast	% of total number
Voting	members voted	by them	of valid votes casted
Remote e-	9	12,99,778	99.995
voting			,
Voting by	29	85,659	100.00
Ballot (Poll)			
Total	38	13,85,437	-

ii. Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	60	0.005
Voting by Ballot (Poll)	0	0	0
Total	1	60	-

iii. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0) (

iv. Abstained from Voting:

Total number of members who abstained	Total number of votes
2	10,13,279

Item 6 of the Notice stands passed with requisite majority.



G. Item No. 7 Ordinary Resolution

Approval of contract/arrangement for related party transaction:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes casted
Remote e-voting	8	12,83,127	98.72
Voting by Ballot (Poll)	29	85,659	100.00
Total	37	1368786	-

ii. Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	16,651	1.28
Voting by	0	0	0.0000
Ballot (Poll)			
Total	1	16651	-

iii. Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	
(0	0

iv. Abstained from Voting:

Total number of members who abstained	Total number of votes
3	10,13,339

Item 7 of the Notice stands passed with requisite majority.

All the relevant records of voting will remain in my custody until the chairman considers, approves and signs the minutes of the 9th Annual General Meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you, Yours faithfully,

CS Rohit S. Dudhela

fsdrdl.

Practising Company Secretaries

COP No. 7396

Membership No.: ACS2207

Place: Ahmedabad

Date:28th September, 2017