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### General information about company

Scrip code	530431
NSE Symbol	
MSEI Symbol	
ISIN	INE853A01022
Name of the entity	ADOR FONTECH LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter ended date only

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XBRL Excel Utility	
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5.	<a href="#">Steps for Filing Corporate Governance Report</a>
6.	<a href="#">Fill up the data in excel utility</a>

### 1. Overview

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

XBRL filing 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](http://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	<a href="#">General Info</a>
2	Composition of BOD	<a href="#">Annexure I - Composition of BOD</a>
3	Composition of Committee	<a href="#">Annexure I - Composition of Committee</a>
4	Meeting of BOD	<a href="#">Annexure I - Meeting of BOD</a>
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### 4. Import XBRL file

1. Now you can import and view previously generated XBRL files by clicking Import XBRL button on General information sheet.

### 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





Annexure I

Annexure I to be submitted by listed entity on quarterly basis  
I. Composition of Board of Directors

Disclosure of roles on composition of board of directors explanatory		Add Notes																							
Whether the listed entity has a regular Chairperson		Yes																							
Whether Chairperson is related to MGT or CEO		No																							
Disqualification of Directors under section 164 of the Companies Act, 2013																									
Sr	Title (Mr./Ms)	Name of the Director	PAN	DIN	Category 1 of director	Category 2 of director	Category 3 of director	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? (Refer Reg. 23(2A) 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 23(2) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 23(2) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 23(2) of Listing Regulations)	No of post of Chairperson/ Committee head in listed entities including this listed entity (Refer Regulation 23(2) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Aditya Tejashank Mishra	BAHP433720	01395617	Non-Executive - Non Independent Director	Chairperson related to Director		26-08-1980	No				Active	No		20-07-2007	28-07-2022			2	0	0			
2	Mr	Hemish Prasad Das	BAUP43444E	00040679	Executive Director	Not applicable	CEO-MGT	28-10-1973	No				Active	No		21-04-1998	28-07-2022			1	0	1			
3	Mrs	Nirajika Mishra Nagpal	BAHP42166E	00012885	Non-Executive - Non Independent Director	Not applicable		08-07-1971	No				Active	No		20-07-2007	06-08-2022			2	0	2			
4	Mr	Narayan Shankar Mishra	BAHP41508E	00037514	Non-Executive - Independent Director	Not applicable		21-03-1976	No				Active	No		21-04-2009	01-08-2020		167.00	1	4	4		1	
5	Mr	Santosh Shankar	BAUP7902B	00081228	Non-Executive - Independent Director	Not applicable		22-08-1978	No				Active	No		21-07-2013	01-08-2020		118.00	2	2	1		2	
6	Mr	Rudraj Malik	BAHP40598A	00211663	Non-Executive - Independent Director	Not applicable		11-10-1950	No				Active	No		30-01-2015	23-09-2020		98.00	2	2	1		1	

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	00085754	Navroze Shiamak Marshall	Non-Executive - Independent Director	Chairperson	01-08-2019		
2	00031985	Ninotchka Malkani Nagpal	Non-Executive - Non Independent Director	Member	06-08-2021		
3	06801226	Santosh Janakiram	Non-Executive - Independent Director	Member	01-08-2019		
4	00521563	Rafique Malik	Non-Executive - Independent Director	Member	23-09-2020		
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

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	00521563	Rafique Malik	Non-Executive - Independent Director	Chairperson	23-09-2020		
2	00085754	Navroze Shiamak Marshall	Non-Executive - Independent Director	Member	01-08-2019		
3	00031985	Ninotchka Malkani Nagpal	Non-Executive - Non Independent Director	Member	06-08-2021		
4	06801226	Santosh Janakiram	Non-Executive - Independent Director	Member	01-08-2019		
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	06801226	Santosh Janakiram	Non-Executive - Independent Director	Chairperson	01-08-2019		
2	00031985	Ninotchka Malkani Nagpal	Non-Executive - Non Independent Director	Member	06-08-2021		
3	00040629	Harish Phatandas Ledwani	Executive Director	Member	28-07-2022		
4	00521563	Rafique Malik	Non-Executive - Independent Director	Member	23-09-2020		
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							
2							
3							
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	00031985	Ninotchka Malkani Nagpal	Non-Executive - Non Independent Director	Chairperson	06-08-2021		
2	01585637	Aditya Tarachand Malkani	Non-Executive - Non Independent Director	Member	28-07-2022		
3	00040629	Harish Phatandas Ledwani	Executive Director	Member	28-07-2022		
4	00085754	Navroze Shiamak Marshall	Non-Executive - Independent Director	Member	01-08-2019		
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						
9						
10						

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Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory				<a href="#">Add Notes</a>			
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*
<a href="#">Add</a> <a href="#">Delete</a>							
1	03-11-2022			Yes	6	6	3
2	02-02-2023	90		Yes	6	5	2

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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)
<div style="display: flex; justify-content: space-between;"> <span>Add</span> <span>Delete</span> </div>										
1	Audit Committee	03-11-2022				Yes	4	3	2	0
2	Audit Committee	02-02-2023	90			Yes	4	4	3	0
3	Nomination and remuneration committee	03-11-2022				Yes	4	3	2	0
4	Nomination and remuneration committee	02-02-2023	90			Yes	4	4	3	0
5	Stakeholders Relationship Committee	03-11-2022				Yes	4	3	2	0
6	Stakeholders Relationship Committee	02-02-2023	90			Yes	4	4	3	0
7	Corporate Social Responsibility Committee	03-11-2022				Yes	4	3	1	0
8	Corporate Social Responsibility Committee	02-02-2023	90			Yes	4	4	1	0

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\* to be filled in only for the current quarter meetings

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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			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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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		<a href="https://www2.adorfon.com/about-us/">https://www2.adorfon.com/about-us/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www2.adorfon.com/code-and-practices/">code-and-practices/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www2.adorfon.com/code-and-practices/">code-and-practices/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www2.adorfon.com/code-and-practices/">code-and-practices/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www2.adorfon.com/code-and-practices/">code-and-practices/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www2.adorfon.com/code-and-practices/">code-and-practices/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www2.adorfon.com/code-and-practices/">code-and-practices/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www2.adorfon.com/code-and-practices/">code-and-practices/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www2.adorfon.com/code-and-practices/">code-and-practices/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www2.adorfon.com/investors-info/contacts/">https://www2.adorfon.com/investors-info/contacts/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www2.adorfon.com/investors-info/contacts/">info/contacts/</a>
12	Financial results	Yes		<a href="https://www2.adorfon.com/investors-info/financial-results/">info/financial-results/</a>
13	Shareholding pattern	Yes		<a href="https://www2.adorfon.com/investors-info/holding-pattern/">holding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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		<a href="https://www2.adorfon.com/investors-info/policies-code-and-practices/">https://www2.adorfon.com/investors-info/policies-code-and-practices/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www2.adorfon.com/investors-info/corporate-announcement/">info/corporate-announcement/</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www2.adorfon.com/investors-info/joint-venture-subsidiary/">https://www2.adorfon.com/investors-info/joint-venture-subsidiary/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www2.adorfon.com/investors-info/policies-code-and-practices/">https://www2.adorfon.com/investors-info/policies-code-and-practices/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www2.adorfon.com/investors-info/policies-code-and-practices/">https://www2.adorfon.com/investors-info/policies-code-and-practices/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www2.adorfon.com/">https://www2.adorfon.com/</a>
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	

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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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	NA
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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add</a>

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## Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Geetha D
2	Designation	Company Secretary and Compliance Officer

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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(1B)	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	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
<b>Any other information to be provided</b>				<a href="#">Add Notes</a>

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1	Name of signatory	Geetha D
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		<a href="#">Add Notes</a>

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Annexure II		
1	Name of signatory	Geetha D
2	Designation	Company Secretary and Compliance Officer

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Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	<a href="#">Add Notes</a>		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>		<b>The Figure should be mentioned in Actual INR only</b>	
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	116943008.26	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
<b>(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</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them		0	0.00
Promoter Group or any other entity controlled by them	Mutual Funds	0.00	214331.65
Directors (including relatives) or any other entity controlled by them		0	0.00
KMPs or any other entity controlled by them		0	0.00
<b>(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</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them		0	0.00
Promoter Group or any other entity controlled by them	Mutual Funds	0.00	214331.65
Directors (including relatives) or any other entity controlled by them		0	0.00
KMPs or any other entity controlled by them		0	0.00
<b>(D) Additional Information</b>			<a href="#">Add Notes</a>
<b>II. Affirmations</b>			
<b>Affirmations</b>	<b>Compliance Status</b>	<b>Company Remarks</b>	
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	Yes	<a href="#">Add Notes</a>	
Name	Geetha D		
Designation	CFO		
Place	Bengaluru		
Date	10-04-2023		

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### Signatory Details

Name of signatory	Geetha D
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	10-04-2023

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