Section: Corporate Governance

--- corporate governance ---

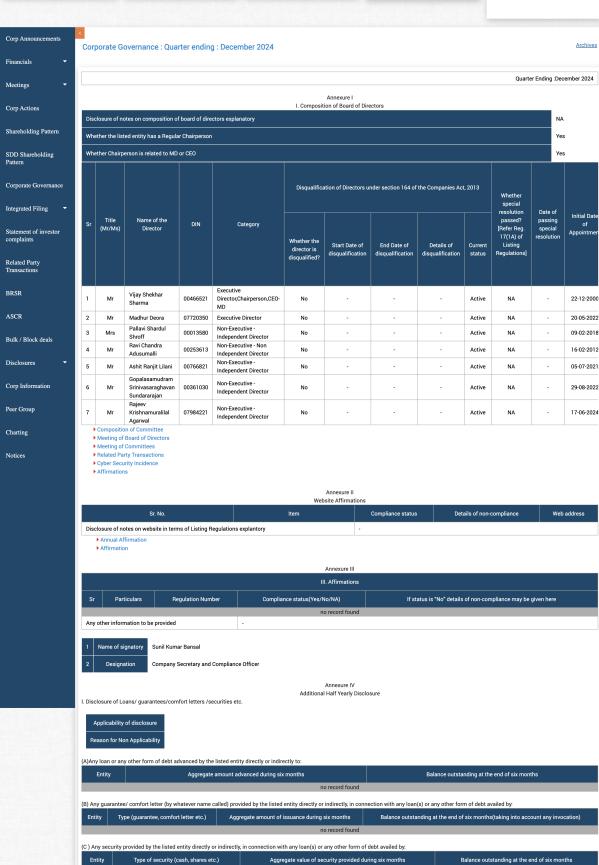
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(D) Additional Information

734.20 -20.20 (-2.68%)

Equity Derivatives SLB

								Archives	Add to Watch list
Previous Close	754.40	52 Wk High	1,063.00	TTQ (Lakh)	2.03	EPS (TTM)	-12.16	Category	Listed
Open	751.10	52 Wk Low	310.00	Turnover (Cr.)	15.22	CEPS (TTM)	-1.12	Group / Settlement	A /T+1
High	772.85	Upper Price Band	829.80	2W Avg Qty`(Lakh)	3.11	PE/PB	-60.38 / 3.65	Type	BSE 500
Low	732.50	Lower Price Band	679.00	Mcap Full (Cr.)	46,817.55	ROE	-6.05	Basic Industry	Financial
VWAP	751.00	Price Band	No Band	Mcap FF (Cr.)	23,586.45	Face Value	1.00	0	Technology (Fintech)



Affirmations

--- Composition of Committees ---

```
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ia.com/>)
Corporate Governance | One 97 Communications Ltd
Scrip Code: 543396 | Quarter Ending: December 2024
Annexure 1
II. Composition of Committees
**Disclosure of notes on composition of committees explanatory**| -
---|---
**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 | 00361030 | Gopalasamudram Srinivasaraghavan Sundararajan | Non-Executive - Independent Director | Chairperson
29-08-2022| -| -
2| 00013580| Pallavi Shardul Shroff| Non-Executive - Independent Director| Member| 09-02-2018| -| -
3 | 07984221 | Rajeev Krishnamuralilal Agarwal | Non-Executive - Independent Director | Member | 17-06-2024 | - | -
**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 | 1-0766821 | Ashit Ranjit Lilani | Non-Executive - Independent Director | Chairperson | 11-07-2021
2 | 00253613 | Ravi Chandra Adusumalli Non-Executive - Non Independent Director | Member | 03-02-2023 | - | -
3| 00013580| Pallavi Shardul Shroff| Non-Executive - Independent Director| Member| 17-06-2024| -| -
**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 | 07984221 | Rajeev Krishnamuralilal Agarwal | Non-Executive - Independent Director | Chairperson | 17-06-2024 | - |
```

2 | 00766821 | Ashit Ranjit Lilani | Non-Executive - Independent Director | Member | 05-07-2021 | - | -

```
3| 07720350| Madhur Deora| Executive Director| Member| 03-02-2023| -| -
**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 | 00361030 | Gopalasamudram Srinivasaraghavan Sundararajan | Non-Executive - Independent Director | Chairperson
29-08-2022| -| -
2 | 00766821 | Ashit Ranjit Lilani | Non-Executive - Independent Director | Member | 05-07-2021 | - | -
3 | 00466521 | Vijay Shekhar Sharma | Executive Director | Member | 05-07-2021 | - | -
4| 07984221| Rajeev Krishnamuralilal Agarwal| Non-Executive - Independent Director| Member| 17-06-2024| -| -
**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 | 00361030 | Gopalasamudram Srinivasaraghavan Sundararajan | Non-Executive - Independent Director | Chairperson
29-08-2022| -| -
2 | 00466521 | Vijay Shekhar Sharma | Executive Director | Member | 31-03-2015 | - | -
3| 00253613| Ravi Chandra Adusumalli| Non-Executive - Non Independent Director| Member| 31-03-2015| -| -
--- Meeting Of Board Of Directors ---
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Ltd](https://www.bseindia.com/include/images/transparent.gif)](https://www.bseindia.com/corporates/<https://www.bseindia.com/corporates/
ia.com/>)
Corporate Governance | One 97 Communications Ltd
Scrip Code: 543396 | Quarter Ending: December 2024
Annexure 1
III. Meeting Of Board Of Directors
**Disclosure of notes on meeting of board of directors explanatory** | -
---|---
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* 1| 19-07-2024| -| -| Yes| 7.00| 6| 3 2| 13-08-2024| 24| -| Yes| 7.00| 7| 4 3| 21-08-2024| 7| -| Yes| 7.00| 7| 4 4| 22-10-2024| 61| -| Yes| 7.00| 7| 4 5| 05-12-2024| 43| -| Yes| 7.00| 7| 4 --- Meeting Of Committees ---[![BSE Ltd](https://www.bseindia.com/include/images/transparent.gif)](https://www.bseindia.com/corporates/<https://www.bseindia.com/corporates/ ia.com/>) Corporate Governance | One 97 Communications Ltd Scrip Code: 543396 | Quarter Ending: December 2024 Annexure 1 IV. Meeting Of Committees | **Disclosure of notes on meeting of committees explanatory**| ----|---Sr| Name of Committee| EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order| Maximum gap between any two consecutive meetings (in number of days)| Name of other committee| Reason for not providing date| Whether requirement of Quorum met (details)| 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) 1| Audit Committee| 16 Jul 2024| -| -| -| Yes| 3| 3| 3| 0 2| Audit Committee| 19 Jul 2024| 2| -| -| Yes| 3| 3| 3| 0 3| Audit Committee| 21 Aug 2024| 32| -| -| Yes| 3| 3| 3| 0 4| Audit Committee| 19 Oct 2024| 58| -| -| Yes| 3| 3| 3| 0

5| Audit Committee| 22 Oct 2024| 2| -| -| Yes| 3| 3| 3| 0

6| Nomination and remuneration committee| 16 Jul 2024| -| -| -| Yes| 3| 2| 2| 0

7| Nomination and remuneration committee| 19 Oct 2024| 94| -| -| Yes| 3| 2| 1| 0

8| Nomination and remuneration committee| 05 Dec 2024| 46| -| -| Yes| 3| 3| 2| 0

9| Stakeholders Relationship Committee| 19 Oct 2024| -| -| -| Yes| 3| 3| 2| 0

10| Risk Management Committee| 16 Jul 2024| -| -| -| Yes| 4| 4| 3| 0

--- Related Party Transactions Overview ---

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ia.com/>)

Corporate Governance | One 97 Communications Ltd

Scrip Code: 543396 | Quarter Ending: December 2024

Annexure 1

V. Related Party Transactions

| 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| -

Disclosure of notes of material transaction with related party -

--- Cyber Security Incidence ---

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ia.com/>)

Corporate Governance | One 97 Communications Ltd

Scrip Code: 543396 | Quarter Ending: December 2024

Annexure 1

Cyber Security Incidence

| 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 |-

Number of cyber security incidence or breaches or loss of data event occurred during the quarter 0

Date of the event |- | Brief details of the event |-

--- Affirmations ---

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Corporate Governance | One 97 Communications Ltd

Scrip Code: 543396 | Quarter Ending: December 2024

Annexure I

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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015**a. Audit committee**| Yes

- 3| The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015**b. Nomination and remuneration committee**| Yes
- 4| The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015**c. Stakeholders relationship committee**| Yes
- 5| The composition of the risk management committee 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 of 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 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:| -

| Annexure I

Sr| **Subject**| **Compliance status** 1.| Name of signatory| Sunil Kumar Bansal 2.| Designation| Company Secretary and Compliance Officer --- Annual Affirmation ---[![BSE Ltd](https://www.bseindia.com/include/images/transparent.gif)](https://www.bseindia.com/corporates/<https://www.bseindia.com/include/images/transparent.gif)] ia.com/>) Corporate Governance | One 97 Communications Ltd Scrip Code: 543396 | Quarter Ending: December 2024 Annexure 2 II. Annual Affirmation | Sr| Particulars| Regulation Number| Compliance status (Yes/No)| If status is "No" details of non-compliance ---|---|---| Any other information to be provided |-No Data Available

Annexure II

---|---

| Name of signatory | Sunil Kumar Bansal

Designation| Company Secretary and Compliance Officer

Section: Shareholding Pattern

--- Shareholding Pattern ---

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Derivatives SLB

Previous Close 754.40 52 Wk High 1,063.00 TTQ (Lakh) 2.03 751.10 52 Wk Low 310.00 Turnover (Cr.) 15.22 Open High 772.85 Upper Price Band 829.80 2W Avg Qty`(Lakh) 3.11 Low 732.50 Lower Price Band 679.00 Mcap Full (Cr.) 46,817.55 751.00 Price Band Mcap FF (Cr.) VWAP No Band 23,586.45

EPS (TTM) 🕖 -12.16 CEPS (TTM) -1.12 PE/PB -60.38 / 3.65 ROE -6.05 Face Value 1.00

	Alcilives	Add to Water list
Category		Listed
Group /		
Settlemen	t	A /T+1
Туре		
Index		BSE 500
Basic Indu	ıstry	Financial
		Technology
U		(Fintech)

Corp Announcements

Shareholding Pattern: Quarter ending: December 2024

Archives

Meetings

Financials

Corp Actions

Shareholding Pattern

SDD Shareholding Pattern

Corporate Governance

Integrated Filing

Statement of investor complaints

Related Party

BRSR

Bulk / Block deals

	Quarter ending :December 2024			
Particular	Yes/No			
Whether the Listed Entity has issued any partly paid up shares?	No			
Whether the Listed Entity has issued any Convertible Securities?	No			
Whether the Listed Entity has issued any Warrants?	No			
Whether the Listed Entity has any shares against which depository receipts are issued?	No			
Whether the Listed Entity has any shares in locked-in?	No			
Whether any shares held by promoters are pledge or otherwise encumbered?	No			
Whether company has equity shares with differential voting rights?	No			
Whether the listed entity has any significant beneficial owner?	Yes			

Summary statement holding of specified securities

Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form	Sub-categorization of shares (XV)		
								Shareholding (No. of shares) under		
								SubCategory_I	SubCategory_II	SubCategory_III
(A) Promoter & Promoter Group				0.00		0.00		-	_	-
(B) Public	9,89,752	63,73,82,630	63,73,82,630	100.00	63,73,82,630	100.00	63,71,58,698	15,57,61,020		
(C1) Shares underlying DRs				0.00		0.00		-	-	-
(C2) Shares held by Employee Trust				0.00		0.00		-	-	-

--- shareholding pattern of the Promoter and Promoter Group ---

[](https://www.bseindia.com/corporates/</index.html>) Shareholding Pattern | | **One 97 Communications Ltd** **Scrip Code :** 543396| **Quarter Ending :** December 2024 **Statement showing shareholding pattern of the Promoter and Promoter Group** | Category of shareholder| Entity Type| Nos. of shareholders| No. of fully paid up equity shares held Total nos. shares held Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)As a % of (A+B+C2) Number of Voting Rights held in each class of securities | Number of equity shares held in dematerialized form ---|---|---|---|---|---| Class eg: X| Total **A1) Indian**| 0.00| 0.00 **A2) Foreign**| 0.00| 0.00 --- shareholding pattern of the Public shareholder ---[](https://www.bseindia.com/corporates/</index.html>) Shareholding Pattern Public Shareholder | | **One 97 Communications Ltd** **Scrip Code :** 543396| **Quarter ending :** December 2024 **Statement showing shareholding pattern of the Public shareholder** Category & Name of the Shareholders No. of shareholder No. of fully paid up equity shares held Total no. shares held Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) No. of Voting Rights Total as a % of Total Voting right No. of equity shares held in dematerialized form(Not Applicable) Sub-categorization of shares (XV) ---|---|---|---|---|---| Shareholding (No. of shares) under SubCategory_II SubCategory_III SubCategory_III **B1) Institutions**| 0| 0| 0.00| 0.00| -| -| -**B2) Institutions (Domestic)**| 0| 0| 0.00| 0.00| -| -| -**Mutual Funds/**| 27| 71414139| 7,14,14,139| 11.20| 7,14,14,139| 11.20| 7,14,14,139

```
Motilal Oswal Mutual Funds| 1| 13435375| 1,34,35,375| 2.11| 1,34,35,375| 2.11| 1,34,35,375
Nippon Mutual Funds| 1| 14771701| 1,47,71,701| 2.32| 1,47,71,701| 2.32| 1,47,71,701
Mirae Asset Mutual Funds| 1| 26562774| 2,65,62,774| 4.17| 2,65,62,774| 4.17| 2,65,62,774
**Alternate Investment Funds**| 23| 2268788| 22,68,788| 0.36| 22,68,788| 0.36| 22,68,788
**Insurance Companies**| 9| 933100| 9,33,100| 0.15| 9,33,100| 0.15| 9,33,100
**NBFCs registered with RBI**| 7| 1067005| 10,67,005| 0.17| 10,67,005| 0.17| 10,67,005
**Other Financial Institutions**| 1| 30089| 30,089| 0.00| 30,089| 0.00| 30,089
**Sub Total B1**| 67| 75713121| 7,57,13,121| 11.88| 7,57,13,121| 11.88| 7,57,13,121
**B3) Institutions (Foreign)**| 0| 0| 0.00| 0.00| -| -| -
**Foreign Direct Investment**| 23| 238849100| 23,88,49,100| 37.47| 23,88,49,100| 37.47| 23,88,49,100| 9,79,15,967
SAIF Partners India IV Limited 1 | 29180478 | 2,91,80,478 | 4.58 | 2,91,80,478 | 4.58 | 2,91,80,478 | 2,91,80,478
Antfin (Netherlands) Holding B.V. | 1 | 62797816 | 6,27,97,816 | 9.85 | 6,27,97,816 | 9.85 | 6,27,97,816
Resilient Asset Management B V| 1| 65335101| 6,53,35,101| 10.25| 6,53,35,101| 10.25| 6,53,35,101
SAIF III Mauritius Company Limited | 1 | 68735489 | 6,87,35,489 | 10.78 | 6,87,35,489 | 10.78 | 6,87,35,489 | 6,87,35,489
**Foreign Portfolio Investors Category I**| 237| 111102313| 11,11,02,313| 17,43| 11,11,02,313| 17,43| 11,11,02,313
Morgan Stanley Asia (Singapore) Pte. - Odi| 1| 7112985| 71,12,985| 1.12| 71,12,985| 1.12| 71,12,985
Tree Line Asia Master Fund (Singapore) Pte Ltd 1 8600000 86,00,000 1.35 86,00,000 1.35 86,00,000
Government Pension Fund Globall 1 11368054 1,13,68,054 1,78 1,13,68,054 1,78 1,13,68,054
**Foreign Portfolio Investors Category II**| 27| 8268832| 82,68,832| 1.30| 82,68,832| 1.30| 82,68,832
**Sub Total B2**| 287| 358220245| 35,82,20,245| 56.20| 35,82,20,245| 56.20| 35,82,20,245| 9,79,15,967
**B4) Central Government/ State Government(s)/ President of India** | 0 | 0 | 0.00 | 0.00 | - | - | -
**Central Government / President of India** | 1 | 1 | 1 | 0.00 | 1 | 0.00 | 1
**Sub Total B3**| 1| 1| 1| 0.00| 1| 0.00| 1
**B5) Non-Institutions**| 0| 0| 0.00| 0.00| -| -| -
**Directors and their relatives (excluding independent directors and nominee directors)** 3 59253447 5,92,53,447
9.30| 5,92,53,447| 9.30| 5,92,53,447| 5,78,45,053
```

- Vijay Shekhar Sharma| 1| 57845053| 5,78,45,053| 9.08| 5,78,45,053| 9.08| 5,78,45,053| 5,78,45,053
- **Resident Individuals holding nominal share capital up to Rs. 2 lakhs**| 967358| 69964915| 6,99,64,915| 10.98| 6,99,64,915| 10.98| 6,99,63,153
- **Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs**| 20| 18729478| 1,87,29,478| 2.94| 1,87,29,478

Akash Bhanshali| 1| 7921162| 79,21,162| 1.24| 79,21,162| 1.24| 79,21,162

- **Non Resident Indians (NRIs)**| 9304| 6218981| 62,18,981| 0.98| 62,18,981| 0.98| 59,97,981
- **Foreign Nationals**| 3| 27889| 27,889| 0.00| 27,889| 0.00| 27,889

```
**Foreign Companies**| 1| 1117350| 11,17,350| 0.18| 11,17,350| 0.18| 11,17,350
```

Bodies Corporate| 1717| 43726599| 4,37,26,599| 6.86| 4,37,26,599| 6.86| 4,37,26,599

Axis Trustee Services Limited 1 30970406 3,09,70,406 4.86 3,09,70,406 4.86 3,09,70,406

Any Other (specify)| 10991| 4410604| 44,10,604| 0.69| 44,10,604| 0.69| 44,09,434

Clearing Members | 11 | 2754 | 2,754 | 0.00 | 2,754 | 0.00 | 2,754

HUF| 10765| 1931861| 19,31,861| 0.30| 19,31,861| 0.30| 19,31,861

LLP| 206| 2184053| 21,84,053| 0.34| 21,84,053| 0.34| 21,84,053

Trusts 9 291936 2,91,936 0.05 2,91,936 0.05 2,90,766

Sub Total B4| 989397| 203449263| 20,34,49,263| 31.92| 20,34,49,263| 31.92| 20,32,25,331| 5,78,45,053

B=B1+B2+B3+B4| 989752| 637382630| 63,73,82,630| 100.00| 63,73,82,630| 100.00| 63,71,58,698| 15,57,61,020

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note(1) PAN would not be displayed on website of Stock Exchange(s).(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available,.

--- shareholding pattern of the Non Promoter- Non Public shareholder ---

 $[\](https://www.bseindia.com/corporates/</index.html>)\\$

Shareholding Pattern Non Promoter-Non Public

| | **One 97 Communications Ltd**

Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

| Category & Name of the Shareholders(I)| No. of shareholder(III)| No. of fully paid up equity shares held(IV)| Total no. shares held(VII = IV+V+VI)| Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)(VIII)| Number of equity shares held in dematerialized form(XIV)(Not Applicable)

---|---|---|---

** _Note_**(1) PAN would not be displayed on website of Stock Exchange(s).(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available,.

^{**}Scrip Code :** 543396| **Quarter ending :** December 2024

^{**}C1) Custodian/DR Holder**| 0| 0| 0.00

^{**}C2) Employee Benefit Trust**| 0|0|0.00

[](https://www.bseindia.com/corporates/</index.html>) **Shareholding Pattern** | | **One 97 Communications Ltd** **Scrip Code :** 543396| **Quarter ending :** December 2024 The categorisation of shareholders in the Shareholding Pattern is being disclosed basis the categorisation mentioned in the Benpos and reports received from the Registrar and Transfer Agent of the Company viz. MUFG Intime India Private Limited. --- Details of Disclosure by Trading Members (TM) holding 1% or more of the Total No. of Shares. ---[![](https://www.bseindia.com/corporates/</index.html>) **Shareholding Pattern** | | **One 97 Communications Ltd** **Scrip Code :** 543396| **Quarter ending :** December 2024 **Details of disclosure made by the Trading Members holding 1% or more of the Total No. of shares of the company.** | SI. No.| Name of the Trading Member | Name of the Beneficial Owner | No. of shares held | % of total no. of shares Date of reporting by the Trading Member ---|---|---|---| -| NIL| NIL| NIL| NIL| NIL --- Statement showing foreign ownership limits ---[](https://www.bseindia.com/corporates/</index.html>) **Shareholding Pattern** | | **One 97 Communications Ltd** **Scrip Code :** 543396| **Quarter ending :** December 2024 **Statement showing foreign ownership limits**

--- Company Remarks ---

| Approved Limits %| Limits Utilized %

---|---

As on shareholding date |100.00 |56.79

As on the end of previous 1st quarter | 100.00 | 56.13

As on the end of previous 2nd quarter |100.00| 58.69

As on the end of previous 3rd quarter | 100.00 | 60.88

As on the end of previous 4th quarter |100.00 |64.16