

हिंदी केवल एक भाषा नहीं बल्कि हमारी राष्ट्रीय पहचान है।

**ITI LIMITED**  
(A Govt. of India Undertaking)



**आईटीआई लिमिटेड**  
(भारत सरकार का उपक्रम)

Ref: K/953/NSE&BSE/2025

Date: 30.05.2025

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
Scrip Code: 523610

The Manager  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E)  
Mumbai- 400 051  
Scrip Code: ITI

Dear Sir/Madam,

Sub: **Annual Secretarial Compliance Report for the Year Ended 31<sup>st</sup> March 2025**  
Ref: **Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the captioned subject, please find enclosed Annual Secretarial Compliance Report for the Year Ended 31<sup>st</sup> March 2025 issued by Shri D Venkateswarlu, Practicing Company Secretary.

This is for your kind information and records please.

Thanking you

Yours faithfully  
For ITI Limited

Y Sathyan  
Company Secretary & Compliance Officer

Encl: as above

ITI Limited, Registered and Corporate Office, ITI Bhavan, Doorvaninagar, Bengaluru-560 016, India

आईटीआई लिमिटेड, पंजीकृत एवं निगमित कार्यालय, आईटीआई भवन, दुरवाणीनगर, बेंगलूरु 560 016, भारत

Phone : +(91) (80) 2561 7486, 2561 4466, Fax : +(91) (80) 2561 7525,

Email: cosecy\_crp@itilt.co.in, Website : www.itilt.in

CIN : L32202KA1950GoI000640



**D VENKATESWARLU**  
Practicing Company Secretary

**Secretarial Compliance Report of ITI Limited (CIN: L32202KA1950GOI000640)**  
**for the financial year ended 31<sup>st</sup> March 2025**

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I, D Venkateswarlu, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s ITI Limited (CIN: L32202KA1950GOI000640) (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the year ended 31<sup>st</sup> March 2025 (“Review Period”) in respect of compliance with the provisions of :
  - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

No.170, 2<sup>nd</sup> Floor, 2<sup>nd</sup> Cross,  
1<sup>st</sup> Block, Koramangala,  
Bengaluru 560 034  
dvenkatacs@gmail.com  
Mobile: 9880006825



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **No transaction observed during the period under review and hence not applicable.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **No transaction observed during the period under review and hence not applicable.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **No transaction observed during the period under review and hence not applicable.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **No transaction observed during the period under review and hence not applicable.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share transfer agents) Regulations, 1993 and
- (k) Circulars/ guidelines issued thereunder;



And based on the above examination, I hereby report that, during the Review Period:

Page | 3 (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

SI No	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 6 (1) of LODR: Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	Regulation 6 (1) of LODR:	Appointment of qualified company secretary as the compliance officer	The action has been taken by the stock exchanges	Imposition of fine / Penalty	The Company has not complied with the provisions of Regulation 17 (1) of LODR with respect to appointment of qualified company secretary as the compliance officer	BSE & NSE has imposed penalties of: Rs. 16,520/- each for the quarter ended 30.09.2024; Rs 99,120 /- each for the quarter ended 31.12.2024	The Company has not complied with the provisions of Regulation 6 (1) of LODR with respect to Appointment of qualified company Secretary as the compliance officer w.e.f 17-09-2024.	The company has made several attempts to fill up the vacancy of Company Secretary but due to some reason or another the same is not filled up within the stipulated time period. The company has made its best efforts to fill up the vacancy of Company Secretary to comply with SEBI LODR regulations.  The Company has appointed qualified company secretary as Compliance Officer w.e.f. 24 <sup>th</sup> December 2024.	NA

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dvenkatacs@gmail.com  
Mobile: 9880006825



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Practicing Company Secretary

2	Regulation 17 of LODR: Composition of Board of Directors read with Regulation 17 (1)	Regulation 17 of LODR read with Regulation 17 (1)	Composition of Board of Directors	The action has been taken by the stock exchanges	Imposition of fine / Penalty	The Company has not complied with the provisions of Regulation 17 (1) of LODR with respect to Composition of Board of Directors of the Company pertaining to inadequate number of Independent Director	BSE & NSE has imposed penalties of:  Rs. 5,36,900/- each for the quarter ended 30.06.2024;  Rs 5,42,800 /- each for the quarter ended 30.09.2024;  Rs. 5,42,800/- each for the quarter ended 31.12.2024; and  Rs.5,31,000/- each for the quarter ended 31.03.2025	The Company has not complied with the provisions of Regulation 17 (1) of LODR with respect to Composition of Board of Directors of the Company {for not having adequate number of Independent Directors on the Board during the FY 2024-25.	ITI Ltd. being a Government Company, the power to appoint directors, including independent directors, lies with the Government of India. Accordingly, ITI Ltd. has been in constant communication with the Government requesting for appointment of requisite number of independent directors so as to ensure compliance with Corporate Governance norms.  The matter of filling up of the vacancies is under process at the end of Government of India. In view of the above, the Company has requested the Exchanges for the waiver of the fines imposed under their carve-out policies.
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Practicing Company Secretary

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3	Regulation 17(2A) of LODR: Non-compliance with the requirements pertaining to quorum of Board meetings.	Regulation 17(2A) of LODR:	Requirements pertaining to quorum of Board meetings.	The action has been taken by the stock exchanges	Imposition of fine / Penalty	The Company has not complied with the provisions of Regulation 17(2A) of LODR with respect to requirements pertaining to quorum of Board meetings	BSE & NSE has imposed penalties of: Rs 23,600 /- each for the quarter ended 31.12.2024  Rs.23,600/-each for the quarter ended 31.03.2025	The Company has not complied with the provisions of Regulation 17(2A) of LODR with respect to requirements pertaining to quorum of Board Meetings w.e.f. 09 <sup>th</sup> November 2024	ITI Ltd. being a Government Company, the power to appoint directors, including independent directors, lies with the Government of India. Accordingly, ITI Ltd. has been in constant communication with the Government requesting for appointment of requisite number of independent directors so as to ensure compliance with Corporate Governance norms.  The matter of filling up of the vacancies is under process at the end of Government of India. In view of the above, the Company has requested the Exchanges for the waiver of the fines imposed under their carve-out policies.	NA
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4	Regulation 18(1) of LODR: Non-compliance with the constitution of audit committee	Regulation 18(1) of LODR:	constitution of audit committee	The action has been taken by the stock exchanges	Imposition of fine / Penalty	The Company has not complied with the provisions of Regulation 18(1) of LODR: Pertaining to constitution of audit committee	BSE & NSE has imposed penalties of: Rs 1,22,720 /- each for the quarter ended 31.12.2024 Rs.2,12,400/- each for the quarter ended 31.03.2025	The Company has not complied with the provisions of Regulation 18(1) of LODR with respect to requirements constitution of audit committee	ITI Ltd. being a Government Company, the power to appoint directors, including independent directors, lies with the Government of India. Accordingly, ITI Ltd. has been in constant communication with the Government requesting for appointment of requisite number of independent directors so as to ensure compliance with Corporate Governance norms.  The matter of filling up of the vacancies is under process at the end of Government of India. In view of the above, the Company has requested the Exchanges for the waiver of the fines imposed under their carve-out policies.	NA
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5	Regulation 19(1)/ 19(2) of LODR: Non-compliance with the constitution of nomination and remuneration committee	Regulation 19(1)/ 19(2) of LODR:	constitution of nomination and remuneration committee	The action has been taken by the stock exchanges	Imposition of fine / Penalty	The Company has not complied with the provisions of Regulation 19(1)/ 19(2) of LODR: Pertaining to constitution of nomination and remuneration committee	BSE & NSE has imposed penalties of: Rs 1,22,720 /- each for the quarter ended 31.12.2024 Rs.2,12,400/- each for the quarter ended 31.03.2025	The Company has not complied with the provisions of Regulation 19(1)/ 19(2) of LODR: With respect to constitution of nomination and remuneration committee	ITI Ltd. being a Government Company, the power to appoint directors, including independent directors, lies with the Government of India. Accordingly, ITI Ltd. has been in constant communication with the Government requesting for appointment of requisite number of independent directors so as to ensure compliance with Corporate Governance norms.  The matter of filling up of the vacancies is under process at the end of Government of India. In view of the above, the Company has requested the Exchanges for the waiver of the fines imposed under their carve-out policies.	NA
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6	Regulation 20(2)/(2A) of LODR Non-compliance with the constitution of stakeholder relationship committee	Regulation 20(2)/(2A) of LODR	constitution of stakeholder relationship committee	The action has been taken by the stock exchanges	Imposition of fine / Penalty	The Company has not complied with the provisions of Regulation 20(2)/(2A) of LODR Pertaining to constitution of stakeholder relationship committee	BSE & NSE has imposed penalties of: Rs 1,22,720 /- each for the quarter ended 31.12.2024 Rs.2,12,400/- each for the quarter ended 31.03.2025	The Company has not complied with the provisions of Regulation 20(2)/(2A) of LODR With respect to constitution of stakeholder relationship committee	ITI Ltd. being a Government Company, the power to appoint directors, including independent directors, lies with the Government of India. Accordingly, ITI Ltd. has been in constant communication with the Government requesting for appointment of requisite number of independent directors so as to ensure compliance with Corporate Governance norms.  The matter of filling up of the vacancies is under process at the end of Government of India. In view of the above, the Company has requested the Exchanges for the waiver of the fines imposed under their carve-out policies.	NA
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7	Regulation 21(2) of LODR: Non-compliance with the constitution of risk management committee	Regulation 21(2) of LODR:	constitution of risk management committee	The action has been taken by the stock exchanges	Imposition of fine / Penalty	The Company has not complied with the provisions of Regulation 21(2) of LODR: Pertaining to constitution of risk management committee	BSE & NSE has imposed penalties of:  Rs 1,22,720 /- each for the quarter ended 31.12.2024  Rs.2,12,400/- each for the quarter ended 31.03.2025	The Company has not complied with the provisions of Regulation 21(2) of LODR: With respect to constitution of risk management committee	ITI Ltd. being a Government Company, the power to appoint directors, including independent directors, lies with the Government of India. Accordingly, ITI Ltd. has been in constant communication with the Government requesting for appointment of requisite number of independent directors so as to ensure compliance with Corporate Governance norms.  The matter of filling up of the vacancies is under process at the end of Government of India. In view of the above, the Company has requested the Exchanges for the waiver of the fines imposed under their carve-out policies.	NA
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8	Regulation 23 (9) of LODR: Disclosure of related party transactions on Consolidated basis.	Regulation 23 (9) of LODR	Disclosure of related party transactions on consolidated basis	The action has been taken by the stock exchanges	Imposition of fine / Penalty	The Company has not complied with the provisions of Regulation 23 (9) of LODR: Pertaining to Disclosure of related party transactions on consolidated basis	BSE & NSE has imposed penalties of: Rs 5,900 /- each for the quarter ended 31.03.2024	The Company has not complied with the provisions of Regulation 23 (9) of LODR: Pertaining to Disclosure of related party transactions on consolidated basis	The non-disclosure of related party transactions on a consolidated basis for the half year ended 31 <sup>st</sup> March 2024 was inadvertent and occurred due to misinterpretation of the applicability of the regulation, by oversight during the preparation of disclosures, lack of consolidated data at the time of reporting. The management has taken appropriate steps to strengthen the control environment and ensure that all future disclosures under Regulation 23(9) are made accurately and within the prescribed timeline.	
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**D VENKATESWARLU**  
Practicing Company Secretary

9	Regulation 38 of LODR: Maintenance of Minimum Public Shareholding	Regulation 38 of LODR	Minimum Public Shareholding	NA	NA	Pursuant to Regulation 38 of the SEBI (LODR) Regulations, 2015 read Shareholding with Securities Contract (Regulations Rules, 1957 as amended vide notification dated 03 <sup>rd</sup> August 2018, the Company has to comply with SEBI's Minimum public shareholding ("MPS") of 25% on or before 02.08.2021.	NA	Pursuant to Regulation 38 of the SEBI (LODR) Regulations, 2015 read Shareholding with Securities Contract (Regulations) Rules, 1957 as amended vide notification dated 03 <sup>rd</sup> August 2018, the Company has to comply with SEBI's Minimum Public shareholding ("MPS") of 25% on or before 02.08.2021.	The Company informed that Ministry of Finance vide their letter dated 6 <sup>th</sup> July 2022 addressed to SEBI stating central government has decided that every listed PSU, which has MPS of below 25% shall get exemption upto 01.08.2026 to increase its MPS to 25%	NA
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

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Sl No	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	The Company has not complied with the provisions of Regulation 17 (1) of LODR with respect to Composition of Board of Directors of the Company {for not having adequate number of Independent Directors on the Board during the FY 2023-24	The Company has not complied with the provisions of Regulation 17 (1) of LODR with respect to Composition of Board of Directors of the Company {for not having adequate number of Independent Directors on the Board during the FY 2023-24	Regulation 17 of LODR: Composition of Board of Directors read with Regulation 17 (1)	The Company has not complied with the provisions of Regulation 17 (1) of LODR with respect to Composition of Board of Directors of the Company pertaining to inadequate number of Independent Director	<p>The Company is regularly pursuing with Ministry of Communications for appointment of requisite number of Independent Director on the Board. The subject is also discussed in every Board Meeting where the Government Director is requested to expedite the appointment of Independent Directors.</p> <p>The Company has submitted representations to the stock exchanges for waiver of fine. Pursuant to BSE and NSE</p>	<p>As informed by the Management, ITI Ltd., being a Government Company, the appointment/ nomination of all directors including independent directors is done by the Government of India.</p> <p>Nevertheless, ITI Ltd., has been regularly submitting letters requesting Government of India for appointment of requisite number of independent directors on its Board in order to comply with the provisions of the SEBI Listing Regulations.</p>

No.170, 2<sup>nd</sup> Floor, 2<sup>nd</sup> Cross,  
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Mobile: 9880006825



					circular dated 31.03.2022 wrt processing of waiver applications by the Exchanges in case of commonly listed entities, the application for waiver of fine shall be considered by Stock Exchanges only when the compliance is achieved by the Listed Entity.	In our opinion also, the noncompliance with regard to the composition of the Board by ITI Ltd., due to non-appointment of sufficient number of independent directors is not due to any negligence/default by the Company as the same is not under the control of the Company.
2	Pursuant to Regulation 38 of the SEBI (LODR) Regulations, 2015 read Shareholding with Securities Contract Regulations) Rules, 1957 as amended vide notification dated 03 <sup>rd</sup> August 2018, the Company has to comply with SEBI's Minimum Public shareholding ("MPS") of 25% on or before 02.08.2021.	Pursuant to Regulation 38 of the SEBI (LODR) Regulations, 2015 read Shareholding with Securities Contract Regulations) Rules, 1957 as amended vide notification dated 03.08.2018, the Company has to comply with SEBI's Minimum Public shareholding ("MPS") of 25% on or before 02.08.2021.	Regulation 38 of LODR: Maintenance of Minimum Public Shareholding	Pursuant to Regulation 38 of the SEBI (LODR) Regulations, 2015 read Shareholding with Securities Contract (Regulations Rules, 1957 as amended vide notification dated 03 <sup>rd</sup> August 2018, the Company has to comply with SEBI's Minimum public shareholding	The Company informed that Ministry of Finance vide their letter dated 6 <sup>th</sup> July 2022 addressed to SEBI stating central government has decided that every listed PSU, which has MPS of below 25% shall get exemption upto 01.08.2026 to increase its MPS to 25%	Pursuant to Regulation 38 of the SEBI (LODR) Regulations, 2015 read Shareholding with Securities Contract Regulations) Rules, 1957 as amended vide notification dated 03 <sup>rd</sup> August 2018, the Company has to comply with SEBI's Minimum Public shareholding ("MPS") of 25% on or before 02.08.2021.



I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

SI No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS*
1	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	-



3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website</li><li>• Timely dissemination of the documents/ information under a separate section on the website</li><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li></ul>	Yes	-
4.	<b>Disqualification of Director:</b> <p>None of the Director(s) of the listed entity is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>a. Identification of material subsidiary companies</li><li>b. Disclosure requirement of material as well as other subsidiaries</li></ul>	NA	-



6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	No	The performance evaluation of the Board, Independent Directors and the Committees has not been carried out, as the Company is a Government Company, the powers relating to appointment, evaluation and the terms of Directors vests with the Government of India.
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes	-



9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  Action(s) has been taken against the listed entity / its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	As mentioned in Table (a) above



**D VENKATESWARLU**  
Practicing Company Secretary

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12	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	-
13.	<b>Additional Non-compliances, if any:</b> Any additional non-compliance observed for any SEBI regulation / circular / guidance note etc.	No	No additional non-compliance observed for any SEBI regulation / circular / guidance note etc.

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Place:** Bengaluru

**Date:** 30<sup>th</sup> May 2025

**Venkateswarlu D**

Digitally signed by  
Venkateswarlu D

Date: 2025.05.30 13:16:50 +05'30'

**D VENKATESWARLU**

**Company Secretary**

**FCS No: 8554 CP No: 7773**

**UDIN: F008554G000501233**

**PR No: 1617 / 2021**

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