

Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. Bansi S Mehta

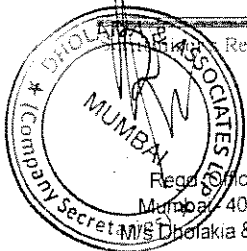
The Chairperson of 31st Annual General Meeting of Gillette India Limited

Held on Monday, the 26th October, 2015 at 3.30 p.m. at Y. B. Chavan Pratishthan,
Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021.

Dear Sir,

I, CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries was appointed as a Scrutinizer by the Board of Directors of Gillette India Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 31st Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:

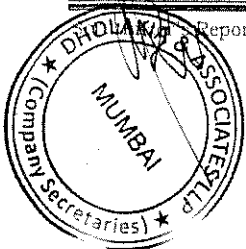
1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favor or against for respective Resolution.
2. After the time fixed for the poll by the Chairperson, one (1) empty ballot box kept for polling was locked in my presence and members who were present.
3. The locked ballot box was subsequently opened in my presence and in the presence of Mr. Sharwan Mangla and Mr. Narender Kumar who are not in the employment of the Company (Declaration attached). The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. MAS Services Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The Remote e-Voting commenced on October 21, 2015 (9:00 am IST) and was closed on October 25, 2015 (5.00 pm IST).



6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. National Securities Depository Limited i.e. www.evoting.nsdl.com after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Vishvesh Bhagat and Mr. Vidyut Vasavada who are not in the employment of the Company. **(Declaration attached)**
7. The Votes cast by Corporate/Institutional Members who have uploaded the scanned certified true copy of the Board Resolution/Authority Letter, etc. on the website www.evoting.nsdl.com or who have emailed the same on gilagm2015@dholakia-associates.com have been considered valid.
8. The Combined Result (Remote e-Voting + Poll) is as under :

(a) Item No 1: To receive, consider and adopt the Audited Balance Sheet as at June 30, 2015 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	134	2,64,30,817
Less: Total Number of Invalid Votes	7	4,30,578
Total Number of Valid Votes	127	2,60,00,239
B. Poll		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	4	244
Total Number of Valid Votes	30	3,490
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	168	2,64,34,551
Less: Total Number of Invalid Votes	11	4,30,822
Total Number of Valid Votes	157	2,60,03,729



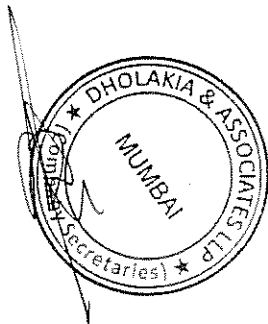
Signature

(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
127	2,60,00,239	100
B. Poll		
29	3,480	99.71
C. Combined (A+B)		
156	2,60,03,719	99.99

(ii) Voted against the resolution:

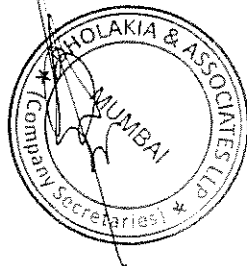
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
1	10	0.29
C. Combined (A+B)		
1	10	0.01



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(b) Item No 2: To declare dividend for the Financial Year ended June 30, 2015.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	134	2,64,30,817
Less: Total Number of Invalid Votes	7	4,30,578
Total Number of Valid Votes	127	2,60,00,239
B. Poll		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	4	244
Total Number of Valid Votes	30	3,490
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	168	2,64,34,551
Less: Total Number of Invalid Votes	11	4,30,822
Total Number of Valid Votes	157	2,60,03,729



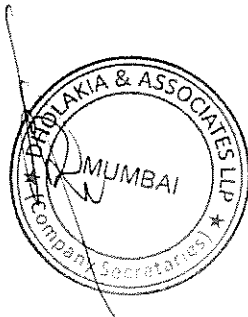
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(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
127	2,60,00,239	100
B. Poll		
28	3,478	99.66
C. Combined (A+B)		
155	2,60,03,717	99.99

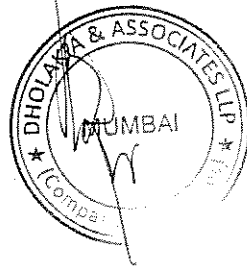
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
2	12	0.34
C. Combined (A+B)		
2	12	0.01



- (c) Item No 3: To appoint Ms. Sonali Dhawan (DIN 06808527) as a Director, who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	134	2,64,30,817
Less: Total Number of Invalid Votes	7	4,30,578
Total Number of Valid Votes	127	2,60,00,239
B. Poll		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	4	244
Total Number of Valid Votes	30	3,490
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	168	2,64,34,551
Less: Total Number of Invalid Votes	11	4,30,822
Total Number of Valid Votes	157	2,60,03,729



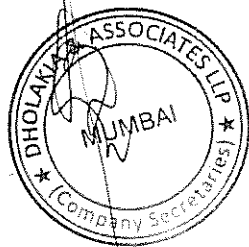
Sonali Dhawan

(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
117	2,59,01,744	99.62
B. Poll		
29	3,480	99.71
C. Combined (A+B)		
146	2,59,05,224	99.62

(ii) Voted against the resolution:

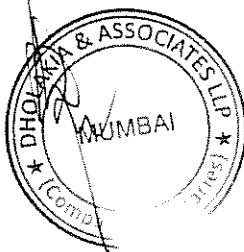
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
10	98,495	0.38
B. Poll		
1	10	0.29
C. Combined (A+B)		
11	98,505	0.38



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- (d) Item No 4: To ratify the appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/W-100018), as approved by Members at the Thirtieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Thirty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	129	2,60,10,367
Less: Total Number of Invalid Votes	2	10,128
Total Number of Valid Votes	127	2,60,00,239
B. Poll		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	5	1,494
Total Number of Valid Votes	29	2,240
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	163	2,60,14,101
Less: Total Number of Invalid Votes	7	11,622
Total Number of Valid Votes	156	2,60,02,479



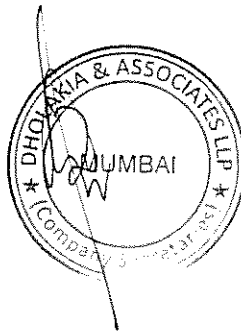
[Handwritten Signature]

(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
124	2,59,98,257	99.99
B. Poll		
27	2,228	99.46
C. Combined (A+B)		
151	2,60,00,485	99.99

(ii) Voted against the resolution:

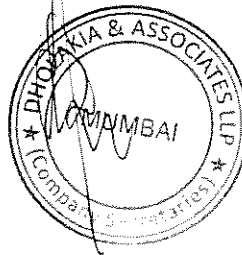
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
3	1,982	0.01
B. Poll		
2	12	0.54
C. Combined (A+B)		
5	1,994	0.01



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(e) Item No 5: Appointment of Mr. Pramod Agarwal (DIN: 00066989) as Non-Executive Director of the Company, liable to retire by rotation.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	127	2,60,10,242
Less: Total Number of Invalid Votes	2	10,128
Total Number of Valid Votes	125	2,60,00,114
B. Poll		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	5	1,494
Total Number of Valid Votes	29	2,240
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	161	2,60,13,976
Less: Total Number of Invalid Votes	7	11,622
Total Number of Valid Votes	154	2,60,02,354

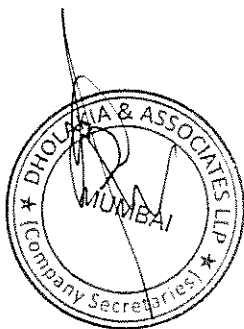


(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
77	2,53,09,746	97.34
B. Poll		
28	2,230	99.55
C. Combined (A+B)		
105	2,53,11,976	97.34

(ii) Voted against the resolution:

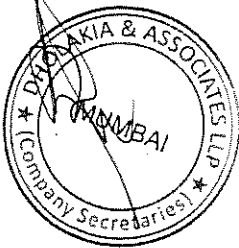
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
48	6,90,368	2.66
B. Poll		
1	10	0.45
C. Combined (A+B)		
49	6,90,378	2.66



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- (f) **Item No 6: Appointment of Mr. Al Rajwani (DIN: 07251300) as Managing Director of the Company for a period of five years effective August 29, 2015.**

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	132	2,64,30,595
Less: Total Number of Invalid Votes	7	4,30,578
Total Number of Valid Votes	125	2,60,00,017
B. Poll		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	5	1,494
Total Number of Valid Votes	29	2,240
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	166	2,64,34,329
Less: Total Number of Invalid Votes	12	4,32,072
Total Number of Valid Votes	154	2,60,02,257



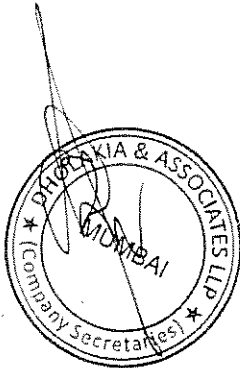
Al Rajwani

(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
120	2,59,95,164	99.98
B. Poll		
28	2,230	99.55
C. Combined (A+B)		
148	2,59,97,394	99.98

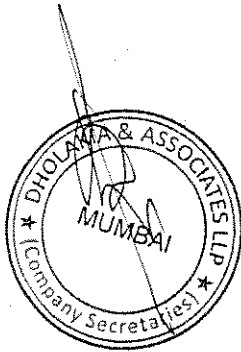
(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
5	4,853	0.02
B. Poll		
1	10	0.45
C. Combined (A+B)		
6	4,863	0.02



(g) Item No 7: Appointment of Mr. Narendra P. Sarda (DIN: 03480129) as Non-Executive Independent Director of the Company.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	133	2,64,30,717
Less: Total Number of Invalid Votes	7	4,30,578
Total Number of Valid Votes	126	2,60,00,139
B. Poll		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	5	1,494
Total Number of Valid Votes	29	2,240
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	167	2,64,34,451
Less: Total Number of Invalid Votes	12	4,32,072
Total Number of Valid Votes	155	2,60,02,379



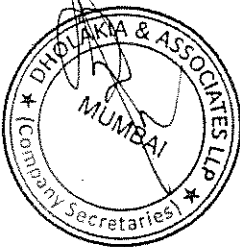
Suzan

(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
122	2,59,98,106	99.99
B. Poll		
26	828	36.96
C. Combined (A+B)		
148	2,59,98,934	99.99

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
4	2,033	0.01
B. Poll		
3	1,412	63.04
C. Combined (A+B)		
7	3,445	0.01



(h) **Item No 8: Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2015-16.**

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	132	2,64,30,705
Less: Total Number of Invalid Votes	7	4,30,578
Total Number of Valid Votes	125	2,60,00,127
B. Poll		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	5	1,494
Total Number of Valid Votes	29	2,240
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	166	2,64,34,439
Less: Total Number of Invalid Votes	12	4,32,072
Total Number of Valid Votes	154	2,60,02,367



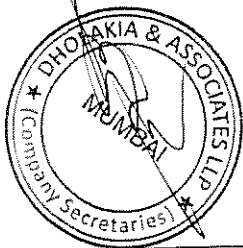
(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
124	2,59,98,157	99.99
B. Poll		
27	2,228	99.46
C. Combined (A+B)		
151	2,60,00,385	99.99

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	1,970	0.01
B. Poll		
2	12	0.54
C. Combined (A+B)		
3	1,982	0.01


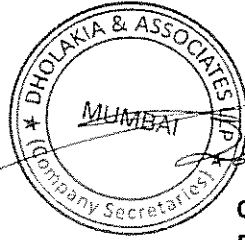
9. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
10. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Remote e-Voting Votes and Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
11. The poll papers and all other relevant records were sealed and handed over to Ms. Sonali Dhawan, Director of the Company authorized by the Chairperson.
12. You may accordingly declare the result of the Remote e-Voting and Poll.



13. The Register of Remote e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,

CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place : Mumbai
Date : 27th October, 2015



ANNEXURE**A. BASIS OF ACCEPTANCE****I. VOTING THROUGH ELECTRONIC MODE:**

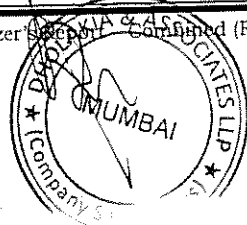
1. Member has voted only through Remote e-Voting i.e. electronic mode.

II. PHYSICAL POLL FORM:

2. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
3. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
7. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and Voting done through Poll has been treated as Invalid.

B. BASIS OF REJECTION**I. VOTING THROUGH ELECTRONIC MODE:**

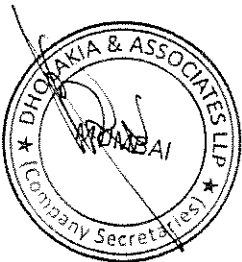
1. Corporate/Institutional Members who have uploaded the scanned certified true copy of the Board Resolution/Authority Letter, etc. on the website www.evoting.nsdl.com or who have emailed the same on gilagm2015@dholakia-associates.com have been considered valid.
2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.
3. Shareholder who has not voted for one or more out of all resolutions, then the voting not done on the resolution have been considered invalid.



A handwritten signature in black ink, appearing to read "Bhajan".

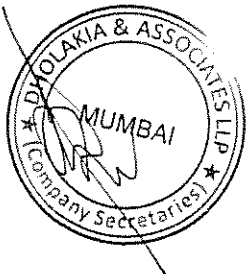
II. PHYSICAL POLL FORM:

4. Shareholder has not put any mark on either assent or dissent.
5. Poll paper is not signed.
6. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
7. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
8. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
9. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
10. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
11. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
12. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
13. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
14. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.



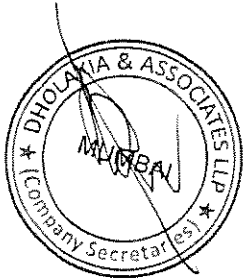
C. REPORT FOR INVALID ELECTRONIC VOTES AND POLL PAPERS.**i. For Item No. 1:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. ELECTRONIC VOTES			
1.	POA/BR not uploaded or emailed.	7	4,30,578
SUB-TOTAL - I		7	4,30,578
II. PHYSICAL POLL FORM:			
2.	No votes polled.	1	2
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
SUB-TOTAL - II		4	244
TOTAL (I + II)		11	4,30,822



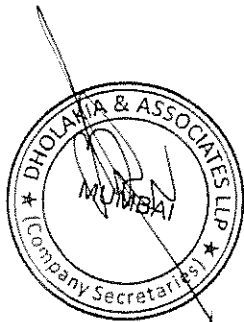
ii. For Item No. 2:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. <u>ELECTRONIC VOTES</u>			
1.	POA/BR not uploaded or emailed.	7	4,30,578
<u>SUB-TOTAL - I</u>		7	4,30,578
II. <u>PHYSICAL POLL FORM:</u>			
2.	No votes polled.	1	2
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<u>SUB-TOTAL - II</u>		4	244
<u>TOTAL (I + II)</u>		11	4,30,822



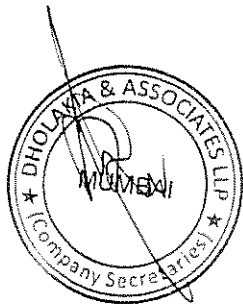
iii. For Item No. 3:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. ELECTRONIC VOTES			
1.	POA/BR not uploaded or emailed.	7	4,30,578
SUB-TOTAL - I		7	4,30,578
II. PHYSICAL POLL FORM:			
2.	No votes polled.	1	2
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
SUB-TOTAL - II		4	244
TOTAL (I + II)		11	4,30,822



iv. For Item No. 4:

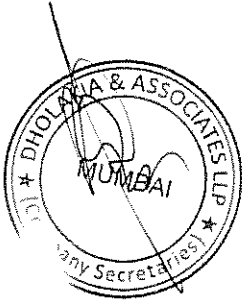
Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. <u>ELECTRONIC VOTES</u>			
1.	POA/BR not uploaded or emailed.	2	10,128
SUB-TOTAL - I		2	10,128
II. <u>PHYSICAL POLL FORM:</u>			
2.	No votes polled.	2	1,252
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
SUB-TOTAL - II		5	1,494
TOTAL (I + II)		7	11,622



[Handwritten signature]

v. For Item No. 5:

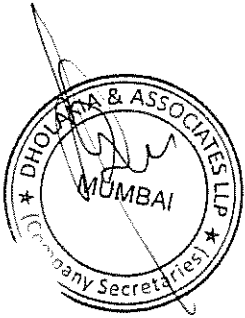
Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. <u>ELECTRONIC VOTES</u>			
1.	POA/BR not uploaded or emailed.	2	10,128
<u>SUB-TOTAL - I</u>		2	10,128
II. <u>PHYSICAL POLL FORM:</u>			
2.	No votes polled.	2	1,252
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<u>SUB-TOTAL - II</u>		5	1,494
<u>TOTAL (I + II)</u>		7	11,622



[Handwritten signature]

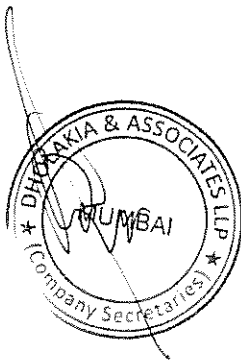
vi. For Item No. 6:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. <u>ELECTRONIC VOTES</u>			
1.	POA/BR not uploaded or emailed.	7	4,30,578
<u>SUB-TOTAL - I</u>		7	4,30,578
II. <u>PHYSICAL POLL FORM:</u>			
2.	No votes polled.	2	1,252
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<u>SUB-TOTAL - II</u>		5	1,494
<u>TOTAL (I + II)</u>		12	4,32,072



vii. For Item No. 7:

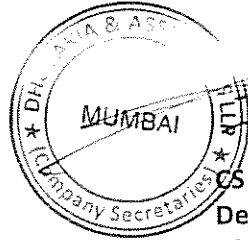
Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. <u>ELECTRONIC VOTES</u>			
1.	POA/BR not uploaded or emailed.	7	4,30,578
<u>SUB-TOTAL - I</u>		7	4,30,578
II. <u>PHYSICAL POLL FORM:</u>			
2.	No votes polled.	2	1,252
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<u>SUB-TOTAL - II</u>		5	1,494
<u>TOTAL (I + II)</u>		12	4,32,072



(Handwritten signature)

viii. For Item No. 8:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. <u>ELECTRONIC VOTES</u>			
1.	POA/BR not uploaded or emailed.	7	4,30,578
<u>SUB-TOTAL - I</u>		7	4,30,578
II. <u>PHYSICAL POLL FORM:</u>			
2.	No votes polled.	2	1,252
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<u>SUB-TOTAL - II</u>		5	1,494
<u>TOTAL (I + II)</u>		12	4,32,072



Bhumitra V. Dholakia
 CS Bhumitra V. Dholakia
 Designated Partner
 Dholakia & Associates LLP
 (Company Secretaries)
 FCS: 977 CP No: 507

Place : Mumbai

Date : 27th October, 2015

Bhumitra V. Dholakia