



Tirumala Infra

April 18, 2024

**Vice President  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051**

**Security Code No.: KNRT35 (ISIN: INE01NS07019)  
KNRT35A (ISIN: INE01NS07027)**

**Sub: Report on Corporate Governance for the Quarter ended 31<sup>st</sup> March 2024**

**Ref: Disclosure in terms of Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

In compliance with Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, please find enclosed the Report on Corporate Governance for the quarter ended 31<sup>st</sup> March 2024.

This is for your information and records.

**For KNR Tirumala Infra Private Limited**

**Sanjay Kumar  
Company Secretary  
M. No. A37163**

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**KNR TIRUMALA INFRA PRIVATE LIMITED**

**Regd. Off:** 3rd Floor, GMR Aero Towers 2, Mamidipally Village, Saroor Nagar Mandal, Rangareddy, Hyderabad, Telangana Rangareddy Rangareddy Rangareddy AP 500108 IN

Corporate Off: 1901, 19<sup>th</sup> Floor, Tower-B, World Trade Tower, Plot # C-1, Sector-16, Noida – 201301, UP. India

Phone: 0120- 4868307, E-mail: [compliance@kntipl.co.in](mailto:compliance@kntipl.co.in)

**CIN: U45500TG2018PTC123857**



Tirumala Infra

Name of the Company	<b>KNR Tirumala Infra Private Limited</b>
Quarter Ended	<b>March 31, 2024</b>

### I. Composition of Board of Directors:

Title Mr./Ms.	Name of the Director	PAN & DIN <sup>5</sup>	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure in Months*	Date of Birth	No. of directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Kapil Nayyar	DIN: 00004058 PAN: ACYPN7183P	Independent Director	30/12/2021	-	-	27	25/08/1978	1	1	1	1
Mr.	Bovin Kumar	DIN: 08571658 PAN: ABYPK5994Q	Non-Executive	12/11/2022	-	-	16	24/05/1971	3	0	0	0
Ms.	Pooja Agarwal	DIN: 07365462 PAN: ADQPA0751R	Non-Executive	14/02/2023	-	-	13	06/12/1976	1	0	1	1
Mr.	Akhil Kumar Jain	DIN: 07521882 PAN: AAGPJ4938C	Independent Director	29/06/2023	10/08/2023	-	9	27/12/1949	1	1	2	0
Mr.	Ravindranath Karati	DIN: 07419535 PAN: AGKPK4138K	Chairman of Board / Non-Executive Director	29/06/2023	10/08/2023	-	9	25/05/1971	3	0	2	0
Whether Regular Chairperson Appointed: <b>Yes</b>												
Whether Chairperson is related to managing director or CEO: <b>No</b>												
<sup>5</sup> PAN of any director would not be displayed on the website of Stock Exchange												
* Category of Directors means executive/non-executive/Independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen.												

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\* To be filed only for Independent Director. Tenure would mean total period from which independent director is serving on the Board of Directors of Listed entity in continuity without any cooling off period.

## II. Composition of Committee:

Name of the Committee	Whether Regular chairperson appointed	Name of Committee members	Category & (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. Kapil Nayyar	Chairman - Non-Executive Independent Director	30.12.2021	-
		Mr. Akhil Kumar Jain	Non-Executive Independent Director	29.06.2023	-
		Mr. Ravindranath Karati	Non-executive Director	04.08.2023	-
Nomination & Remuneration Committee	Yes	Mr. Kapil Nayyar	Chairman - Non-Executive Independent Director	30.12.2021	-
		Mr. Akhil Kumar Jain	Non-Executive Independent Director	29.06.2023	-
		Mr. Ravindranath Karati	Non-executive Director	04.08.2023	-
Risk Management Committee (if Applicable)	Yes	Mr. Kapil Nayyar	Chairman - Non-Executive Independent Director	29.06.2022	-
		Mr. Akhil Kumar Jain	Non-Executive Independent Director	29.06.2023	-
		Mr. Ravindranath Karati	Non-executive Director	04.08.2023	-

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Stakeholders Relationship Committee	Yes	Ms. Pooja Agarwal Mr. Ravindranath Karati Mr. Akhil Kumar Jain	Non-Executive Director Non-Executive Director Non-Executive Independent Director	31.10.2023 31.10.2023 31.10.2023	-
*Category means Chairperson and/ or Directors viz. executive/ non-executive/ independent/ Nominee. if a director fits into more than one category write all categories separating them with hyphen.					

### III. Meeting of Board of Directors:

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
31/10/2023	12-02-2024	Yes	5	2	103
	26-03-2024	Yes	4	2	42
* to be filled in only for the current quarter meetings					

### IV. Meetings of Committee:

#### A. Audit Committee Meeting Details:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
12/02/2024	Yes	3	2	31/10/2023	103

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## B. Nomination and Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	N.A.	N.A.	N.A.	-	-

\*To be filled in only for the current quarter meetings.  
Note: This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

## C. Risk Management Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
12/02/2024	Yes	3	2	-	-

\*To be filled in only for the current quarter meetings.  
Note: This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

## D. Stakeholder Relationship Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
12/02/2024	Yes	3	1	-	-

\*To be filled in only for the current quarter meetings.  
Note: This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

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#### V. Related Party Transaction: -

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N.A.

#### VI. 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		
Date of the event	N.A.	Brief details of the event	N.A.

#### VII. Affirmations:

1. The Composition of Board of Directors of the Company is in terms of in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: **Yes**
2. the Company has in place the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination and Remuneration Committee
  - c. Risk Management Committee
  - d. Stakeholder Relationship Committee
3. 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**

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4. 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.
5. This report ~~and/or the report submitted in the previous quarter~~ will be placed before Board of Directors in the next board meeting.

This is for your information and record please.

Thanking you.

**For KNR Tirumala Infra Private Limited**

**Sanjay Kumar**  
**Company Secretary**  
**M. No. A-37163**

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## Corporate Governance Report - High Value Debt Listed Entities

Name of the Listed Entity	KNR Tirumala Infra Private Limited
Quarter Ended	Mar-24
Date of Submission of report on NEAPS	18-04-2024
Whether the Company was HVDL as on <b>as on end of the quarter.</b>	Yes
Whether HVDL provisions have become applicable during the course of the quaters if the answer to above is NO.	N.A.



I. Composition of Board of Directors													
Title (Mr./ Ms.)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)&	Initial date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	No of Independent directorship in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	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)	
Mr.	Kapil Nayyar	DIN: 00004058 PAN: ACYFN7183P DIN: 08571658	Independent	30-12-2021	-	-	27	25-08-1978	1	1	1	1	
Mr.	Bovin Kumar	PAN: ABYFK9594Q DIN: 07365462	Non-Executive	12-11-2022	-	-	16	23-05-1971	3	0	0	0	
Ms.	Pooja Agarwal	PAN: ADQPA0751R DIN: 07521882	Non-Executive	14-02-2023	-	-	13	06-12-1976	1	0	1	1	
Mr.	Akhil Kumar Jain	PAN: AAGPJ4938C DIN: 07419535	Independent	29-06-2023	-	-	9	27-12-1949	1	1	2	0	
Mr.	Ravindranath Karali	PAN: AGKPK4138K	Chairperson/ Non-Executive	29-06-2023	-	-	9	25-05-1971	3	0	2	0	
Whether Regular chairperson appointed: Yes													
Whether Chairperson is related to managing director or CEO: No													
SPAN of any director would not be displayed on the website of Stock Exchange													
&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen													
* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.													
Note: In case of a director holding the chairmanship position - the position is reflected under the column Director/Member and also chairman													

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Kapil Nayyar	Chairman/Non-Executive Independent Director	30.12.2021	-
		Mr. Akhil Kumar Jain	Non-Executive Independent Director	29.06.2023	-
		Mr. Ravindranath Karati	Non-Executive Director	04.08.2023	-
2. Nomination & Remuneration Committee	Yes	Mr. Kapil Nayyar	Chairman/Non-Executive Independent Director	30.12.2021	-
		Mr. Akhil Kumar Jain	Non-Executive Independent Director	29.06.2023	-
		Mr. Ravindranath Karati	Non-Executive Director	04.08.2023	-
3. Risk Management Committee	Yes	Mr. Kapil Nayyar	Chairman/Non-Executive Independent Director	29.06.2022	-
		Mr. Akhil Kumar Jain	Non-Executive Independent Director	29.06.2023	-
		Mr. Ravindranath Karati	Non-Executive Director	04.08.2023	-
4. Stakeholders Relationship Committee	Yes	Ms. Pooja Agarwal	Chairperson / Non-Executive Director	31.10.2023	-
		Mr. Ravindranath Karati	Non-Executive Director	31.10.2023	-
		Mr. Akhil Kumar Jain	Non-Executive Independent Director	31.10.2023	-

<sup>8</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

<b>III. Meeting of Board of Directors</b>					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met* (Yes / No)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
31-10-2023	12-02-2024	Yes	5	2	103
-	26-03-2024	Yes	4	2	42
<i>* to be filled in only for the current quarter meetings</i>					

<b>IV. Meetings of Committees</b>					
<b>(1) AUDIT COMMITTEE</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)* (Yes / No)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
12-02-2024	Yes	3	2	31-10-2023	103
<b>(2) NOMINATION AND REMUNERATION COMMITTEE</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)* (Yes / No)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
-	N.A.	N.A.	N.A.	-	-
<b>(3) RISK MANAGEMENT COMMITTEE</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)* (Yes / No)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
12-02-2024	Yes	3	2	-	-
<b>(4) STAKEHOLDER RELATIONSHIP COMMITTEE</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)* (Yes / No)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
12-02-2024	Yes	3	1	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					

<b>V. Related Party Transactions</b>		
<b><i>Subject</i></b>	<b><i>Compliance status (Yes/No) refer note below</i></b>	<b><i>Detailed Reason / explanation for Non-compliance</i></b>
Whether prior approval of audit committee obtained	N.A.	N.A.
Whether shareholder approval obtained for material RPT	N.A.	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	N.A.	

<b>VI. Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No)</b>	<b>Detailed Reason / explanation for Non-compliance</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of board of directors	17(2)	Yes	
Quorum of board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for Appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of Stakeholder Relationship Committee	20(3A)	Yes	
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Not Applicable	No Related Party Transactions were undertaken during this quarter
Approval for material related party Transactions	23(4)	Not Applicable	No material Related Party Transactions were undertaken during this quarter
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	Company does not have any subsidiary
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable	Company does not have any subsidiary
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
Directors and Officers insurance	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	This regulation has been omitted by the regulator
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	The Company is in compliance with these regulations. No policy however is required to be formulated under the said regulations.
The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.	-	Not Applicable	Company does not have any subsidiary
The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	-	Yes	
The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	-		
a. Audit Committee		Yes	
b. Nomination & Remuneration Committee		Yes	
c. Stakeholders Relationship Committee		Yes	
d. Risk management committee (as applicable)		Yes	
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	
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	
This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	-	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	No	The stakeholder relationship committee was constituted on 31.10.2023
Whether "Corporate Governance Report" disclosed in Annual Report	53	Yes	

Please note that the companies are advised to submit the disclosure with an additional below mentioned format:

<b>Details of Cyber Security Incidence</b>	
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 incidence pertaining to cyber security or breach or loss of data / documents occurred during the quarter
Date of the event: N.A.	Brief details of the event: N.A.