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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

BENCH AT NEW DELHI

CA (CAA)-98/(ND)/2021

IN THE MATTER OF THE COMPANIES ACT, 2013 SECTION 230 TO 232

AND

IN THE MATTER OF AMALGAMATION OF

BHUJADHARI VINCOM PRIVATE LIMITED

C-677, New Friends Colony New Delhi -110025

CIN: U51101DL2010PTC329104

... Applicant Company No. 1

/ Transferor Company No. 1

ROSEBUD TRADELINK PRIVATE LIMITED

C-677, New Friends Colony New Delhi -110025

U52390DL2010PTC332118

... Applicant Company No. 2

/Transferor Company No. 2

WITH

UNICURE INDIA LIMITED

C-677, New Friends Colony New Delhi -110025

CIN: U74899DL1980PLC010642

... Applicant Company No. 3

/ Transferee Company

And Their Respective Shareholders & Creditors

**REPORT OF THE CHAIRMAN ON THE MEETING OF UN-SECURED
CREDITORS OF UNICURE INDIA LIMITED**

1. I, Karan Malhotra, Advocate, the person appointed by the Hon'ble National Company Tribunal, New Delhi Bench vide its Order dated, 25th January, 2022, to act as the Chairman of the meeting of Un-Secured Creditors of **UNICURE INDIA LIMITED** (hereinafter referred to as "the Applicant Company No. 3 / the Transferee Company / the Company"), summoned by notice served individually to the Un-Secured Creditors of



the Transferor Company and by advertisement published in "Business Standard" (English, Delhi Edition) and 'Hindustan' (Hindi, Delhi Edition) dated 04th February, 2022, held on Wednesday, 09th March, 2022 at 2:00 p.m. through Video Conferencing, do hereby report to this Hon'ble Tribunal as follows:

2. That, in terms of the Order dated 25th January, 2022, Notice of the meeting was sent by the Transferee Company to all the Un-Secured Creditors of the Transferee Company - **UNICURE INDIA LIMITED**, accompanied by the Explanatory Statement [under Sections 230 & 232 of the Companies Act, 2013 and the Companies (Compromises, Amalgamations and Amalgamations) Rules, 2016, and other applicable provisions, if any), the proposed Scheme of Amalgamation, Form of Proxy, along with other documents, through Speed Post & E-mail, as the case may be, on 05th February, 2022 (date of completion), and by advertisement published in "Business Standard" (English, Delhi Edition) and 'Hindustan' (Hindi, Delhi Edition) dated 04th February, 2022.
3. That, as per the list of Un-Secured Creditors filed by the Transferee Company along with the First Motion Application, the Transferee Company had 712 (Seven Hundred and Twelve) Un-Secured Creditors aggregating to Rs. 77,69,77,558.85 (Rupees Seventy-Seven Crores Sixty-Nine Lakhs Seventy-Seven Thousand Five Hundred and Fifty-Eight and Eighty-Five Paise Only) and constituting 77,69,77,558.85 (Rupees Seventy-Seven Crores Sixty-Nine Lakhs Seventy-Seven Thousand Five Hundred and Fifty-Eight) votes. The meeting was attended by the unsecured creditors through virtual mode by 48 (Forty-Eight) Un-Secured Creditors aggregating to Rs.16,17,83,749/- (Rupees Sixteen Crore Seventeen Lakhs Eighty-Three Thousand Seven Hundred Forty-Nine only) and constituting 16,17,83,749 (Sixteen Crore Seventeen Lakhs Eighty-Three Thousand Seven Hundred Forty-Nine) votes, representing 20.82% of the Total Un-Secured Creditors of the Transferee Company.
4. That the Hon'ble Tribunal vide its Order dated 25th January, 2022, fixed the quorum for the meeting of Un-Secured Creditors at 75% in value of the Total Un-Secured Creditors of the Transferee Company. Further, the meeting of the Un-Secured Creditors was held on Wednesday, 9th March, 2022 at 2:00 p.m. at The National Sports club of India, Gate 3, Mathura Road, Matkapeer, Pragati Maidan, New Delhi-

110001 (for the purposes of recording) through virtual mode [i.e. video conferencing or other audio visual means ("VC/OAVM")].

5. That the meeting commenced at 2.00 PM. The required quorum not being present, the meeting was adjourned for half an hour and thereafter at 2.30 PM the persons present were deemed to constitute the quorum as per the directions of the Hon'ble NCLT.
6. That the Scheme of Amalgamation of **BHUJADHARI VINCOM PRIVATE LIMITED** (Transferor Company No. 1), **ROSEBUD TRADELINK PRIVATE LIMITED** (Transferor Company No. 2) with M/s **UNICURE INDIA LIMITED** and their respective Shareholders & Creditors, was read out and explained in the meeting by me and the question submitted to the said meeting was whether the Un-Secured Creditors of the Transferee Company approve, with or without modification(s), the said Scheme of Amalgamation submitted to the meeting and agree thereto.
7. That voting upon the aforesaid question of considering and approving, with or without modification(s), the Scheme of Amalgamation was then conducted by poll for the Un-Secured Creditors who were present in virtual mode.
8. That after voting by poll was concluded and closed, Mr. Vijay Kumar Sharma, Practicing Company Secretary, who was appointed by the Hon'ble Tribunal as the Scrutinizer for the purpose of the meeting, scrutinized and prepared a summary of the voting made in the meeting through virtual mode.
9. A copy of the Scrutinizer's Report, duly signed by the Scrutinizer, is enclosed herewith and marked as **Annexure: 1**.
10. That the Un-Secured Creditors were of the opinion that the Scheme of Amalgamation be approved, adopted and agreed to without any modification. A resolution to this effect was passed at the meeting by requisite majority. A copy of the said resolution is enclosed herewith and marked as **Annexure: 2**.
11. That the result of the voting upon the Scheme of Amalgamation was as follows:

Vijay Kumar Sharma

Manner of Voting (Poll and E-voting)	Number of Un-Secured Creditors votes	Value of Votes (Un-Secured Creditor – Amount in Rupees)	Percentage of present and voting (%)
a) Total Attendees	48	16,17,83,749	100%
b) Total Votes Cast	38	10,87,71,186	67.23%
c) Less: Invalid Votes	4	25,096	0.01%
d) Net Valid Votes	34	10,87,46,090	67.22%
e) Votes with Assents	34	10,87,46,090	67.22%
f) Votes with Dissents	0	0	0

12. That the list of **Un-Secured Creditors** of the Transferee Company who **voted in favour** of the said Scheme of Amalgamation being adopted and carried into effect without any modification is enclosed herewith and marked as **Annexure: 3**.
13. That **none of the Un-Secured Creditors** voted against the Scheme of Amalgamation being adopted and carried into effect unanimously.
14. That Mr. Vijay Kumar Sharma, Practicing Company Secretary, who was appointed by the Hon'ble Tribunal as the Scrutinizer for the purpose of the meeting was present in the meeting and assisted me in conducting the meeting.
15. It is further informed that the undersigned had on March 5, 2022 received a letter dated March 4, 2022 (on whatsapp) from Mr. Ikhlas Ahmed Chawla (director of the Transferee Company and also unsecured creditor) raising objections to the Scheme of Amalgamation. Thereafter, on March 9, 2022, after the meeting, certain objections were received by the undersigned (on whatsapp) from Mr. Ikhlas Ahmed Chawla. The undersigned inquired into the objections with the assistance of the Ld.

Kumar Anand

Scrutinizer appointed by this Hon'ble Tribunal. The objections received from Mr. Ikhlas Ahmed Chawla w.r.t the conduct of the meeting were confirmed by the the Ld. Scrutinizer to be unfounded and the same is also observed in the report of the Scrutinizer attached hereto. In continuation to the objections received on March 9, 2022 (on whatsapp) by Mr. Ikhlas Ahmed Chawla, the undersigned recieved the objections on email also.

16. That original recording of video conferencing along with all the relevant documents with respect to the voting made in the meeting on the Scheme of Amalgamation, duly initialled by me and Scrutinizer of the meeting, and other papers were handed over to the Transferee Company for safe custody and record.

KARAN MALHOTRA

ADVOCATE

Chairman of the meeting of
Un-Secured Creditors of UNICURE INDIA LIMITED
Mobile: +91-9971304540
E-mail: karanmalhotra@knlawoffices.in

PLACE: NEW DELHI

DATE: 20.03.2022



SCRUTINIZERS' REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administrations) Rules 2014 as amended]

To,
Mr. Karan Malhotra, Advocate

[Chairperson appointed for the meeting of the unsecured creditors of **Unicure India Limited** [CIN: U74899DL1980PLC010642], convened under the supervision of the Hon'ble National Company Law Tribunal, ("NCLT"), New Delhi Bench-V at New Delhi vide its order pronounced on 25th January, 2022 passed in Company Application CA (CAA) No. 98/230/232/ND/2021]

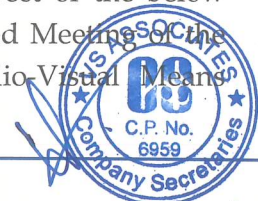
Sub: Consolidated Scrutinizer's Report on the voting made through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") in the meeting of unsecured creditors of Unicure India Limited.

Dear Sir,

I, Vijay Kumar Sharma, Company Secretary in Practice (M.NO. FCS 6379, CP No.: 6959) appointed by the Hon'ble NCLT, New Delhi Bench-V at New Delhi, vide its order dated 25th January, 2022, to act as "the Scrutinizer for the meeting of unsecured creditors of Unicure India Limited (hereinafter referred to as "the Transferee Company/the Company") held on Wednesday, 9th March, 2022 at 2:00 P.M. through Video Conferencing or Other Audio-Visual Means ("VC/OAVM"), to consider and, if thought fit, approve, the Scheme of Amalgamation of Bhujadhari Vincom Private Limited (Transferor Company No. 1) and Rosebud Tradelink Private Limited (Transferor Company No. 2) with Unicure India Limited (Transferee Company) and their respective Shareholders and Creditors and other connected matter, if any, in pursuance to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

I do hereby submit herewith the Scrutinizer's Report and relevant details on the voting made through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") in the meeting as under:

1. The Notice of the NCLT convened meeting dated 04th February, 2022 along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Transferee Company was sent to the unsecured creditors in respect of the below mentioned resolution proposed to be passed at the NCLT convened Meeting of the Transferee Company through Video Conferencing or Other Audio-Visual Means



("VC/OAVM"), at NCLT convened Meeting to those unsecured creditors whose email addresses were registered with the Transferee Company:

Approval of arrangement embodied in the Scheme of Amalgamation and other connected matters:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the of Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT" or "Tribunal"), and subject to such other approvals, consents, sanctions and permissions of the regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, consents, sanctions and permissions, which maybe agreed to by the Board of Directors of the Company, the arrangement embodied in the proposed Scheme of Amalgamation of Bhujadhari Vincom Private Limited (Transferor Company No. 1) and Rosebud Tradelink Private Limited (Transferor Company No. 2) with Unicure India Limited (Transferee Company) and their respective Shareholders and Creditors, the ("Scheme") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby 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 arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

2. The Management of the Transferee Company is responsible to ensure the compliance with the requirement of the Order of the Hon'ble NCLT dated 25th Januray, 2022 (the "Order") and the Companies Act, 2013 read with the rules made thereunder, circulars and notifications issued by the Ministry of Corporate Affairs ("MCA") relating to voting through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") during the meeting by the unsecured creditors of the Transferee Company on the Resolution contained in the Notice dated 04th February 2022.
3. My responsibility as Scrutinizer is to ensure that voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report, being this Report of the total votes cast "in favour" and "against" the said Resolution based on the voting made through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") in the meeting.



4. After the closure of e-voting at the NCLT Convened meeting, the report on voting made through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") in the meeting were counted.
5. I have scrutinized and reviewed voting made through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") in the meeting.
6. Following are the observations in regards to the result of the voting upon the Scheme of Amalgamation
 - a. Mr. Neeraj Kumar Singh, Creditor of the Company has voted "Against" the Scheme of Amalgamation in the course of meeting. During the course of the meeting a call was received by the Chairman of the meeting from him wherein he confessed that he has voted "Against" the Scheme of Amalgamation inadvertently and now he wants to change his decision to "Favour". After considering all the facts and in order to avoid duplicity his vote is being taken as "Invalid".
 - b. Mr. Pankaj Tyagi was appointed as a Authorised Representative of 4 Creditors of the Company however he voted only for 2 creditors i.e, LVS Financial Services Private Limited and RMC Finance & Leasing Private Limited. For the companies Shril Investment Limited and Sirsa Deposit & Advances Limited, no vote was made.
 - c. Mr. Ikhlas Ahmed Chawla, Creditor of the Company was present in the meeting at the time of Commencement of meeting. Thereafter he was not present in the meeting and also did not vote in the meeting. He raised an objection regarding his non-attendance in the meeting. Considering the case where he was present and voted either in Favour or against the resolution, there would have been a minute difference in the percentage of the voting. Hence his vote is being taken as "Not-voted".
7. The result of the voting upon the Scheme of Amalgamation (by way of voting through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") in the meeting, after considering the above mentioned observations, is given as under:

Sl. No.	Particulars	No. of Unsecured creditors	No. of votes Cast
1.1	Unsecured creditors present in the meeting through Video Conferencing or Other Audio-Visual Means ("VC/OAVM")	48	16,17,83,749
1.2	Unsecured creditors present in the meeting and voted through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") in the meeting	38	10,87,71,186



1.3	Unsecured creditors present in the meeting who have abstained from voting	10	5,30,12,563
2.1	Total Votes Cast in the meeting which were considered for the purpose of this Report	38	10,87,71,186
3.1	Invalid Votes	4	25,096
4.1	Total Valid Votes	34	10,87,46,090
5.1	Votes Against	0	0
6.1	Votes Against as % of total valid votes cast	0	0
7.1	Votes in Favour	34	10,87,46,090
8.1	Votes in Favour as % of total valid votes cast	100%	100%

8. List of **unsecured creditors** of the Company who voted "FOR" is enclosed herewith.

9. All relevant documents, records and papers relating to voting made through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") are enclosed herewith for doing needful in the matter.

Thanking you,

Yours faithfully,



Vijay Kumar Sharma

[Scrutinizer appointed for the NCLT convened Meeting]

Company Secretary in Practice

M.NO. FCS 6379, C.P. No: 6959

UDIN: F006379C002905099

Place: New Delhi

Date: 12-03-2022

List of unsecured creditors of Unicure India Ltd who voted in favour of the Scheme of Amalgamation (through Video Conferencing or Other Audio-Visual Means ("VC/OAVM"))

Sl. No.	Name of unsecured creditors	Amount	No. of Votes
1.	A.K. Enterprises	10,096,930.00	10,096,930
2.	Abdos trading Company Private Limited	895,406.00	895,406
3.	Abdul Mateen	10,400,000.00	10,400,000
4.	Amin UI Aziz	5,100,000.00	5,100,000
5.	Apar Industries Limited	1,181,195.00	1,181,195
6.	Chandriika Prasad	38,881.00	38,881
7.	Dabar Pack Industries	49,796.00	49,796
8.	EU-Medicaments	2,000,000.00	2,000,000
9.	Govind Ballabh Tiwari	41,875.00	41,875
10.	Innovative Packers	1,268,915.00	1,268,915
11.	IntkhabAlam	50,189.00	50,189
12.	Kamakshi Packaging	465,463.00	465,463
13.	Kashish Aziz	1,257,775.00	1,257,775
14.	Kheem Singh Negi & Sons	671,715.00	671,715
15.	LVS Financial Services Pvt. Ltd.	12,500,000.00	12,500,000
16.	Medi Pharma Drug House	72,329.00	72,329
17.	Medi Rasayan Pvt Ltd	50,000.00	50,000
18.	Medicos India	7,958,921.00	7,958,921
19.	Mohan Kumar V	45,500.00	45,500
20.	N.D. Tyagi (Narendra Dutt Tyagi)	58,328.00	58,328
21.	Neha Sharma	28,500.00	28,500
22.	Papers "N" Colours	581,189.00	581,189
23.	Parmeshwar & Sons	8,740,498.00	8,740,498
24.	Perfect Pack	41,286.00	41,286
25.	Prikesh Kumar Roy	8,022.00	8,022
26.	Priyanka Sharma	25,581.00	25,581
27.	RCM Finance & Leasing Pvt. Ltd.	15,000,000.00	15,000,000
28.	Sana Aziz	1,000,000.00	1,000,000
29.	ShehzanLaif	50,000.00	50,000
30.	SJA Biotech India Pvt ltd	28,471,390.00	28,471,390
31.	Sumit Tyagi	15,830.00	15,830
32.	Sunil Anil & Associates	555,000.00	555,000
33.	Tejpal Karn	15,500.00	15,500
34.	Yogita Saini	10,076.00	10,076
	TOTAL	10,87,46,090.00	



UNICURE INDIA LIMITED

House No. C-677, New Friends Colony, New Delhi 110025

PH. 011-61400900, EMAIL- finance@unicure.com

CIN-U74899DL1980PLC010642

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE UNSECURED CREDITORS OF UNICURE INDIA LIMITED (TRANSFEREE COMPANY) HELD THROUGH VIDEO CONFERENCING ON WEDNESDAY, THE 09TH DAY OF MARCH 2022 AT 2:00 P.M. AT NATIONAL SPORTS CLUB OF INDIA, GATE 3, MATHURA ROAD, MATKAPEER, PRAGATI MAIDAN, NEW DELHI- 110001

APPROVAL OF SCHEME OF AMALGAMATION OF BHUJADHARI VINCOM PRIVATE LIMITED (TRANSFEROR COMPANY NO. 1) AND ROSEBUD TRADELINK PRIVATE LIMITED (TRANSFEROR COMPANY NO. 2) WITH UNICURE INDIA LIMITED (TRANSFEREE COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the of Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT" or "Tribunal"), and subject to such other approvals, consents, sanctions and permissions of the regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, consents, sanctions and permissions, which may be agreed to by the Board of Directors of the Company, the arrangement embodied in the proposed Scheme of Amalgamation of Bhujadhari Vincom Private Limited (Transferor Company No. 1) and Rosebud Tradelink Private Limited (Transferor Company No. 2) with Unicure India Limited (Transferee Company) and their respective Shareholders and Creditors, the ("Scheme") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby 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 arrangement embodied in the

For UNICURE INDIA LTD.



Director

Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Certified to be True

For Unicare India Limited

FOR UNICARE INDIA LTD.



Director

Abdul Mateen

Director

DIN: 01131944

C-677, New Friends Colony Okhla, New Delhi- 110025

Date: 20.03.2022

Place: Delhi

Annexure: 3**LIST OF UN-SECURED CREDITORS WHO VOTED IN FAVOUR**

Sl. No.	Name of unsecured creditors	Amount	No. of Votes
1.	A.K. Enterprises	10,096,930.00	10,096,930
2.	Abdos trading Company Private Limited	895,406.00	895,406
3.	Abdul Mateen	10,400,000.00	10,400,000
4.	Amin Ul Aziz	5,100,000.00	5,100,000
5.	Apar Industries Limited	1,181,195.00	1,181,195
6.	Chandrika Prasad	38,881.00	38,881
7.	Dabar Pack Industries	49,796.00	49,796
8.	EU-Medicaments	2,000,000.00	2,000,000
9.	Govind Ballabh Tiwari	41,875.00	41,875
10.	Innovative Packers	1,268,915.00	1,268,915
11.	Intkhab Alam	50,189.00	50,189
12.	Kamakshi Packaging	465,463.00	465,463
13.	Kashish Aziz	1,257,775.00	1,257,775
14.	Kheem Singh Negi & Sons	671,715.00	671,715
15.	LVS Financial Services Pvt. Ltd.	12,500,000.00	12,500,000
16.	Medi Pharma Drug House	72,329.00	72,329
17.	Medi Rasayan Pvt Ltd	50,000.00	50,000
18.	Medicos India	7,958,921.00	7,958,921
19.	Mohan Kumar V	45,500.00	45,500
20.	N.D. Tyagi (Narendra Dutt Tyagi)	58,328.00	58,328
21.	Neha Sharma	28,500.00	28,500
22.	Papers "N" Colours	581,189.00	581,189
23.	Parmeshwar & Sons	8,740,498.00	8,740,498
24.	Perfect Pack	41,286.00	41,286
25.	Prikesh Kumar Roy	8,022.00	8,022
26.	Priyanka Sharma	25,581.00	25,581
27.	RCM Finance & Leasing Pvt. Ltd.	15,000,000.00	15,000,000
28.	Sana Aziz	1,000,000.00	1,000,000
29.	Shehzan Laif	50,000.00	50,000
30.	SJA Biotech India Pvt Ltd	28,471,390.00	28,471,390
31.	Sumit Tyagi	15,830.00	15,830
32.	Sunil Anil & Associates	555,000.00	555,000
33.	Tejpal Karn	15,500.00	15,500
34.	Yogita Saini	10,076.00	10,076
	TOTAL	10,87,46,090.00	

Kumar Tyagi