



## Chairman's Communiqué



Dear Shareholders, Members of the Board, Associates, Ladies and Gentlemen,

I welcome you all to this 28th Annual General Meeting of our company. The meeting is taking place in the midst of revival for the company. Company's new products in both divisions i.e. "Bio-Panels" and "Bio-Energy" aimed at new markets, started generating revenues from new Industries. The company's turnover has increased significantly. Company's sincere efforts to monetize its non-core assets have finally progressed in positive direction and substantial payment has been received, which enabled the company to reduce the Bank's exposure. In addition, some more funds have been raised to make the payments of both Banks State Bank of India and Bank of Maharashtra which are irregular.

ECOBOARD's new products like Sustainable Building Materials (Internal Walls, Solid Core Doors, Raised Flooring, Ceiling etc.,) have been installed in Projects of reputed customers. Company could restore its production and executed the projects. Similarly, the Biogas Division has also got large orders from Dairy and Distilleries. Company is aggressively pursuing opportunities in "*Swatch-Bharat*" mission. These new products and technologies of both divisions have opened up new markets for ECOBOARD.

Awareness among customers about use of Sustainable products is creating significant interest on use of ECOBOARD's Products. With intention of directly reaching to end customers, we have develop customized solutions with advanced technical features like termite-proof, Solid Core, Moisture-resistant. Company's perseverance on its sustainable products highlight our philosophy, capability and dedication towards providing the world with more 'ecologically' and 'economically' viable sustainable products and solutions. I truly thank each one of you for your long-standing support and take pride in being part of this noble mission.

I sincerely acknowledge with thanks your support in our endeavor to Sustain and Grow ECOBOARD Industries.

Thanking You,

Sincerely,  
Ramakrishna Raju Guttumukkala  
Chairman & Managing Director  
DIN: 01516984



**ECOBORD INDUSTRIES LIMITED**

**28TH ANNUAL REPORT 2018-19**

**REGISTERED OFFICE:** 65/1A, "Ecohouse," Akarshak Building, Opp. Nal Stop, Karve Road, Pune – 411 004  
Tel. (020) 41080800

**BOARD OF DIRECTORS**

Mr. V.S. Raju, Former Chairman  
(Resigned w.e.f. 10.11.2018)

Mr. Ramakrishna Raju Guttumukkala,  
Chairman & Managing Director

Mrs. Sujani Venkata Indukuri, Director

Mr. Praveen Kumar Raju Gottumukkala,  
Director & Chief Financial Officer

Mr. Uttam Sampatrao Kadam,  
Independent Director

Mr. Siva Sankar Kalive, Independent Director

Mr. Veeravenkata Rama Raju Penmetsa,  
Independent Director

Mr. Satya Narayan Banka  
Independent Director  
(Resigned w.e.f 30.10.2018)

**COMPANY SECRETARY**

Mr. Tejas Dabhade  
Contact No : 8600300993  
Email : cs.ecoboard@gmail.com

**AUDITORS**

M/S B.M. Chaturvedi & Co., Mumbai  
410, Dev Plaza, S.V. Road, Andheri (W),  
Mumbai-400 058  
Tel (022) 66943452, Fax (022) 66943453

**REGISTERED OFFICE**

65/1A, "Ecohouse," Akarshak building,  
Opp. Nal Stop, Karve Road, Pune 411004  
Tel (020) 25432345  
E-mail : info@ecoboard.in,  
cs.ecoboard@gmail.com  
Website : www.ecoboard.in

**REGISTRAR & TRANSFER AGENTS**

M/s. Link Intime India Private Limited  
202-A, 2nd Floor, "Akshay Complex"  
Off Dhole Patil Road, Pune – 411 001  
Tel (020) 2616 0084  
E-mail : pune@linktime.co.in

**BANKERS**

Bank of Maharashtra  
Andhra Bank

**Bio Systems Division**

65/1A, "Ecohouse," Akarshak Building,  
Opp. Nal Stop, Karve Road, Pune-411004  
Tel. (020) 25432345 • Fax (020) 25465328

**Factory (Eco Board Division)**

Working in Velapur Village, Taluka Malshiras,  
Dist. Solapur, Maharashtra  
Tel. (02185) 245261/62 • Fax (02185) 245203

**Note : All correspondence shall be made to Registered office Address**

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## “ GO GREEN” INITIATIVE BY THE COMPANY

As a step towards “ Green Initiative” in the Corporate Governance, Ministry of Corporate affairs has by allowing paperless compliances by the Companies and has issued Circulars stating that service of notice / documents including Annual Report can be sent by e- mail to its members. To support this green initiative of the Government , Members are requested to register their email addresses with Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd. at the Address:-.

### **M/s Link Intime India Pvt. Limited Pune**

Block No. 202, 2nd Floor Akshay complex, Off Dhole Patil Raod, Pune- 411001

Tel: 202-26100684 • Tele Fax : 020- 2616503

Email: pune@linkintime.co.in

**Also Report any change in the email ID that you have already registered with us.**

## NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting (AGM) of the Members of 'Ecoboard Industries Limited' will be held on **Friday, September 27th, 2019 at 11.00 a.m. (IST)** at Conference Hall, President Hotel, 34/11, Prabhat Road, Lane No-8, Off Karve Road, Behind Kohinoor Mangal Karalaya, Pune (M.H.) – 411 004 to transact the following business:

### ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements, of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors ('The Board') and the Auditors thereon.**
- 2. To appoint a director in place of Mr. Ramakrishna Raju Guttumukkala (DIN: 01516984) who retires by rotation in terms of section 152 (6) of companies act, 2013 and being eligible offers himself for re-appointment.**

### SPECIAL BUSINESS:

- 3. To sale the part of excess land (non-core asset) of the company situated within the premises of the company's land situated at Velapur, Taluka – Malshiras, District - Solapur (MH) – 413113**

Therefore, respected shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 and other applicable provisions read with the rules and regulations made there under any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to sale the part of excess land admeasuring about 40 acres (Non-core asset) of the company situated within the premises of the Company's land situated at Velapur, Taluka – Malshiras, District - Solapur (M.H.) – 413113.

**RESOLVED FURTHER THAT** Mr. Ramakrishna Raju Guttumukkala, Managing Director and/or Mr. Praveen Kumar Raju Gottumukkala, Executive Director of

the Company be and is/are hereby authorized to make representations, submissions, statements, correspondence, replies, sign, modify, alter, execute all such documents, letters, agreements, deeds, etc. related to such sale and finalize, negotiate, deal with prospective buyers and to receive consideration from buyers on behalf of the company.

**RESOLVED FURTHER THAT** Mr. Ramakrishna Raju Guttumukkala, Managing Director and/or Mr. Praveen Kumar Raju Gottumukkala, Executive Director of the Company be and is/are hereby authorized to represent, appear, to appeal, file petition, to attend adjudication, hearing, make submissions, file documents, petitions with all Government and semi-Government authorities and land authorities to complete all the necessary formalities with respect to sale of above mentioned property.

**RESOLVED FURTHER THAT** above mentioned directors are further authorized to authorize, nominate, depute their executives and or to appoint power of attorney on their or Company's behalf to represent, appear, to appeal, file petition, to attend adjudication, hearing make submissions, file documents, petitions and do all such acts and things with respect to the sale of such properties and registration of such sale with Land authorities and all such acts to give effect to the sale."

**4. Re-appointment of Mr. Uttam Sampatrao Kadam (DIN – 01517289) as an Independent Director for a second term of five consecutive years, in terms of section 149 of the companies act, 2013.**

Therefore, respected shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED FURTHER THAT** Mr. Uttam Sampatrao Kadam (DIN – 01517289), who is an Independent Director of the Company with effect from 26th September, 2016 by the Shareholders in their 25th Annual General Meeting held on 26th September, 2016 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for re-appointment and in respect of whom the Company has received

a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the re-appointment of Mr. Uttam Sampatrao Kadam (DIN – 01517289), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed there-under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended, and not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 01st October, 2019 up to 30th September, 2024 (both days inclusive), be and is hereby approved.”

#### **5. Re-appointment of Mr. Ramakrishna Raju Gottumukkala as Managing Director (DIN – 01516984)**

Therefore, respected shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] and such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Ramakrishna Raju Gottumukkala (DIN: 01516984) as the Managing Director of the Company for a period of 5 years commencing from 01st October, 2019 to 30th September, 2024, upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as ‘the Board’, which term

shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board and Mr. Ramakrishna Raju Gottumukkala.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

***By Order of the Board of Directors,  
For Ecoboard Industries Limited***

**DIN:** 00842835  
**Date:** 14.08.2019

Sd/-  
**Chairman &  
Managing Director**  
Place: Pune

## Notes:

1. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away by Companies Amendment Act, 2017 vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of the appointment of Auditors, who were appointed for five years in the 26th Annual General Meeting held on 29th September, 2017 to hold office till conclusion of 31st Annual General Meeting to be held in the year 2022.

2. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered office of the Company, 65/1A, 2nd Floor, Akarshak Building, Above Bank of India, Opp. Nal Stop, Karve Road, Pune - 411001 not less than forty-eight hours before the commencement of the AGM i.e. by 11.00 a.m. on 25th September, 2019.

3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

4. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.

5. Every member entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the

time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

7. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.

Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Independent Director of the Company, as proposed under Item No. 5 of this Notice under Special Business, is also provided in the Explanatory Statement.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

10. The Register of Members and Share Transfer Register will remain closed from Thursday, 19th September, 2019 to Friday, 27th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.

11. With a view to using natural resources responsibly, we request shareholders to update their Depository Participants to enable the Company to send communication electronically.

12. In compliance with section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administrative) Rules 2014, as substituted by the Companies (Management and Administration) Amendment, Rules, 2015, the



Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Link In time India Private Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

13. The Annual Report 2018-2019, the Notice of 28th AGM and instruction for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose e-mail addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

14. Members may also note that the Notice of the 28th AGM and the Ecoboard Industries Limited Annual Report 2018-19 will be available on the Company's website, [www.ecoboard.in](http://www.ecoboard.in). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours and working days. Members who require communication in physical form in addition to e-communication, or have any other queries any, write to us at: [cs@ecoboard.in](mailto:cs@ecoboard.in).

15. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment and re-appointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members

holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

17. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

18. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. While attending the meeting the members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

19. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

20. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

21. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.

22. Members are requested to address all correspondence, to the Registrar and Share Transfer Agent - M/s Link Intime India Private Limited, Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off, Dhole Patil Rd, Pune, Maharashtra - 411001, Phone: 020 2616 1629.

23. The facility for e-voting will be available at the AGM venue to those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the AGM but will not be entitled to cast their votes once again. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Thursday, 19th September, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting



or e-voting at the AGM venue. The Company is pleased to provide members such e-voting facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Link in time India Private Limited.

### Process for e-voting:

The Company has signed an agreement with Link in time India Private Limited for facilitating e-voting to enable the Shareholders to cast their vote electronically. Each voter may follow the following steps while e-voting:

The instructions for shareholders to vote electronically:

- (i) The voting period begins on 24th September, 2019 at 9 a.m. (IST) and ends on 26th September, 2019 at 5 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Thursday, September 19th, 2019 i.e. cut-off date may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

- (ii) Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- (iii) Click on "Login" tab, available under 'Shareholders' section.
- (iv) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- (v) Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID.

- c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

- (vi) Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Bank Account Number	<p>Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

#### ◆◆◆ Cast your vote electronically

(vii) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

(viii) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- (ix) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- (x) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- (xi) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xii) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

#### GENERAL GUIDELINES FOR SHAREHOLDERS:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000

**By Order of the Board of Directors  
For Ecoboard Industries Limited**

Sd/-

**G.R.K Raju.**  
**Chairman &**

**Managing Director**  
DIN: 01516984

**Place:** Pune  
**Date:** 14.08.2019