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General information about company

Scrip code	500136
NSE Symbol	ESTER
MSEI Symbol	NOTLISTED
ISIN	INE778B01029
Name of the entity	ESTER INDUSTRIES 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	Top 2000 listed entities

Enter the quarter ended date only

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Disclosure of notes on composition of board of directors explanatory											
Whether the listed entity has a Regular Chairperson											Yes
Whether Chairperson is related to MD or CEO											Yes
											Disqualification of Directors under section 164 of the C
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	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
Add		Delete									
1	Mr	Arvind Singhania	AAVP53280M	00934017	Executive Director	Chairperson related to Promoter	CEO-MD	28-05-1964	No		
2	Mr	Ayush Vardhan Singhania	BGRP5481D	05176205	Executive Director	Not Applicable		10-07-1987	No		
3	Mr	Pradeep Kumar Rustagi	AACPR4863L	00879345	Executive Director	Not Applicable		14-11-1961	No		
4	Mrs	Archana Singhania	ADLP52086C	01096776	Non-Executive - Non Independent Director	Not Applicable		23-09-1967	No		
5	Mr	Ashok Kumar Newatia	AACP8974A	01057233	Non-Executive - Independent Director	Not Applicable		27-08-1942	No		
6	Mr	Madras Seshamani Ramachandran	AGJPM9097J	00943629	Non-Executive - Independent Director	Not Applicable		26-02-1945	No		
7	Mr	Anand Chand Burman	AAAP83070D	00056216	Non-Executive - Independent Director	Not Applicable		05-05-1952	No		
8	Mr	Priya Shankar Dasgupta	ADWPD2072J	00012552	Non-Executive - Independent Director	Not Applicable		30-06-1955	No		
9	Mr	Sandeep Dinodia	AAHPD2138F	00005395	Non-Executive - Independent Director	Not Applicable		04-04-1962	No		
10	Mrs	Padmaja Shailen Ruparel	ADCPR4294G	01383513	Non-Executive - Independent Director	Not Applicable		16-05-1962	No		
11	Mr	Atul Aggarwal	AAUPA6243R	00125825	Non-Executive - Independent Director	Not Applicable		26-03-1964	No		
12	Mr	Alok Dhir	AAFDP5235P	00034335	Non-Executive - Independent Director	Not Applicable		17-02-1961	No		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Companies Act, 2013

Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation
	Active	NA		01-07-1994				1	0	1	0	
	Active	NA		01-06-2021				1	0	0	0	
	Active	NA		14-02-2011				1	0	1	0	
	Active	NA		04-08-2014				1	0	0	0	
	Active	Yes	24-09-2018	01-04-2014	01-04-2019	31-03-2024	120.00	1	1	2	1	Tenure Completion
	Active	Yes	24-09-2018	01-04-2014	01-04-2019	31-03-2024	120.00	3	3	1	0	Tenure Completion
	Active	NA		01-04-2014	01-04-2019	31-03-2024	120.00	2	1	0	0	Tenure Completion
	Active	NA		01-04-2014	01-04-2019	31-03-2024	120.00	4	4	3	2	Tenure Completion
	Active	NA		25-05-2015	01-04-2020		106.70	3	2	4	2	
	Active	NA		01-04-2020	01-04-2020		48.00	1	1	1	0	
	Active	NA		14-02-2024	14-02-2024		1.18	3	2	1	0	
	Active	NA		14-02-2024	14-02-2024		1.18	1	1	1	0	

Annexure 1

II. Composition of Committees

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	00005395	Sandeep Dinodia	Non-Executive - Independent Director	Chairperson	25-05-2015		
2	00943629	Madras Seshamani Ramachandran	Non-Executive - Independent Director	Member	21-01-2011	31-03-2024	
3	01057233	Ashok Kumar Newatia	Non-Executive - Independent Director	Member	14-11-2014	31-03-2024	
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	00943629	Madras Seshamani Ramachandran	Non-Executive - Independent Director	Chairperson	21-01-2011	31-03-2024	
2	00012552	Priya Shankar Dasgupta	Non-Executive - Independent Director	Member	25-05-2015	31-03-2024	
3	00934017	Arvind Singhania	Executive Director	Member	25-05-2015		
4	00005395	Sandeep Dinodia	Non-Executive - Independent Director	Member	17-06-2020		
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	01057233	Ashok Kumar Newatia	Non-Executive - Independent Director	Chairperson	31-10-2007	31-03-2024	
2	00934017	Arvind Singhania	Executive Director	Member	07-11-2012		
3	00879345	Pradeep Kumar Rustagi	Executive Director	Member	04-08-2011		
4							
5							
6							
7							
8							
9							
10							

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	00934017	Arvind Singhania	Executive Director	Chairperson	09-08-2021		
2	00943629	Madras Seshamani Ramachandran	Non-Executive - Independent Director	Member	09-08-2021	31-03-2024	
3	00012552	Priya Shankar Dasgupta	Non-Executive - Independent Director	Member	09-08-2021	31-03-2024	
4	00005395	Sandeep Dinodia	Non-Executive - Independent Director	Member	09-08-2021		
5	00879345	Pradeep Kumar Rustagi	Executive Director	Member	09-08-2021		
6	08803773	Girish Behal	Business Head Polyester Films SBU	Member	09-08-2021		1
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							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00943629	Madras Seshamani Ramachandran	Non-Executive - Independent Director	Chairperson	21-05-2014	31-03-2024	
2	00934017	Arvind Singhania	Executive Director	Member	21-05-2014		
3	01057233	Ashok Kumar Newatia	Non-Executive - Independent Director	Member	21-05-2014	31-03-2024	
4	01096776	Archana Singhania	Non-Executive - Non Independent Director	Member	14-11-2014		
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						
2						
3						
4						
5						
6						
7						
8						
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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	07-11-2023			Yes	10	9	5
2	14-02-2024	98		Yes	10	8	5
3	28-03-2024	42		Yes	12	9	5

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* to be filled in only for the current quarter meetings

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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)
<div style="display: flex; justify-content: space-between;"> Add Delete </div>										
1	Audit Committee	07-11-2023				Yes	3	3	3	0
2	Audit Committee	14-02-2024	98			Yes	3	3	3	0
3	Nomination and remuneration committee	14-02-2024				Yes	4	3	2	0
4	Stakeholders Relationship Committee	03-10-2023				Yes	3	2	0	0
5	Stakeholders Relationship Committee	23-10-2023	19			Yes	3	2	1	0
6	Stakeholders Relationship Committee	16-11-2023	23			Yes	3	2	0	0
7	Stakeholders Relationship Committee	20-11-2023	3			Yes	3	2	0	0
8	Stakeholders Relationship Committee	04-12-2023	13			Yes	3	2	1	0
9	Stakeholders Relationship Committee	18-12-2023	13			Yes	3	2	0	0
10	Stakeholders Relationship Committee	15-01-2024	27			Yes	3	2	1	0
11	Stakeholders Relationship Committee	31-01-2024	15			Yes	3	2	1	0
12	Stakeholders Relationship Committee	12-02-2024	11			Yes	3	2	0	0
13	Stakeholders Relationship Committee	19-02-2024	6			Yes	3	2	0	0
14	Stakeholders Relationship Committee	26-02-2024	6			Yes	3	2	0	0
15	Risk Management Committee	07-11-2023				Yes	6	6	3	1

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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	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

VI. Affirmations

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	Poornima Gupta
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.esterindustries.com/
2	Terms and conditions of appointment of independent directors	Yes		https://www.esterindustries.com/sites/default/files/Terms_Conditions_Independent_Directors.pdf
3	Composition of various committees of board of directors	Yes		https://www.esterindustries.com/committees-board
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.esterindustries.com/code-conduct
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.esterindustries.com/sites/default/files/Whistle_blower_policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.esterindustries.com/sites/default/files/Revised%20NRC%20Policy%20PDF.pdf
7	Policy on dealing with related party transactions	Yes		https://www.esterindustries.com/sites/default/files/Related_Party_Transactions_Policy%20ver%20%2017th%20June%202020.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.esterindustries.com/sites/default/files/Policy%20on%20Material%20Subsidiary%20Version%20-2%2017th%20June%202020.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.esterindustries.com/sites/default/files/Familiarisation_Programme.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://www.esterindustries.com/investor-grievances
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.esterindustries.com/contact-details
12	Financial results	Yes		https://www.esterindustries.com/investors/financial-reports/quarterly-and-annual-result
13	Shareholding pattern	Yes		https://www.esterindustries.com/investors/shareholding-pattern
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.esterindustries.com/investor-presentations
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.esterindustries.com/node/1124
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.esterindustries.com/investors/announcement-news
18	Credit rating or revision in credit rating obtained	Yes		https://www.esterindustries.com/investors/announcement-news/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.esterindustries.com/investors/financial-reports/annual-report
20	Secretarial Compliance Report	Yes		https://www.esterindustries.com/investors/corporate-governance/annual-secretarial-compliance-report
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.esterindustries.com/sites/default/files/Policy_on_Materiality_of_Events.pdf
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.esterindustries.com/sites/default/files/Contact%20Details%20of%20Authorised%20Persons%20for%20Determining%20Materiality%20of%20Events.pdf
23	Disclosures under regulation 30(8)	Yes		https://www.esterindustries.com/investors/announcement-news
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.esterindustries.com/sites/default/files/Dividend%20Distribution%20Policy%20-%20ver%20.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.esterindustries.com/policies
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.esterindustries.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.esterindustries.com/
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)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
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)	NA	
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)	Yes	
Any other information to be provided			Add Notes	

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Annexure II

1	Name of signatory	Poornima Gupta
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	Yes
Any other information to be provided		Add Notes

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1	Name of signatory	Poornima Gupta
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	Poornima Gupta
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	19-04-2024

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