

XBRL Excel Utility	
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1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report

XBRL filling consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website (www.listing.bseindia.com) .

2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

3. Index

1	Details of general information about company	General Info
2	Composition of BOD	Annexure I - Composition of BOD
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5	Meeting of Committees	Annexure I - Meeting of Committees
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5. Steps for Filing Corporate Governance Report

I. Fill up the data: Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)

- Use paste special command to paste data from other sheet.

II. Validating Sheets: Click on the "**Validate**" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

III. Validate All Sheets: Click on the "**Home**" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

IV. Generate XML : Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.

- Save the XBRL/XML file in your desired folder in local system.

V. Generate Report : Excel Utility will allow you to generate Report. Now click on 'Generate Report" to generate html report.

- Save the HTML Report file in your desired folder in local system.
- To view HTML Report open "Chrome Web Browser" .
- To print report in PDF Format, Click on print button and save as PDF.

VI. Upload XML file to BSE Listing Center: For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

6. Fill up the data in excel utility

1. Cells with red fonts indicate mandatory fields.
2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.
3. You are not allowed to enter data in the Grey Cells.
4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes

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General information about company

Scrip code	544061
NSE Symbol	AZAD
MSEI Symbol	NOTLISTED
ISIN	INE02IJ01035
Name of the entity	Azad Engineering Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

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Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors

Disclosure of roles on composition of board of directors respectively		Not Applicable																								
Whether the listed entity has a Regular Chairperson				Yes																						
Whether Chairperson is related to MD or CEO				Yes																						
Disqualification of Directors under section 166 of the Companies Act, 2013																										
Sr	Title (Mr / Ms)	Name of the Director	PAN	DOB	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Share Reg. 17(3)(c) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Term of director (in months)	No of Directorship in listed entities including this listed entity (Share Regulation 17(a) of Listing Regulations)	No of independent Directorship in listed entities including this listed entity (Share Regulation 17(a) of Listing Regulations)	Number of memberships in Audit Committee/ Audit Committee (including this listed entity (Share Regulation 30(1) of Listing Regulations)	No of post of Chairperson in Audit Committee/ Committee head in listed entities including this listed entity (Share Regulation 30(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Rakesh Chaudhary	ACN7684V0	01/05/1969	Executive Director	Chairperson related to Promoter	CEO	08-11-1978	No				Active	NA		16-08-2021	13-09-2021			1	0	1	1			
2	Ms	Jyoti Chopdar	ANPD070116	09/12/1977	Executive Director	Not Applicable		21-01-1977	No				Active	NA		01-01-2014	13-09-2021			1	0	0	0			
3	Mr	Vijaya Prasad Babuwar Mankar	ANPD030201	09/07/1945	Executive Director	Not Applicable		24-01-1988	No				Active	NA		13-09-2021	13-09-2021			1	0	0	0			
4	Mr	Prakash Prasad Bhatnagar	UDD99998	08/08/1956	Non-Executive - Independent Director	Not Applicable		14-02-1956	No				Active	NA		16-08-2021	16-08-2021		2.00	1	1	1	0		1	
5	Mr	Jyoti Das Arora	ANPD04221C	02/12/1948	Non-Executive - Independent Director	Not Applicable		21-06-1952	No				Active	NA		14-06-2021	14-06-2021		2.00	1	1	1	0			1
6	Ms	Madhura Verma	ACDP12129D	02/06/1973	Non-Executive - Independent Director	Not Applicable		26-09-1966	No				Active	NA		12-09-2021	12-09-2021		2.00	1	1	1	0			

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Disclosure of notes on composition of committees explanatory

[Add Notes](#)

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10304579	Madhusree Vemuru	Non-Executive - Independent Director	Chairperson	13-09-2023		
2	10309295	Michael Joseph Booth	Non-Executive - Independent Director	Member	13-09-2023		
3	10307319	Vishnu Pramodkumar Malpani	Executive Director	Member	13-09-2023		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10309295	Michael Joseph Booth	Non-Executive - Independent Director	Chairperson	13-09-2023		
2	10304579	Madhusree Vemuru	Non-Executive - Independent Director	Member	13-09-2023		
3	01722940	Subba Rao Ambati	Non-Executive - Independent Director	Member	24-09-2023		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01722940	Subba Rao Ambati	Non-Executive - Independent Director	Chairperson	24-09-2023		
2	01795599	Rakesh Chopdar	Executive Director	Member	13-09-2023		
3	10307319	Vishnu Pramodkumar Malpani	Executive Director	Member	13-09-2023		

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Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10304579	Madhusree Vemuru	Non-Executive - Independent Director	Chairperson	22-09-2023		
2	10309295	Michael Joseph Booth	Non-Executive - Independent Director	Member	22-09-2023		
3	10307319	Vishnu Pramodkumar Malpani	Executive Director	Member	22-09-2023		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01795599	Rakesh Chopdar	Executive Director	Chairperson	13-09-2023		
2	10307319	Vishnu Pramodkumar Malpani	Executive Director	Member	13-09-2023		
3	10309295	Michael Joseph Booth	Non-Executive - Independent Director	Member	13-09-2023		
4							
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	01722940	Subba Rao Ambati	Committee of Independent Directors	Non-Executive - Independent Director	Chairperson	

2	10309295	Michael Joseph Booth	Committee of Independent Directors	Non-Executive - Independent Director	Member	
3	10304579	Madhusree Vemuru	Committee of Independent Directors	Non-Executive - Independent Director	Member	
4	01795599	Rakesh Chopdar	IPO Committee	Executive Director	Chairperson	
5	03132157	Jyoti Chopdar	IPO Committee	Executive Director	Member	
6	10307319	Vishnu Pramodkumar Malpani	IPO Committee	Executive Director	Member	
7						
8						
9						
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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Add Delete							
1	11-11-2023			Yes	6	5	2
2	06-12-2023			Yes	6	5	2
3	11-12-2023			Yes	6	6	3
4	14-12-2023			Yes	6	4	1
5	16-12-2023			Yes	6	4	1
6	23-12-2023			Yes	6	4	1
7	26-12-2023			Yes	6	4	1
8	19-01-2024			Yes	6	6	3
9	06-02-2024			Yes	6	6	3
10	21-02-2024			Yes	6	6	3
11	29-02-2024			Yes	6	6	3
12	08-03-2024			Yes	6	6	3
13	21-03-2024			Yes	6	5	3

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* to be filled in only for the current quarter meetings

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory						Add Notes				
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Add Delete										
1	Audit Committee	06-12-2023				Yes	3	3	2	0
2	Audit Committee	14-12-2023	7			Yes	3	3	2	0
3	Audit Committee	06-02-2024	53			Yes	3	3	2	0
4	Corporate Social Responsibility Committee	27-03-2024				Yes	3	3	1	0
5	Other Committee	14-12-2023		Independent Director Committee		Yes	3	2	2	0
6	Other Committee	13-12-2023		IPO Committee		Yes	3	3	0	0
7	Other Committee	14-12-2023	0	IPO Committee		Yes	3	3	0	0
8	Other Committee	19-12-2023	4	IPO Committee		Yes	3	3	0	0

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* to be filled in only for the current quarter meetings

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Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		Add Notes
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

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Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Sr	Subject	Compliance status
1	Name of signatory	Ful Kumar Gautam
2	Designation	Company Secretary and Compliance Officer

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.azad.in/about-us/
2	Terms and conditions of appointment of independent directors	Yes		https://www.azad.in/policies/
3	Composition of various committees of board of directors	Yes		https://www.azad.in/management-team-information/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.azad.in/policies/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.azad.in/policies/
6	Criteria of making payments to non-executive directors	Yes		https://www.azad.in/policies/
7	Policy on dealing with related party transactions	Yes		https://www.azad.in/policies/
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.azad.in/policies/
10	Email address for grievance redressal and other relevant details	Yes		https://www.azad.in/investors-contact/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.azad.in/contact/
12	Financial results	Yes		https://www.azad.in/financials/
13	Shareholding pattern	Yes		https://www.azad.in/company-announcements/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.azad.in/financials/#EarningCallTranscripts
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.azad.in/financials/#EarningCallTranscripts
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.azad.in/company-announcements/
18	Credit rating or revision in credit rating obtained	Yes		https://www.azad.in/financials/credit-rating/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	No	This will be applicable from 31 March, 2024. Hence we will upload this year's Compliance report on the website.	
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.azad.in/policies/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.azad.in/contact/
23	Disclosures under regulation 30(8)	Yes		https://www.azad.in/company-announcements/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://www.azad.in/company-announcements/
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.azad.in/policies/
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.azad.in/financials/annual-return/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.azad.in/company-announcements/#
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.azad.in/company-announcements/#
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	

45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				Add Notes

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Annexure II		
1	Name of signatory	Ful Kumar Gautam
2	Designation	Company Secretary and Compliance Officer

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Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

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Annexure II

1	Name of signatory	Ful Kumar Gautam
2	Designation	Company Secretary and Compliance Officer

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Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to			Add Notes
Name			
Designation			
Place			
Date			

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Signatory Details

Name of signatory	Ful Kumar Gautam
Designation of person	Company Secretary and Compliance Officer
Place	Hyderabad
Date	20-04-2024

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