



Upsurge Investment & Finance Ltd.

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of “UPSURGE INVESTMENT AND FINANCE LIMITED” will be held on Friday, 28th September, 2018 at 10.00 A.M. (IST) at Shabari ‘SAI-DWAR’ Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West), 400 053, to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including the Audited Balance Sheet as at 31st March, 2018, the audited statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditor's thereon.
2. To declare a final dividend of Re. 0.50 (5%) per Equity Share of the nominal value of Rs.10/- each for the Year ended 31st March, 2018.
3. To appoint a Director in place of Mrs. Pratibha Goyal (DIN: 00399056), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Kiran Vaidya as an Independent Director

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kiran Vaidya (DIN:02548532) who was appointed as an Additional, Non-Executive, Independent Director by the Board of Directors of the Company with effect from 16th January 2018 and who holds office up to the conclusion of this Annual General Meeting, and being eligible, and in respect of whom the Company has received a notice from a member in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for a period of 2 (Two) consecutive years up to 15th January, 2020.

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

5. Appointment of Mr. Sukdeo Agrawal as an Independent Director

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sukdeo Agrawal (DIN:02689004) who was appointed as an Additional, Non-Executive, Independent Director by the Board of Directors of the Company with effect from 16th January 2018 and who holds office up to the conclusion of this Annual General Meeting, and being eligible, and in respect of whom the Company has received a notice from a member in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an



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Independent Director of the company, not liable to retire by rotation and to hold office for a period of 2 (Two) consecutive years up to 15th January, 2020.

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

Registered Office:

Office No. 303, Morya Landmark I
Behind Crystal Plaza, Off New Link Road,
Andheri (West), Mumbai 400053
CIN: L67120MH1994PLC079254

By Order of the Board

Ela Gupta
Company Secretary
ACS 55325

Mumbai, dated 11th August, 2018

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed, signed and stamped, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/letter of authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
4. The Board of Director has recommended for consideration of the member a dividend of Re. 0.50 (5%) Per Equity Share of the nominal value of Rs.10/- each for the year ended 31st March, 2018.

Attention of the members is drawn to the provisions of Section 124(1) of the Act, where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of declaration to any shareholder entitled to the payment of the dividend, the company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remain unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the unpaid account.

And further to the provisions of Section 124(6) of the Companies Act, 2013 the entire share in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education and Protection Fund (IEPF).

5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 21st September, 2018 to Friday 28th September, 2018 (both days inclusive).
6. The Dividend on equity Share, as recommended by the Board of Directors, if approved at the AGM, will be paid within 30 days from the date of AGM, to the Member whose name appear on the Company's Register of members on Thursday 20th September, 2018, After giving effect to valid transfer in respect of transfer requests lodged with the



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company on or before 20th September, 2018. As regard share held in electronic form, the dividend will be payable to the 'beneficial Owners' of shares whose names appear in the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on Thursday 20th September, 2018.

7. The Board of Directors of the Company has appointed Adroit Corporate Services Private Limited as its new RTA in place of Sharex Dynamic (India) Private Limited. Shareholders are requested to send the documents /correspondence relating to the Company's securities and share transfer activity to the new RTA at the following address:

Adroit Corporate Services Private Limited

17-20, Jafferbhoy Industrial Estate,
Makwana Road, Marol,
Andheri (East), Mumbai – 400059
Tel No.: 91-22-42270400
Email: info@adroitcorporate.com

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to registrar and transfer agent M/s. Adroit Corporate Services Private Limited immediately.
9. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') in respect of the Directors seeking appointment/re-appointment at the AGM is also annexed hereto and forms parts of this notice. The Independent Directors of the Company have been appointed for a term of 2 (Two) years in accordance with the relevant provisions of the Companies Act, 2013 and are not eligible to retire by rotation.
10. Members of the Company had approved the appointment of M/s. Jain & Trivedi, Chartered Accountants (FRN: 113496W), as the Statutory Auditors at the Twenty Third AGM of the Company which is valid till Twenty Eighth AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address with the Company or with Depository Participant(s). Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form upon request.
12. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
13. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday 21st September,



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2018, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday 25th September, 2018 and will end at 5.00 p.m. on Thursday 27th September, 2018. The facility of voting through ballot paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to exercise their right at the AGM through ballot paper. The Company has appointed M/s BKG & Associates, Chartered Accountant, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

PROCEDURE FOR REMOTE E-VOTING

a) The Instructions for shareholders for remote e-voting:

In case of Members receiving Notice of the Annual General Meeting by email and who wish to vote using the remote e-voting facility:

- i. The voting period begins on Tuesday 25th September, 2018 at 9.00 a.m. and ends on Thursday 27th September, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday 21st September, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



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- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for Upsurge Investment and Finance Limited on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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- xx. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- b. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.
- d. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday 21st September, 2018 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Issuer/RTA
- e. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- f. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail with the facility of remote e-voting or voting at the AGM through ballot paper.
- g. M/s. BKG & Associates, Chartered Accountant has been appointed as the scrutinizer for providing facility to the members of the company to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- h. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- i. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- j. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.upsurgeinvestment.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4:

The Board of Directors of the Company at its meeting dated 16th January, 2018, approved the appointment of Mr. Kiran Vaidya (DIN: 02548532) as an Additional Director (Independent) of the Company with effect from 16th January, 2018. Pursuant to Section 152 and 161 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, to hold the office for a period of 2 (Two) consecutive years not liable to retire by rotation subject to the approval of shareholders at the ensuing Annual General Meeting.



Upsurge Investment & Finance Ltd.

Notice in writing has been received from shareholder of the Company, pursuant to Section 160 of the Act, signifying their intention to propose Mr. Kiran Vaidya as a candidate for the office of Director.

Details of Director seeking confirmation of appointment at the forthcoming annual general meeting pursuant to Regulation 36(3) of The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015 is annexed in Notice

The Board of director propose the appointment of Mr. Kiran Vaidya as a Non-Executive, Independent director of the company and recommend the ordinary resolution as set out in item 4 of the notice for approval of the members at the ensuing annual general meeting.

None of the Directors Key managerial personnel or their relatives are concerned or interested in the proposed resolution as set out in the notice.

Item No. 5:

The Board of Directors of the Company at its meeting dated 16th January, 2018, approved the appointment of Mr. Sukdeo Agrawal (DIN: 02689004) as an Additional Director (Independent) of the Company with effect from 16th January, 2018. Pursuant to Section 152 and 161 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, to hold the office for a period of 2 (Two) consecutive years not liable to retire by rotation subject to the approval of shareholders at the ensuing Annual General Meeting.

Notice in writing has been received from shareholder of the Company, pursuant to Section 160 of the Act, signifying their intention to propose Mr. Sukdeo Agrawal as a candidate for the office of Director.

Details of Director seeking confirmation of appointment at the forthcoming annual general meeting pursuant to Regulation 36(3) of The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation, 2015 is annexed in Notice

The Board of Directors propose the appointment of Mr. Sukdeo Agarwal as a Non-Executive, Independent Director of the company and recommend the ordinary resolution as set out in item 5 of the notice for approval of the members at the ensuing annual general meeting.

None of the Directors Key managerial personnel or their relatives are concerned or interested in the proposed resolution as set out in the notice.

By Order of the Board

Registered Office:

Office No. 303, Morya Landmark I,
Opp Infinity Mall, Off New Link Road,
Andheri (West), Mumbai - 400 053.

Ela Gupta
Company Secretary
ACS 55325

CIN: L67120MH1994PLC079254

Mumbai, dated 11th August, 2018



Upsurge Investment & Finance Ltd.

UPSURGE INVESTMENT AND FINANCE LIMITED

CIN: L67120MH1994PLC079254

Reg Office: Office No. 303, Morya Landmark I, Behind Crystal Plaza, Off New Link Road, Andheri (West), Mumbai 400053
Tel:91-22-67425441 Fax:91-22-67425440 E-mail: info@upsurgeinvestment.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND OVER AT THE ENTERANCE OF THE MEETING HALL

DP ID
CLIENT ID

FOLIO NO.
SHARES HELD

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the Twenty Fourth Annual General Meeting of the company held on Friday, 28th September, 2018 at 10.00 AM (IST) at Shabari 'SAI-DWAR' Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West), Mumbai- 400053.

.....
Signature of the Member/Proxy

.....TEAR HERE.....

PROXY FORM

UPSURGE INVESTMENT AND FINANCE LIMITED

CIN: L67120MH1994PLC079254

Reg Office: Office No. 303, Morya Landmark I, Behind Crystal Plaza, Off New Link Road, Andheri (West), Mumbai 400053
Tel:91-22-67425441 Fax:91-22-67425440 E-mail: info@upsurgeinvestment.com

Form No. MGT-11

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s):	e-Mail id:
Registered Address:	Folio No/Client id:
.....	DP Id:

I/We being the member(s) ofShares of Upsurge Investment & Finance Limited hereby appoint:

- Name: e-Mail id: Signature:
Address:, or failing him
- Name: e-Mail id: Signature:
Address:..... or failing him
- Name: e-Mail id: Signature:
Address:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the company, to be held on Friday 28th September, 2018 at 10.00 AM at Shabari 'SAI-DWAR' Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West), Mumbai- 400053. and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



Upsurge Investment & Finance Ltd.

.....TEAR HERE.....

SRL	RESOLUTIONS	FOR	AGAINST
Ordinary Business			
1	To consider and adopt the Audited Financial Statements including the Audited Balancesheet as at 31 st March, 2018 the audited statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2	To declare a final dividend of Re. 0.50 (5%) per Equity Share of the nominal value of Rs. 10/- each for the year ended 31 st March, 2018		
3	To appoint a director in place of Mrs. Pratibha Goyal, who retires by rotation, and being eligible, offers herself for reappointment.		
Special Business			
4	Appointment of Mr. Kiran Vaidya as an Independent Director		
5	Appointment of Mr. Sukdeo Agrawal as an Independent Director		

Signed this.....day of2018

.....
Signature of Shareholder

Affix
Revenue
Stamp

.....
Signature of First Proxyholder

.....
Signature of Second Proxyholder

.....
Signature of Third Proxyholder

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.**
- A Proxy need not be a member of the Company.**
- A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% 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 person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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UPSURGE INVESTMENT AND FINANCE LIMITED
CIN: L67120MH1994PLC079254

Reg Office: Office No. 303, Morya Landmark I, Behind Crystal Plaza, Off New Link Road, Andheri (West), Mumbai 400053
Tel:91-22-67425441 Fax:91-22-67425440 E-mail: info@upsurgeinvestment.com

Road Map for the venue of Annual General Meeting of **Upsurge Investment and Finance Limited**, to be held on Friday, 28th Septemeber, 2018 at Shabari, SAI-DWAR Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West), Mumbai- 400053

