

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U85110KA1990PLC011166

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACR8613H

(ii) (a) Name of the company

SOMERSET THERAPEUTICS LIM

(b) Registered office address

54/1 / 54/2,
BOODIHAL VILLAGE, NELAMANGALA
BANGALORE
Karnataka
562123

(c) *e-mail ID of the company

coa@somersetlimited.com

(d) *Telephone number with STD code

08067086530

(e) Website

www.somersetlimited.com

(iii) Date of Incorporation

23/08/1990

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U85110KA1994PLC016174

Pre-fill

Name of the Registrar and Transfer Agent

CANBANK COMPUTER SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

218, J.P. ROYALE, 1ST FLOOR, 14TH CROSS,
2ND MAIN, SAMPIGE ROAD, MALLESWARAM,

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	82.94
2	M	Professional, Scientific and Technical	M5	Scientific research and development	17.06

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	VEEGO PHARMA LLC		Holding	95.34

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	25,000,000	10,024,242	10,024,242	10,024,242
Total amount of equity shares (in Rupees)	250,000,000	100,242,420	100,242,420	100,242,420

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	25,000,000	10,024,242	10,024,242	10,024,242
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250,000,000	100,242,420	100,242,420	100,242,420

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	442,195	9,582,047	10024242	100,242,420	100,242,420	
Increase during the year	0	18,280	18280	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		18,280	18280			
Dematerialisation						
Decrease during the year	18,280	0	18280	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	18,280		18280			
Dematerialisation						
At the end of the year	423,915	9,600,327	10024242	100,242,420	100,242,420	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE812C01016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		29/09/2021	
Date of registration of transfer (Date Month Year)			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>		
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Ledger Folio of Transferor				<input type="text"/>		
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Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Ledger Folio of Transferee				<input type="text"/>		
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Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,356,060,773

(ii) Net worth of the Company

98,752,922

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	9,556,722	95.34	0	
10.	Others	0	0	0	
	Total	9,556,722	95.34	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	449,434	4.48	0	
	(ii) Non-resident Indian (NRI)	10,780	0.11	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	100	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,400	0.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,806	0.06	0	
10.	Others	0	0	0	

	Total	467,520	4.66	0	0
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Total number of shareholders (other than promoters)

3,591

**Total number of shareholders (Promoters+Public/
Other than promoters)**

3,592

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	4,367	3,591
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	4	1	3	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	3	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	4	1	3	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KANNILAKSHMANIYEF	02004861	Director	0	
RAMASAMY ANBARAS	02157286	Director	0	
KARUPANNAN POONC	06519661	Whole-time directo	0	
ARSHAD SHAMOON K	08858893	Director	0	
Thyagaraj B P	ACLPT9391E	Company Secretar	0	16/11/2022
SUDHAKAR VARAMBA	BMMPK3419G	CFO	0	
SUNIL BHAGWANRAO	ABBP4536F	Manager	100	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
NANTHITHA SHANMU	06634209	Additional director	09/07/2021	CESSATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENEAL MEETIN	29/09/2021	3,591	50	94.64

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/06/2021	5	4	80
2	02/08/2021	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	13/10/2021	4	4	100
4	05/02/2022	4	4	100
5	12/03/2022	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	24/06/2021	4	4	100
2	AUDIT COMM	02/08/2021	4	4	100
3	AUDIT COMM	13/10/2021	4	4	100
4	AUDIT COMM	08/02/2022	4	4	100
5	NOMINATION	24/06/2021	4	3	75
6	STAKE HOLD	24/06/2021	4	3	75
7	STAKE HOLD	02/08/2021	3	3	100
8	STAKE HOLD	13/10/2021	3	3	100
9	STAKE HOLD	08/02/2022	3	3	100
10	CSR COMMIT	12/03/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/09/2022
								(Y/N/NA)
1	KANNILAKSH	5	5	100	10	10	100	No
2	RAMASAMY A	5	5	100	9	9	100	Yes
3	KARUPANNA	5	5	100	9	9	100	Yes

4	ARSHAD SHA	5	5	100	6	6	100	Yes
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X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MURALI K P	WHOLE TIME D	4,304,524				4,304,524
2	SUNIL B GUNDEW	MANAGER	8,598,814				8,598,814
	Total		12,903,338	0			12,903,338

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	B P THYAGARAJ	COMPANY SEC	4,211,307				4,211,307
2	KRUPENDA VS	CFO	2,819,812				2,819,812
	Total		7,031,119	0			7,031,119

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

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(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director



DIN of the director

To be digitally signed by



- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

STL_MGT-8.pdf List of Meetings.pdf Trasfer of Shares.pdf UDIN generation.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

FORM NO. MGT-8


[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of
Companies (Management and Administration) Rules, 2014]

I have examined the registers, records and books and papers of **SOMERSET THERAPEUTICS LIMITED (CIN: U85110KA1990PLC011166) (formerly known as "WINTAC LIMITED")** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act.
 2. maintenance of registers/records & making entries therein within the time prescribed therefor.
 3. filing of forms and returns with the Registrar of Companies and Central Government, within the prescribed time except in cases of forms filed beyond prescribed time with additional fees, if any.
 4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions if any, have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed. However, a meeting of the Board consecutive to the meeting of the Board held on December 30, 2020 was held on June 24, 2021.
 5. The Company has not closed/was not required to close its Register of Members during the financial year.
 6. As per information given by the Company, the company has not made any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act during the financial year.
 7. contracts/arrangements with related parties as specified in section 188 of the Act.
 8. transfer or transmission of shares and issue of share certificate. There was no issue or buy back of securities during the financial year.

9. The company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year.
10. The Company has not declared/paid any dividend and there was no amount of unpaid/unclaimed dividend/other amounts due to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act.
11. signing of audited financial statements as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) of section 134 of the Act.
12. constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; There was no casual vacancy in the Board during the year.
13. There was no appointment / reappointment of auditors under section 139 of the Act, and there was no casual vacancy of auditors during the year.
14. The Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar and such other authorities under the various provisions of the act. However, the company has made applications to the Regional Director, South East Region/MCA seeking condonation of delay in filing e-forms, wherever necessary.
15. The Company has not accepted/renewed/repaid any deposits from the public during the financial year.
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
17. As per information given by the Company, the company has not made any loans and investments to other bodies corporate or persons falling under the provisions of section 186 of the Act during the financial year.
18. alteration of the provisions of the Memorandum and Articles of Association of the Company in respect of change of name, during the financial year.

Place: Bangalore
Date: 24.11.2022


P.G.HEGDE
HEGDE & HEGDE
COMPANY SECRETARIES
C.P. No. : 640
UDIN: F001325D002052682

This certificate is to be read with Annexure which forms an integral part of this certificate.

Annexure

To,
SOMERSET THERAPEUTICS LIMITED
(Formerly Known as "WINTAC LIMITED")
Bangalore

My certificate in Form MGT 8 on the Annual Return (MGT-7) as on the financial year ended on March 31, 2022 of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Form MGT-7. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. The compliance of the provisions of the Companies Act 2013, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of records on test basis.
4. The certificate is issued based on the verification of secretarial records furnished by/obtained from the Company and also the information provided by the Company electronically.

Place: Bangalore
Date: 24.11.2022

PARAMES Datta Kaveri
POWER CONSULTANTS
CONSULTANTS
HEGDE
P.G.HEGDE
HEGDE & HEGDE
COMPANY SECRETARIES
C.P. No.: 640
UDIN: F001325D002052682