

March 05, 2025

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
BSE Scrip Code: **522281**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051  
NSE Symbol: **RAMRAT**

Dear Sir / Ma'am,

**Sub: Proceedings / Outcome of the Meeting of the Equity Shareholders of Ram Ratna Wires Limited (“the Company”) held on March 05, 2025 pursuant to the directions of the National Company Law Tribunal, Mumbai Bench**

In continuation to our letter dated January 31, 2025 and pursuant to the Order dated January 09, 2025 (“**Order**”) passed by the Hon’ble National Company Law Tribunal, Mumbai Bench (“**Hon’ble NCLT**”) and in compliance with applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), each as amended from time to time, we would like to inform that the meeting of the Equity Shareholders of the Company (“**Meetings**”) was held on Wednesday, March 05, 2025 at 11:00 A.M. (IST) through Video Conferencing / Other Audio-Visual Means (“**VC/OAVM**”) to transact the business contained in the Notice dated January 31, 2025 (“**Notice**”), for approval to the Scheme of Amalgamation of Global Copper Private Limited (“**Transferor Company**” or “**GCPL**”) with and into Ram Ratna Wires Limited (“**Transferee Company**” or “**RRWL**”) and their respective shareholders under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013. We would like to inform that the business contained in the Notice was transacted and passed by the Equity Shareholders with requisite majority.

In this regard, we are enclosing herewith the following:

1. Proceedings/outcome of the Meeting of the Company, as required under Regulation 30 and Part A of Schedule III of the SEBI Listing Regulations, marked as **Annexure A**.
2. Results of the remote e-voting (prior to the Meeting as well as during the Meeting), in relation to the item of business transacted at the said Meeting, as required under Regulation 44(3) of the SEBI Listing Regulations, marked as **Annexure B**.

3. The Scrutinizer's Report dated March 05, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, marked as **Annexure C**.

Request you to kindly take the same on your records.

Thanking you.

Yours faithfully,

For **Ram Ratna Wires Limited**

**Saurabh Gupta**

**AGM - Company Secretary**

Encl: a/a

**Proceedings/outcome of the Meeting of the Equity Shareholders of Ram Ratna Wires Limited (“the Company”) held on March 05, 2025 pursuant to the directions of the National Company Law Tribunal, Mumbai Bench**

**A. Date, time and venue of the Meetings**

The Meeting of the Equity Shareholders of the Company convened pursuant to the Order of NCLT was held on Wednesday, March 05, 2025, at 11:00 A.M. (IST) through Video Conferencing / Other Audio-Visual Means (“VC/OAVM”).

**B. Proceedings in brief**

Mr. Saurabh Gupta, AGM - Company Secretary of the Company, welcomed all the Members and informed that, in accordance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) and in compliance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder as amended and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) the meeting was being held through VC/OAVM. The address of the registered office of the Company was deemed venue of the NCLT Convened Meeting.

He informed the Members that the Company had made all feasible efforts to ensure participation of Members through VC/OAVM and vote at the meeting.

As the meeting was being held through VC/OAVM and there was no physical attendance of Members, Members were informed that the requirement of appointing proxies was not applicable.

Mr. Gupta thereafter introduced Mr. P. K. Das, appointed as the Chairman (“**Chairman**”) pursuant to the order of the Hon’ble National Company Law Tribunal, Mumbai Bench (“**NCLT**”) dated January 09, 2025, for the purpose of considering the Scheme of Amalgamation of Global Copper Private Limited (“Transferor Company”) with and into Ram Ratna Wires Limited (“Transferee Company”) and their respective shareholders and requested him to occupy the Chair and preside over the meeting.

The Chairman introduced himself and the other Directors who attended the meeting viz. Mr. Mahendrakumar Rameshwarlal Kabra, Managing Director, Mr. Hemant Mahendrakumar Kabra, President & CFO (Executive Director), Mr. Ramesh Chandak, Independent Director and Chairman of Audit Committee, Nomination & Remuneration Committee and CSR Committee, Mrs. Payal Agarwal, Independent Director and Chairman of Stakeholders Relationship Committee, Mr. Ankit Kedia, Independent Director, Mr. Ashok Kumar Goel, Independent Director and Mr. Shri Hitesh Laxmichand Vaghela, Director.

Total 50 members were present for this Meeting. The requisite quorum of members being present, the meeting was called to order.

The Chairman informed that the representatives of M/s. Bhagwagar Dalal & Doshi, Statutory Auditors and Mr. Keval Mahendra Shah, Scrutinizer for e-voting process were also present at the meeting.

Mr. Keval Mahendra Shah, Chartered Accountant was appointed as the Scrutinizer for scrutinizing the remote e-voting and e-voting at the Meeting.

The Chairman then addressed the Members with his speech.

The Company Secretary informed regarding the Scheme of Amalgamation and its rationale.

With the consent of the Members, the Notice of the Meeting was taken as read.

The Chairman placed the following items of business, as per the notice of the Meeting dated January 31, 2025, for the approval of the members:

<b>Sr. No.</b>	<b>Resolution</b>	<b>Type of Resolution</b>
<b>Special Business</b>		
1.	Approval to the Scheme of Amalgamation of Global Copper Private Limited (' <b>Transferor Company</b> ' or ' <b>GCPL</b> ') with and into Ram Ratna Wires Limited (' <b>Transferee Company</b> ' or ' <b>RRWL</b> ' or ' <b>the Company</b> ') and their respective shareholders under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013	Special Resolution

The Chairman thereafter instructed to commence the Question-and-Answer Session.

The Question-and-Answer Session was initiated, whereby the registered speaker shareholders expressed their views and sought clarification relating to the agenda item of this Meeting.

Mr. Saurabh Gupta responded to the queries of the Members.

The Chairman, thereafter, thanked all the Members, Directors and Officers for their participation at the Meeting. He informed the members that the e-voting process will continue for the next 15 minutes and will be disabled automatically thereafter.

### **C. Voting by Equity Shareholders**

The Company had provided the members, facility to cast their vote electronically, on the resolution set forth in the notice. The members who were present at the Meeting and had not casted their votes electronically were provided an opportunity to cast their votes at the end of the meeting through e- voting facility available on the NSDL platform.

The voting results (remote e-voting and voting at the Meeting through electronic voting system) pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 is enclosed herewith.

The Meeting concluded at 11:40 A.M. IST upon completion of the e-Voting process.

Note: This document does not constitute the minutes of the proceedings of the Meeting of Equity Shareholders of the Company.

## Annexure - B

RAM RATNA WIRES LTD. - National Company Law Tribunal convened meeting -5th March, 2025

<b>Date of the Meeting</b>	5th Mar, 2025
<b>Total number of shareholders on Cut-off Date</b>	19316
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group:	0
Public:	0
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	8
Public:	42

<b>Resolution required: (Ordinary/Special)</b>			Special (01) : To consider and approve, with or without modification(s), the Scheme of Amalgamation of Global Copper Private Limited ('Transferor Company') with and into Ram Ratna Wires Limited ('Transferee Company') and their respective shareholders (Scheme').					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			NO					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting		3701536	11.517	3701536	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	32139492	3701536	11.517	3701536	0	100.000	0.000
Public - Institutions	E-Voting		4488	2.768	4488	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	162111	4488	2.768	4488	0	100.000	0.000
Public - Non Institutions	E-Voting		1418719	12.084	1418718	1	100.000	0.000
	Poll		5050	0.043	5050	0	100.000	0.000
	Postal Ballot (If Applicable)		0	0.000	0	0	0.000	0.000
	Total	11740397	1423769	12.127	1423768	1	100.000	0.000
Total		44042000	5129793	11.648	5129792	1	100.000	0.000

Note: 2,30,000 shares held by one shareholder, who are relatives of the promoter, are excluded from the calculation of voting as shown in the table above.

## KEVAL MAHENDRA SHAH & ASSOCIATES

Firm Registration Number: 161464W

Registered Office: E/403, Neelambuj Bldg, Shankar Lane, Kamal Apartment, Kandivali West, Kandivali West, Mumbai 400067, Maharashtra, India; Email ID- [kevalshah\\_001@yahoo.co.in](mailto:kevalshah_001@yahoo.co.in)  
Contact No.- +91 98699 77076

To

The Chairman appointed for the meeting of the Equity Shareholders

**RAM RATNA WIRES LIMITED**

CIN: L31300MH1992PLC067802

Ram Ratna House,

Victoria Mill Compound (Utopia City),

Pandurang Budhkar Marg,

Worli, Mumbai - 400 013

**Sub: Consolidated Scrutinizer's Report on the results of voting by the Equity Shareholders of Ram Ratna Wires Limited ('the Company') through remote e-voting process (prior to and during the meeting) at the meeting convened in accordance with the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' or 'Hon'ble NCLT') vide Order dated January 09, 2025, in Company Scheme Application CA (CAA) No. 248/MB/2024 held on Wednesday, March 05, 2025, at 11:00 a.m. IST, through video conferencing / other audio-visual means ('Meeting').**

Dear Sir,

I, Mr. Keval Mahendra Shah (Membership No. 191638), proprietor of M/s Keval Mahendra Shah & Associates, Practicing Chartered Accountant (ICAI Firm Registration Number: 161464W), have been appointed by the Hon'ble NCLT, vide its Order dated January 09, 2025, in Company Scheme Application CA(CAA) No. 248/MB/2024 ('Order'), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230 to 232 of the Companies Act, 2013 ('Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Sections 108 of the Act read with Companies (Management and Administration) Rules, 2014 read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), on the resolution seeking approval of the Equity Shareholders Ram Ratna Wires Limited for the Scheme of Amalgamation (merger by absorption) of Global Copper Private Limited with and into Ram Ratna Wires Limited and their respective shareholders ('Scheme'), in terms of the Notice dated January 31, 2025, convening the said Meeting.

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Contact No.- +91 98699 77076

I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by National Securities Depository Limited (NSDL) by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.
2. The voting period for the remote e-voting prior to the Meeting commenced on **Sunday, March 02, 2025 at 9:00 a.m. (IST) and ended on Tuesday, March 04, 2025 at 5:00 p.m. (IST).**
3. The Company had also provided remote e-voting facility to the Equity Shareholders present at the Meeting through video conferencing / other audio-visual means and who had not cast their votes through remote e-voting prior to the Meeting.
4. The **cut-off date was Wednesday, February 26, 2025**, for the purpose of determining the shareholders entitled to vote through remote e-voting and e-voting conducted at the Meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated January 31, 2025 convening the Meeting of the Equity Shareholders of the Company along with the Scheme and Statement under Sections 230 to 232 of the Act ('Scheme') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Equity Shareholders in respect of the resolution to be passed at the Meeting only through electronic mode via e-mail to those Equity Shareholders whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depository Participant(s)/ Depositories as on January 24, 2025.
6. After the closure of the voting at the Meeting, the report on the voting done at the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ('RTA') and the authorisations lodged with the Company/ Company's RTA.

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8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, and e-voting at the Meeting on the resolution contained in the Notice of Meeting of the Equity Shareholders.
9. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes, based on the reports generated from the remote e-voting system, and e-voting at the Meeting provided by NSDL.
10. The Resolution placed before the shareholders and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the Equity Shareholders of the Company are given below:

## **Resolution:**

**“RESOLVED THAT** in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India Act, 1992 and the Regulations thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI Circulars, the Observation Letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, both dated October 29, 2024, the Memorandum and Articles of Association of Ram Ratna Wires Limited and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench (hereinafter referred to as 'Hon'ble Tribunal'/'NCLT'), and such other approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble Tribunal or any other regulatory or statutory authority(ies), while granting such

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consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by the Board to exercise its powers including the powers conferred by this Resolution), the proposed Scheme of Amalgamation (merger by absorption) of Global Copper Private Limited ('Transferor Company') with and into Ram Ratna Wires Limited ('Transferee Company' or 'Company') and their respective shareholders ('Scheme'), as enclosed with this Notice of the NCLT convened Meeting of the equity shareholders, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board and Mr. Saurabh Gupta, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem requisite, desirable, appropriate or necessary, to give effect to this resolution and effectively implement the proposed amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the Scheme or by any statutory/ regulatory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Shareholders and the Shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.

**RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company."

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- A. The results of votes cast by all the Equity Shareholders (including Promoter & Promoter Group, Related Parties, Subsidiaries and Associates of the Promoter & Promoter Group of the Company) through remote e-voting prior to Meeting and e-voting process during the Meeting of the Company is as under:

- (i) Voted **in favour** of the resolution:

Mode of voting	No. of shareholders	No. of shares	% of total no. of shares of valid vote cast
Remote E-Voting	86	53,54,742	99.91%
E-Voting at the time of Meeting	4	5,050	0.09%
<b>Total</b>	<b>90</b>	<b>53,59,792</b>	<b>100.00%</b> <b>(Rounded off)</b>

- (ii) Voted **against** the resolution:

Mode of voting	No. of shareholders	No. of shares	% of total no. of shares of valid vote cast
Remote E-Voting	1	1	0.00% (Rounded off to nearest integer)
E-Voting at the time of Meeting	0	0	0.00%
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00%</b> <b>(Rounded off to nearest integer)</b>

- (iii) **Invalid** votes:

Mode of voting	No. of shareholders	No. of shares
Remote E-Voting	0	0
E-Voting at the time of Meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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- B. The results of votes cast by the public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company), as required under Part-I(A)(10)(b) of the Securities and Exchange Board of India Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 (SEBI Scheme Circular), through remote e-voting prior to Meeting and e-voting process during the Meeting of the Company is as under:

- (i) Voted **in favour** of the resolution:

Mode of voting	No. of Public shareholders	No. of shares of public shareholders	% of total no. of shares of valid vote cast
Remote E-Voting	82*	14,23,206	99.65%
E-Voting at the time of Meeting	4	5,050	0.35%
<b>Total</b>	<b>86</b>	<b>14,28,256</b>	<b>100.00% (Rounded off)</b>

*\* 2,30,000 shares held by one shareholder, who are relatives of the promoter, are excluded from the calculation of the number of public shareholders 'voted in favor of the resolution' as shown in the table above*

- (ii) Voted **against** the resolution:

Mode of voting	No. of Public shareholders	No. of shares of public shareholders	% of total no. of shares of valid vote cast
Remote E-Voting	1	1	0.00% (Rounded off to nearest integer)
E-Voting at the time of Meeting	0	0	0.00%
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00%</b> (Rounded off to nearest integer)

- (iii) **Invalid** votes:

Mode of voting	No. of Public shareholders whose votes were invalid	No. of shares of invalid votes cast by public shareholders
Remote E-Voting	0	0

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E-Voting at the time of Meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

11. Based on the aforesaid results, I report that the resolution approving the Scheme, as stated in the Notice of the Meeting, has been duly passed with the requisite majority of Equity Shareholders. Furthermore, in accordance with the SEBI Scheme Circular, the votes cast by the Public Equity Shareholders in favour of the proposed resolution exceed the number of votes cast by the Public Equity Shareholders against the proposed resolution. Accordingly, the Scheme stands approved by the requisite majority of Equity Shareholders.
12. All relevant records relating to remote e-voting prior to as well as during the Meeting are handed over to the Company Secretary of the Company for safe keeping.

Thanking you,  
Yours faithfully,

For KEVAL MAHENDRA SHAH & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 161464W)

Keval Mahendra Shah  
Digitally signed by Keval Mahendra Shah  
Date: 2025.03.05  
15:43:27 +05'30'

CA Keval Mahendra Shah  
Proprietor  
(Membership No. 191638)  
UDIN: 25191638BMLJOI7937

Place: Mumbai  
Dated: 05.03.2025