

In the matter of Companies Act 2013

And

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In the matter of adjudication proceeding under Sub-section (1) of section 118 of the Companies Act, 2013 and read with section 454 (3) of the Companies Act, 2013.

And

25 JUL 2017
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4087/0 95

In the matter of

1. M/s. Mafatlal Industries Limited
301-302, Heritage Horizon, Third Floor,
OFF. C.G. Road, Navrangpura, Ahmedabad-380009
2. Shri Rashesh Shah (Company Secretary)
507, BANSIDHAR COMPLEX, OPP., POLO GROUND,
NR.BARODA HIGH SCHOOL, VADODARA, Gujarat – 390001
3. Shri Rajiv Yogeshwar Dayal (Managing Director)
Abhijeet Apts. 7th Floor, 11th Road,
KapoSociery, JVPD Scheme, Juhu, Mumbai-400049
4. Shri Vishad Padmanabh Mafatlal (WTD),
10, Altamount Road, Mumbai- 400 026.
5. Shri Ashsh Arunkumar Karanji, (Company Secretary)
9, KamdhenuFlates, NutanSoc, Naranpura, Ahmedabad-380052.
6. Shri Aniruddha Prabhakar Deshmukh (Managing Director)
/102, Sharmishtha, Tarangan Towers,
Near Korum Mall/Cadbury Factory,
ShaheedMangal Pandey Road, THANE 400606 Maharashtra.
7. Shri Milan Pravinchandra Shah (CFO)
Sora Mension 154-A, S.V. Road. Khar (West) Mumbai 400052.Respondents

Date of hearing- 13.07.2017

Present

1. Shri V. K. Khubchandani,
2. Shri Naresh Chandra Senior Technical Assistant
3. Shri Umesh Ved,

Adjudicating Officer

Present staff

**Company Secretary and
authorised representative of
the above respondents.**

OIC

ORDER

In the above named M/s. Mafatlal Industries Limited

The above named company was incorporated on 20.01.1913 and presently having its Registered office situated at 301-302, Heritage Horizon, Third Floor, Off. C.G. Road, Navrangpura, Ahmedabad-380009

As per the Ministry's order vide letter No. F. No. 07/57/2016/CL-II(WR) dated 20.06.2016, the inspection of books of account and other records of the Company was carried out under section 206(5) of the Companies Act, 2013 by the Directorate (NWR), Ahmedabad. During the course of inspection of the Books of accounts and other records of the company by an officer appointed by the Central Government, under Section 206(5) of the Companies Act, 2013, it was observed and inter-alia pointed out by the Inspecting officer that provisions of **Section 118(1)** of the Companies Act, 2013 (Corresponding section 193 of the Companies Act, 1956) has been contravened as under:-

"During the inspection of books of accounts and Minutes book of the company from 2015 to 2016, it was observed that the minutes of the meeting of the General Meeting that they are typed on one side of the page and leaving the other side of the page blank and pages of minutes of 102 Annual General Meeting dated 11.08.2016 of the said minutes book are not consecutively numbered, hence in violation of section 118(1) of the Companies Act, 2013 (Corresponding Section 193 of the Companies Act, 1956). Hence, company and its directors have made themselves liable for penal action under section 118(11) of the Companies Act, 2013."

- 1) In view of the above facts the undersigned has reasonable cause to believe that the provision of Section 118 of the Companies Act, 2013 (Corresponding section 193 of the Companies Act, 1956) not been complied with by the Company and its officers in default. The office of the Registrar of Companies, Gujarat, Dadra and Nagar Haveli issued Show Cause Notices to the Company and its Six Respondents Vide Letter No. ROC/GUJ/STA(N)/Sec. 454(118)/3664 to 70 dated 03.07.2017.
- 2) The Company and its officers in default have rendered themselves liable for panel action as provided in sub-section 11 of section 118 of the Companies Act, 2013. As per provision of section 118 (11), there is provision for penalty for which the ROC is empowered to adjudicate the penalty under section 454 (3) of the Companies Act, 2013.

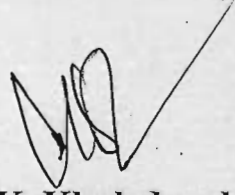
- 3) The undersigned in exercise to power conferred under sub section 3 of section 454 of the Companies Act, 2013 fixed the date of hearing on 13.07.2017 for adjudicate penalty for violation of provision of section 118 (1) read with rule 25 of the Companies (Management and Administration) Rules, 2014.
- 4) In response to the adjudication notice issued by Registrar of Companies, Gujarat vide dated 03.07.2017 to the company and its officers in default in the matter have authorized Shri Umesh Ved, Company Secretary vide authorisation dated 13.07.2017 to appear and represent before the adjudicating authority- Registrar of Companies, Gujarat on the given date and time for oral and written submission and to all acts and things as may be necessary and incidentally in the matter.
- 5) That during the hearing on 13.07.2017, Mr. Umesh Ved, Practicing Company Secretary and Authorized representative of the Respondents submitted written submission dated 13.07.2017 before the adjudicating officer. After examination of the said submission, it has been observed that Shri Rashesh Shah was Company Secretary in the company, who had resigned from the company on 13.06.2014. Hence, it was decided that he is not officer in default for the year 2015-16. Shri Umesh Ved further submitted that violation on the part of the Respondents was absolutely unintentional and was committed inadvertently without any malafied intension.

That keeping in mind all the relevant facts and after consideration of the oral submissions made by the Mr. Umesh Ved, Practicing Company Secretary and Authorized Representative of the Respondents, it is observed that the company and Respondent No. 3 to 7 had committed default under section 118 (1) of the Companies Act, 2013 for the Financial Year 2014-15 and 2015-16. And Respondent No. 2 had committed default under section 118(1) of the Companies Act, 2013 for the Financial Year 2014-15. After taking into consideration all the relevant facts of the cases, penalty Rs. 10,000/- on Company and Rs.2000/- on each Respondents are hereby imposed for each year-wise default.

The penalties imposed as under should be paid by the Respondents within prescribe time as the Act and submit the copies of Challan to this office within prescribed time limit as per the Act.-

Sr. No.	Name of the Respondents	Years	Amount (In Rs.)
1.	M/s Mafatlal Industries Limited	2015-2016	20,000/- (Two Years)
2.	Shri Rashesh Shah (Company Secretary)	2015	2,000/- (For one Year)
3.	Shri Rajiv Yogeshwar Dayal (M.D.)	2015-2016	4,000/- (For Two Years)
4.	Shri Vishad Padmanabh Mafatlal (WTD),	2015-2016	4,000/- (For Two Years)
5.	Shri Ashish Arunkumar Karanji (C.S.)	2015-2016	4,000/- (For Two Years)
6.	Shri Aniruddha Prabhakar Deshmukh (M.D.)	2015-2016	4,000/- (For Two Years)
7.	Shri Milan Pravinchandra Shah (CFO)	2015-2016	4,000/- (For Two Years)

The adjudication notice stands disposed of with this order.


(V.K. Khubchandani)
 Adjudicating officer
 Registrar of Companies,
 Gujarat, Dadra and Nagar Haveli.

Signed this Day of July, 2017.

Copy to

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301-302, Heritage Horizon, Third Floor,
OFF: C.G. Road, Navrangpura, Ahmedabad-380009
2. Shri Rashesh Shah (Company Secretary)
507, BANSIDHAR COMPLEX, OPP., POLO GROUND,
NR.BARODA HIGH SCHOOL, VADODARA, Gujarat – 390001
3. Shri Rajiv Yogeshwar Dayal (Managing Director)
Abhijeet Apts. 7th Floor, 11th Road,
KapalSociery, JVPD Scheme, Juhu, Mumbai-400049
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10, Altamount Road, Mumbai- 400 026.

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5. Shri Ashsh Arunkumar Karanji, (Company Secretary)
9, KamdhenuFlates, NutanSoc, Naranpura, Ahmedabad-380052.
6. Shri Aniruddha Prabhakar Deshmukh (Managing Director)
/102, Sharmishtha, Tarangan Towers,
Near Korum Mall/Cadbury Factory,
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7. Shri Milan Pravinchandra Shah (CFO)
Sora Mension 154-A, S.V. Road. Khar (West) Mumbai 400052
8. The Director (R & S Division)
Ministry of Corporate Affairs,
5th Floor, Paryavaran Bhavan, CGO Complex,
Lodhi Road, New Delhi
9. The Director (R & S Division)
Ministry of Corporate Affairs,
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11. Office Copy

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25 JUL 2017 / h069 TO
h030
h030

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301-302, Heritage Horizon, Third Floor,
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507, BANSIDHAR COMPLEX, OPP., POLO GROUND,
NR.BARODA HIGH SCHOOL, VADODARA, Gujarat – 390001.
3. Shri Rajiv Yogeshwar Dayal (Managing Director)
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KapolSociery, JVPD Scheme, Juhu, Mumbai-400049
4. Shri Vishad Padmanabh Mafatlal (WTD),
10, Altamount Road, Mumbai- 400 026.
5. Shri Ashish Arunkumar Karanji, (Company Secretary)
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Date of hearing- 13.07.2017

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2. Shri Naresh Chandra Senior Technical Assistant

Adjudicating Officer

Present staff

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3. Shri Umesh Ved,

Company Secretary and
authorised representative of
the above respondents.

ORDER

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The above named company was incorporated on 20.01.1913 and presently having its Registered office situated at 301-302, Heritage Horizon, Third Floor, Off. C.G. Road, Navrangpura, Ahmedabad-380009

As per the Ministry's order vide letter No. F. No. 07/57/2016/CL-II(WR) dated 20.06.2016, the inspection of books of account and other records of the Company was carried out under section 206(5) of the Companies Act, 2013 by the Directorate (NWR), Ahmedabad. During the course of inspection of the Books of accounts and other records of the company by an officer appointed by the Central Government, under Section 206(5) of the Companies Act, 2013, it was observed and inter-alia pointed out by the Inspecting officer that provisions of **Section 118(1)** of the Companies Act, 2013 (Corresponding section 193 of the Companies Act, 1956) has been contravened as under:-

"during the inspection of books of accounts and Minutes book of the company from 2015 to 2016, it was observed that the minutes of the meeting of the Audit Committee of the Board that they are typed on one side of the page and leaving the other side of the page blank and pages of minutes from meeting dated 25.03.2014 of the said minutes book is not consecutively numbered, hence in violation the provisions of section 118(1) of the Companies Act, 2013 (Corresponding Section 193 of the Companies Act, 1956). Hence, company and its directors have made themselves liable for penal action under section 118(11) of the Companies Act, 2013."

- 1) In view of the above facts the undersigned has reasonable cause to believe that the provision of Section 118 of the Companies Act, 2013 (Corresponding section 193 of the Companies Act, 1956) not been complied with by the Company and its officers in default. The office of the Registrar of Companies, Gujarat, Dadra and Nagar Haveli issued Show Cause Notices to the Company and its Six Respondents Vide Letter No. ROC/GUJ/STA(N)/Sec. 454(118)/3657 to 63 dated 03.07.2017.
- 2) The Company and its officers in default have rendered themselves liable for panel action as provided in sub-section 11 of section 118 of the Companies Act, 2013. As per provision of section 118 (11),

there is provision for penalty for which the ROC is empowered to adjudicate the penalty under section 454 (3) of the Companies Act, 2013.

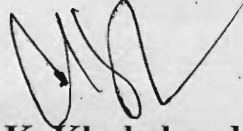
- 3) The undersigned in exercise of power conferred under sub section 3 of section 454 of the Companies Act, 2013 fixed the date of hearing on 13.07.2017 to adjudicate penalty for violation of provision of section 118 (1) read with rule 25 of the Companies (Management and Administration) Rules, 2014.
- 4) In response to the adjudication notice issued by Registrar of Companies, Gujarat vide dated 03.07.2017 to the company and its officers in default in the matter have authorized Shri Umesh Ved, Company Secretary vide authorisation dated 13.07.2017 to appear and represent before the adjudicating authority- Registrar of Companies, Gujarat on the given above date and time for oral and written submission and to all acts and things as may be necessary and incidentally in the matter.
- 5) That during the hearing on 13.07.2017, Mr. Umesh Ved; Paracting Company Secretary and Authorized representative of the Respondents submitted written submission dated 13.07.2017 before the adjudicating officer. After examination of the said submission, it has been observed that Shri Rashesh Shah was Company Secretary in the company, who had resigned from the company on 13.06.2014. Hence, it was decided that he is not officer in default for the year 2015-16. Shri Umesh Ved further submitted that violation on the part of the Respondents was absolutely unintentional and was committed inadvertently without any malafied intension.

That keeping in mind all the relevant facts and after consideration of the oral submissions made by the Mr. Umesh Ved, Practicing Company Secretary and Authorized Representative of the Respondents, it is observed that the company and Respondent No. 3 to 7 had committed default under section 118 (1) of the Companies Act, 2013 for the Financial Year 2014-15 and 2015-16. And Respondent No. 2 had committed default under section 118(1) of the Companies Act, 2013 for the Financial Year 2014-15. After taking into consideration all the relevant facts of the cases, penalty Rs. 10,000/- on Company and Rs.2000/- on each Respondents are hereby imposed for each year-wise default.

The penalties imposed as under should be paid by the Respondents within prescribed time as the Act and submit the copies of Challan to this office within prescribed time limit as per the Act.-

Sr. No.	Name of the Respondents	Years	Amount (In Rs.)
1.	M/s Mafatlal Industries Limited	2015-2016	20,000/- (Two Years)
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3.	Shri Rajiv Yogeshwar Dayal (M.D.)	2015-2016	4,000/- (For Two Years)
4.	Shri Vishad Padmanabh Mafatlal (WTD),	2015-2016	4,000/- (For Two Years)
5.	Shri Ashish Arunkumar Karanji (C.S.)	2015-2016	4,000/- (For Two Years)
6.	Shri Aniruddha Prabhakar Deshmukh (M.D.)	2015-2016	4,000/- (For Two Years)
7.	Shri Milan Pravinchandra Shah (CFO)	2015-2016	4,000/- (For Two Years)

The adjudication notice stands disposed of with this order.


(V.K. Khubchandani)
Adjudicating officer
Registrar of Companies,
Gujarat, Dadra and Nagar Haveli.

Signed this Day of July, 2017.

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In the matter of Companies Act 2013

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In the matter of

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4008 TO 86

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Present

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3. Shri Umesh Ved,

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Present staff

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"during the inspection of books of accounts and Minutes book of the company from 2015 to 2016, it is observed that the minutes of the meeting of the Corporate Social Responsibility Committee of the Board of Directors of the Company that they are typed on one side of the page and leaving the other side of the page blank and pages of the said minutes book is not consecutively numbered, hence in violation of the provisions of section 118(1) of the Companies Act, 2013 (Corresponding Section 193 of the Companies Act, 1956)."

- 1) In view of the above facts the undersigned has reasonable cause to believe that the provision of Section 118 of the Companies Act, 2013 (Corresponding section 193 of the Companies Act, 1956) not been complied with by the Company and its officers in default. The office of the Registrar of Companies, Gujarat, Dadra and Nagar Haveli issued Show Cause Notices to the Company and its Six Respondents Vide Letter No. ROC/GUJ/STA(N)/Sec. 454(118)/365 to 56 dated 03.07.2017.
- 2) The Company and its officers in default have rendered themselves liable for panel action as provided in sub-section 11 of section 118 of the Companies Act, 2013. As per provision of section 118 (11), there is provision for penalty for which the ROC is empowered to adjudicate the penalty under section 454 (3) of the Companies Act, 2013.

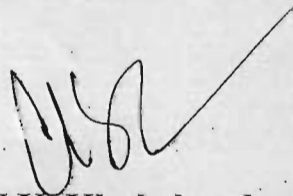
- 3) The undersigned in exercise of power conferred under sub section 3 of section 454 of the Companies Act, 2013 fixed the date of hearing on 13.07.2017 to adjudicate penalty for violation of provision of section 118 (1) read with rule 25 of the Companies (Management and Administration) Rules, 2014.
- 4) In response to the adjudication notice issued by Registrar of Companies, Gujarat vide dated 03.07.2017 to the company and its officers in default in the matter have authorized Shri Umesh Ved, Company Secretary vide authorisation dated 13.07.2017 to appear and represent before the adjudicating authority- Registrar of Companies, Gujarat on the above given date and time for oral and written submission and to all acts and things as may be necessary and incidentally in the matter. .
- 5) That during the hearing on 13.07.2017, Mr. Umesh Ved, Paracting Company Secretary and Authorized representative of the Respondents submitted written submission dated 13.07.2017 before the adjudicating officer. After examination of the said submission, it has been observed that Shri Rashesh Shah was Company Secretary in the company, who had resigned from the company on 13.06.2014. Hence, it was decided that he is not officer in default for the year 2015-16. Shri Umesh Ved further submitted that violation on the part of the Respondents was absolutely unintentional and was committed inadvertently without any malafied intension.

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Sr. No.	Name of the Respondents	Years	Amount (In Rs.)
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The adjudication notice stands disposed of with this order.

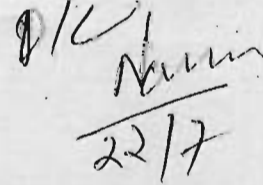

(V.K. Khubchandani)

Adjudicating officer
Registrar of Companies,
Gujarat, Dadra and Nagar Haveli.

Signed this 13 day of March, 2017.

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In the matter of Companies Act 2013

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25 JUL 2017/h10570
h113

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2. Shri Naresh Chandra Senior Technical Assistant

Adjudicating Officer

Present staff

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The above named company was incorporated on 20.01.1913 and presently having its Registered office situated at 301-302, Heritage Horizon, Third Floor, Off. C.G. Road, Navrangpura, Ahmedabad-380009

As per the Ministry's order vide letter No. F. No. 07/57/2016/CL-II(WR) dated 20.06.2016, the inspection of books of account and other records of the Company was carried out under section 206(5) of the Companies Act, 2013 by the Directorate (NWR), Ahmedabad. During the course of inspection of the Books of accounts and other records of the company by an officer appointed by the Central Government, under Section 206(5) of the Companies Act, 2013, it was observed and inter-alia pointed out by the Inspecting officer that provisions of **Section 118(1)** of the Companies Act, 2013 (Corresponding section 193 of the Companies Act, 1956) has been contravened as under:-

"During the inspection of books of accounts and Minutes book of the company from 2015 to 2016, it is observed that the minutes of the meeting of the Nomination and Remuneration Committee of the Board of Directors of the Company that they are typed on one side of the page and leaving the other side of the page blank and pages of the said minutes book is not consecutively numbered, hence in violation of the provisions of section 118(1) of the Companies Act, 2013 (Corresponding Section 193 of the Companies Act, 1956)."

- 1) In view of the above facts the undersigned has reasonable cause to believe that the provision of Section 118 of the Companies Act, 2013 (Corresponding section 193 of the Companies Act, 1956) not been complied with by the Company and its officers in default. The office of the Registrar of Companies, Gujarat, Dadra and Nagar Haveli issued Show Cause Notices to the Company and its Six Respondents Vide Letter No. ROC/GUJ/STA(N)/Sec. 454(118)/3678 to 84 dated 03.07.2017.
- 2) The Company and its officers in default have rendered themselves liable for panel action as provided in sub-section 11 of section 118 of the Companies Act, 2013. As per provision of section 118 (11), there is provision for penalty for which the ROC is empowered to adjudicate the penalty under section 454 (3) of the Companies Act, 2013.

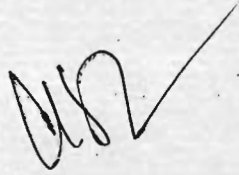
- 3) The undersigned in exercise of power conferred under sub section 3 of section 454 of the Companies Act, 2013 fixed the date of hearing on 13.07.2017 to adjudicate penalty for violation of provision of section 118 (1) read with rule 25 of the Companies (Management and Administration) Rules, 2014.
- 4) In response to the adjudication notice issued by Registrar of Companies, Gujarat vide dated 03.07.2017 to the company and its officers in default in the matter have authorized Shri Umesh Ved, Company Secretary vide authorisation dated 13.07.2017 to appear and represent before the adjudicating authority- Registrar of Companies, Gujarat on the date given above and time for oral and written submission and to all acts and things as may be necessary and incidentally in the matter.
- 5) That during the hearing on 13.07.2017, Mr. Umesh Ved, Paracting Company Secretary and Authorized representative of the Respondents submitted written submission dated 13.07.2017 before the adjudicating officer. After examination of the said submission, it has been observed that Shri Rashesh Shah was Company Secretary in the company, who had resigned from the company on 13.06.2014. Hence, it was decided that he is not officer in default for the year 2015-16. Shri Umesh Ved further submitted that violation on the part of the Respondents was absolutely unintentional and was committed inadvertently without any malafied intension.

That keeping in mind all the relevant facts and after consideration of the oral submissions made by the Mr. Umesh Ved, Practicing Company Secretary and Authorized Representative of the Respondents, it is observed that the company and Respondent No. 3 to 7 had committed default under section 118 (1) of the Companies Act, 2013 for the Financial Year 2014-15 and 2015-16. And Respondent No. 2 had committed default under section 118(1) of the Companies Act, 2013 for the Financial Year 2014-15. After taking into consideration all the relevant facts of the cases, penalty Rs. 10,000/- on Company and Rs.2000/- on each Respondents are hereby imposed for each year-wise default.

The penalties imposed as under should be paid by the Respondents within prescribed time as the Act and submit the copies of Challan to this office within prescribed time limit as per the Act.-

Sr. No.	Name of the Respondents	Years	Amount (In Rs.)
1.	M/s Mafatlal Industries Limited	2015-2016	20,000/- (Two Year)
2.	Shri Rashesh Shah (Company Secretary)	2015	2,000/- (One Year)
3.	Shri Rajiv Yogeshwar Dayal (M.D.)	2015-2016	4,000/- (Two Year)
4.	Shri Vishad Padmanabh Mafatlal (WTD),	2015-2016	4,000/- (Two Year)
5.	Shri Ashish Arunkumar Karanji (C.S.)	2015-2016	4,000/- (Two Year)
6.	Shri Aniruddha Prabhakar Deshmukh (M.D.)	2015-2016	4,000/- (Two Year)
7.	Shri Milan Pravinchandra Shah (CFO)	2015-2016	4,000/- (Two Year)

The adjudication notice stands disposed of with this order.


(V.K. Khubchandani)
 Adjudicating officer
 Registrar of Companies,
 Gujarat, Dadra and Nagar Haveli.

Signed this Day of July, 2017

Copy To:

1. M/s. Mafatlal Industries Limited
301-302, Heritage Horizon, Third Floor,
OFF. C.G. Road, Navrangpura, Ahmedabad-380009
2. Shri Rashesh Shah (Company Secretary)
507, BANSIDHAR COMPLEX, OPP., POLO GROUND,
NR.BARODA HIGH SCHOOL, VADODARA, Gujarat – 390001
3. Shri Rajiv Yogeshwar Dayal (Managing Director)
Abhijeet Apts. 7th Floor, 11th Road,
KapolSociery, JVPD Scheme, Juhu, Mumbai-400049
4. Shri Vishad Padmanabh Mafatlal (WTD),
10, Altamount Road, Mumbai- 400 026.

O/C
Nareln
 22/7

5. Shri Ashsh Arunkumar Karanji, (Company Secretary)
9, KamdhenuFlates, NutanSoc, Naranpura, Ahmedabad-380052.
6. Shri Aniruddha Prabhakar Deshmukh (Managing Director)
/102, Sharmishtha, Tarangan Towers,
Near Korum Mall/Cadbury Factory,
ShaheedMangal Pandey Road, THANE 400606 Maharashtra.
7. Shri Milan Pravinchandra Shah (CFO)
Sora Mension 154-A, S.V. Road. Khar (West) Mumbai 400052
8. The Director (R & S Division)
Ministry of Corporate Affairs,
5th Floor, Paryavaran Bhavan, CGO Complex,
Lodhi Road, New Delhi
9. The Director (R & S Division)
Ministry of Corporate Affairs,
5th Floor, Paryavaran Bhavan, CGO Complex,
Lodhi Road, New Delhi
10. Mater File
11. Office Copy