

Whispering Heights Real Estate Private Limited

CIN: U70109MH2016PTC286771

Regd. Office: Raheja Tower, Plot No. C- 30, Block "G", Bandra Kurla Complex, Bandra (E), Mumbai – 400051. Tel: +91-22-26564000 Fax: +91-22-26564004 Web: www.whisperingheights.co.in

August 10, 2023

To,
The Listing Department
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

ISIN Numbers: -	INE290W08018
Script Codes	956930

Dear Sir/Madam,

Subject: Outcome of the Board meeting held on Thursday, August 10, 2023

Dear Sir / Madam,

We wish to inform you that the Board of Directors of **Whispering Heights Real Estate Private Limited** ('Company') at their meeting held on **Thursday, August 10, 2023**, have, inter-alia considered and approved the Unaudited Condensed Standalone Financial Results of the Company for the quarter ended June 30, 2023 and taken on record the Independent Auditors Review Report, on the aforesaid Financial Results, issued by the Company's Statutory Auditors Deloitte Haskins & Sells LLP Chartered Accountants, for the quarter ended June 30, 2023 with an unmodified opinion.

At the said meeting, the Board of Directors of the Company:

1. Approved the amendments to the Articles of Association of the Company.
2. Noted the resignation letter dated July 31, 2023 of Mr. Nayan Misra as the Company Secretary and Compliance Officer of the Company effective from end of business hours of August 10, 2023 and
3. Approved the appointment of Ms. Ankitha Jain as the Company Secretary and Compliance Officer of the Company effective from August 11, 2023.

In terms of Regulation 52 of the SEBI LODR Regulations and Chapter VI of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and amendments thereof, we hereby enclose the Unaudited Financial Results along with Independent Auditors Review Report thereon for the quarter ended June 30, 2023, including the disclosures as required under Regulation 52(4) of SEBI LODR Regulations as **Annexure-1**.

Pursuant to the provisions of Regulation 54 of the SEBI LODR Regulations, kindly note that the disclosure of the extent and nature of security created and maintained for secured non-convertible securities of the Company is made in the unaudited Financial Results for the quarter ended June 30, 2023. Further, the debentures are unsecured, hence Security Cover Certificate is not applicable to the Company. The Financial Covenants Certificate is enclosed herewith as **Annexure- 2**.

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Further, we wish to bring to your notice that the Company has not issued any Non- Convertible Securities during the quarter ended June 30, 2023. The proceeds raised through issue of following securities (hereinafter, "**Debentures**") by the Company had been utilized in line with the objects/purposes as stated in the Information Memorandum without any deviations or variations in the stated use of proceeds filed with Stock Exchange, and accordingly no separate statement of utilization of proceeds of the Debentures had been submitted therefor:

Security Description	ISIN	BSE Scrip Code
INR 156,00,00,000/- (Indian Rupees One Hundred Fifty Six crores only) 13% Listed Rated Unsecured Redeemable Non- Convertible Debentures.	INE290W08018	956930

The Meeting of the Board of Directors commenced at 3.00 P.M. and concluded at 3.45. P.M.

We request you to take the above on record and the same be treated as compliance under the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Thanking you,

For and on behalf of Whispering Heights Real Estate Private Limited

Preeti Chheda
Director
DIN No: 08066703

Encl: as above

INDEPENDENT AUDITOR’S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF WHISPERING HEIGHTS REAL ESTATE PRIVATE LIMITED

1. We have reviewed the accompanying Unaudited Statement of Financial Results for the Quarter ended 30th June, 2023 (“the Statement”) of **WHISPERING HEIGHTS REAL ESTATE PRIVATE LIMITED** (“the Company”), being submitted by the Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company’s Management and approved by the Company’s Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 “Interim Financial Reporting” (“Ind AS 34”), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 ‘Review of Interim Financial Information Performed by the Independent Auditor of the Entity’, issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company’s personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Deloitte Haskins & Sells LLP

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Anjum
Altaf Qazi

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Anjum Altaf Qazi
Date: 2023.08.10
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Anjum A. Qazi
(Partner)
(Membership No. 104968)
(UDIN: 23104968BGPRDM7666)

Place: Mumbai
Date: 10th August, 2023

Whispering Heights Real Estate Private Limited

Regd. office: Raheja Tower, Plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai 400 051.

Phone : 022-26564000, Website :- www.whisperingheights.co.in , CIN : U70109MH2016PTC286771

Unaudited Statement of Financial Results for the Quarter ended 30th June, 2023

(Currency: Indian rupees in lakhs unless otherwise stated)

Sr. No	Particulars	Quarter ended			Year Ended
		30th June, 2023	31st March, 2023	30th June, 2022	31st March, 2023
		Unaudited (refer note 3)	Unaudited (refer note 2)	Unaudited (refer note 3)	Audited
	INCOME				
(I)	Revenue from operations	33.16	18.57	2.24	25.85
(II)	Other income	-	2.68	-	2.68
(III)	Total Income (I + II)	33.16	21.25	2.24	28.53
	EXPENSES				
	(a) Employee benefits expense	9.26	2.76	8.66	15.69
	(b) Finance costs	51.50	16.44	5.68	26.93
	(c) Depreciation and amortisation expense	1.07	1.09	1.28	4.79
	(d) Other expenses	3.00	2.14	8.56	36.09
	(e) Legal and professional fees	12.76	7.07	15.27	46.79
	(f) Advertisement and publicity	9.74	10.76	30.92	96.57
	(g) Payment to auditor	6.36	13.42	4.36	23.54
(IV)	Total expenses	93.69	53.68	74.73	250.40
(V)	Loss before tax (III - IV)	(60.53)	(32.43)	(72.49)	(221.87)
(VI)	Less: Tax expenses				
	(1) Current tax	-	-	-	-
	(2) Deferred tax	(0.16)	11.19	(15.38)	4.07
(VII)	(Loss) after tax (V - VI)	(60.37)	(43.62)	(57.11)	(225.94)
(VIII)	Other comprehensive loss (net of tax)				
	(A) Items that will not be reclassified to profit or loss	(1.49)	(6.67)	-	(6.67)
	(B) Items that will be reclassified to profit or loss				
(IX)	Total comprehensive (loss) for the period / year (VII + VIII)	(61.86)	(50.29)	(57.11)	(232.61)
	Basic and diluted loss per share (Rs.) (Quarter ended number are not annualised) (Face value of Rs. 10 each)	(0.45)	(0.32)	(0.42)	(1.67)



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Unaudited Statement of Financial Results for the Quarter ended 30th June, 2023

(Currency: Indian rupees in lakhs unless otherwise stated)

Sr. No	Particulars	Quarter ended			Year Ended
		30th June, 2023	31st March, 2023	30th June, 2022	31st March, 2023
		Unaudited (refer note 3)	Unaudited (refer note 2)	Unaudited (refer note 3)	Audited
(X)	Paid up Equity Share Capital (Equity shares of Rs. 10/- each)	1,350.00	1,350.00	1,350.00	1,350.00
(XI)	Other Equity				49,847.69
(XII)	Paid up debt capital / Outstanding debt	1,46,662.03	1,38,582.44	1,18,521.23	1,38,582.44
(XIII)	Debenture redemption reserve	-	-	-	-
(XIV)	Net Worth (refer note 9)	51,275.08	51,197.69	48,845.44	51,197.69
(XV)	Debt Service Coverage Ratio (DSCR) (refer note 7)	(0.00)	(0.01)	(0.03)	(0.03)
(XVI)	Interest Service Coverage Ratio (ISCR) (refer note 7)	(0.00)	(0.05)	(0.03)	(0.03)
(XVII)	Debt Equity Ratio	2.87	2.71	2.43	2.71
(XVIII)	Current Ratio	0.06	0.07	0.12	0.07
(XIX)	Long Term Debt to Working Capital	(24.61)	(29.15)	(37.63)	(29.15)
(XX)	Bad Debts to Accounts Receivable Ratio (refer note 7)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(XXI)	Current Liability Ratio	0.04	0.04	0.03	0.04
(XXII)	Total Debts to Total Assets	0.72	0.71	0.69	0.71
(XXIII)	Debtors Turnover (refer note 7)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(XXIV)	Inventory Turnover (refer note 7)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(XXV)	Operating Margin (%)	-27%	-101%	-2983%	-764%
(XXVI)	Net Profit Margin (%)	-182%	-235%	-2550%	-874%
(XXVII)	Security Cover Ratio (refer note 10)	Not Applicable	Not Applicable	1.20	Not Applicable
(XXVIII)	Sector specific equivalent ratios	Not Applicable	Not Applicable	Not Applicable	Not Applicable



Whispering Heights Real Estate Private Limited

Unaudited Statement of Financial Results for the Quarter ended 30th June, 2023

Notes

- 1 The unaudited financial results for the quarter ended 30th June, 2023 were approved by the Board of Directors of the Company, at its meeting held on 10th August, 2023.
- 2 The figures for quarter ended 31st March, 2023 are the balancing figures between the audited figures of full financial year ended 31st March, 2023 and the reviewed nine months figures for the period ended 31st December, 2022.
- 3 The financial results have been prepared in accordance with the requirements of Regulation 52 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 as amended and in accordance with recognition and measurement principles of Indian Accounting Standards (Ind AS) 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, (the 'Act') read with Companies (Indian Accounting Standards) Rules, 2015 and other generally accepted accounting principles in India to the extent applicable.
- 4 The Company had issued 13%, Unsecured Non-Convertible Debentures ("NCD") on 18th September, 2017 for total proceeds of Rs. 15,600 Lakhs. As per the terms of the issue, interest / coupon payments shall not accrue to the holders until the end of the financial year in which the occupancy certificate is issued by the appropriate government authority in respect of the building/s to be constructed on the Property and subject to availability of distributable cashflows with the Company. However, as required under Ind AS 109 "Financial Instruments" borrowing costs has been calculated using the effective interest method and the same has been accounted for as at 30th June, 2023. Further, such borrowing cost has been capitalised in accordance with the requirement of Ind AS 23 "Borrowing Cost".
- 5 The Company had issued 13%, Unsecured Compulsorily Convertible Debentures ("CCD") on 21st September, 2017 for total proceeds of Rs. 57,050 Lakhs with each CCD being compulsorily converted into equity shares of the Company in the ratio of 1:1 or such other ratio as may be mutually agreed, in writing, between CCD holders and the Company, and subject to such conversion being in compliance with applicable Laws and at a price which is not lower than the fair market value of the Equity Shares determined at the time of the issuance of the CCD. The date of conversion of CCDs into equity shares of the Company shall be on the expiry of 10 years from the date of issue. As per the terms of the issue, interest / coupon payments shall not accrue to the holders until the end of the financial year in which the occupancy certificate is issued by the appropriate government authority in respect of the building/s to be constructed on the Property and subject to availability of distributable cashflows with the Company.

The financial instrument is a compound instrument and therefore total proceeds was divided into 'equity' and 'liability' as required under Ind AS 109 "Financial Instruments". The equity portion of Rs. 41,815.09 lakhs is presented under other equity as "Equity component of CCD" and the liability portion of Rs. 15,234.91 lakhs is presented under "Non-current borrowings". Interest is calculated by applying the effective interest rate. On reassessment during the previous year of the timelines for receipt of Occupancy Certificate and availability of distributable cashflows with the Company based on the current status of construction, there was reduction of liability portion of CCD by Rs. 6,285.01 lakhs. The investment property under construction was reduced by Rs. 2,304.34 lakhs with corresponding increase in Other Equity.

- 6 The Company is primarily engaged in the business of real estate development. Hence, there are no separate reportable segments as defined by Indian Accounting Standard 108 on "Operating segments".
- 7 There is no significant revenue earned during the year/ period. Accordingly, ratios disclosed in serial number XV and XVI of the unaudited financial results for all the periods and audited financial results for the year are negative and serial nos XXIII and XXIV are not applicable. There is no receivable as at year/ period end accordingly ratio XX is not applicable.
- 8 Previous year/ period figures are regrouped wherever necessary to correspond with the current year's/ period's classification / disclosures.
- 9 Net Worth includes Equity Component of Compulsory Convertible Debentures.
- 10 Pursuant to requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated 19 May, 2022 issued by Securities and Exchange Board of India, the security cover ratio is disclosed only in case of debentures with exclusive or pari passu charge. As the debentures issued by the Company are unsecured, the security cover ratio is not disclosed in the financial



Whispering Heights Real Estate Private Limited

Unaudited Statement of Financial Results for the Quarter ended 30th June, 2023

Notes [Contd.]

11 Formulae for computation of ratios are as follows –

Sr.No	Ratios	Formulae
a)	Debt Service Coverage Ratio [DSCR]	Earnings before interest, tax, depreciation and amortisation / (Interest Expenses (including interest capitalised) + Principal repayment of Long Term debt made during the period)
b)	Interest Service Coverage Ratio [ISCR]	Earnings before interest and tax / Interest Expense (including interest capitalised)
c)	Debt Equity Ratio	Total Debt / Total Equity
d)	Current Ratio	Current Assets / Current Liabilities
e)	Long term Debt to Working Capital Ratio	Non-Current Borrowings / Current Assets Less Current Liabilities
f)	Bad Debts to Accounts Receivable Ratio	Bad Debts / Average Trade Receivables
g)	Current Liability Ratio	Total Current Liabilities / Total Liabilities
h)	Total Debts to Total Assets Ratio	Total Debts / Total Assets
i)	Debtors Turnover	Revenue / Average trade receivables
j)	Inventory Turnover	Cost of Goods Sold / Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade
k)	Operating Margin (%)	(Earnings before interest and tax – Other Income) / Revenue
l)	Net Profit Margin (%)	Loss After Tax / Revenue

For and on behalf of the Board of Directors of
Whispering Heights Real Estate Private Limited
CIN : U70109MH2016PTC286771

Preeti Chheda

Preeti Chheda
Director
DIN:08066703

Place: Mumbai
Date: 10 August 2023



Deloitte Haskins & Sells LLP

Chartered Accountants
Lotus Corporate Park
1st floor, Wing A-G
CTS No. 185/A, Jay Coach,
Off Western Express highway
Goregaon (East)
Mumbai – 400 063
Maharashtra, India

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Independent Auditor’s Certificate on the “Statement of Security Cover and Compliance Status of Financial Covenants” (“the Statement”) in respect of Listed Unsecured Non-Convertible Debentures of the Company for the quarter ended and as at 30 June 2023

Ref: AQ/2023-24/022

To
The Board of Directors
Whispering Heights Real Estate Private Limited
Raheja Tower, Plot No. C-30,
Block ‘G’, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

1. This certificate is issued in accordance with the terms of our engagement letter dated 22 July 2022 and addendum to our engagement letter dated 20 December 2022 and addendum 2 to our engagement letter dated 02 May 2023.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Whispering Heights Real Estate Private Limited (“the Company”), have been requested by the Management of the Company to certify the Statement of Security Cover and Compliance Status of Financial Covenants (“the Statement”) in respect of Listed Unsecured Non-Convertible Debentures of the Company for the quarter ended and as at 30 June 2023.

The Statement is prepared by the Company from the unaudited books of account and other relevant records and documents maintained by the Company as at 30 June 2023 pursuant to requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated May 19, 2022 issued by Securities and Exchange Board of India in terms of Regulation 54 read with Regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 15(1)(t) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (hereinafter referred together as “the SEBI Regulations”) for the purpose of submission to Vistra ITCL (India) Limited (hereinafter referred to as “the Debenture Trustee”). The responsibility for compiling the information contained in the Statement is of the Management of the Company and the same is initialed by us for identification purposes only.

Deloitte Haskins & Sells LLP

Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes collecting, collating, validating data and design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and Debenture Trust Deed and for providing all relevant information to the Debenture Trustees and for complying with all the covenants as prescribed in the Debenture Trust Deed.

Auditor's Responsibility

5. Pursuant to the requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated May 19, 2022 issued by Securities and Exchange Board of India, our responsibility for the purpose of this certificate is to provide a limited assurance on the Security Cover and Compliance Status of Financial Covenants included in the Statement in respect of the Listed Unsecured Non-Convertible Debentures of the Company for the period ended and as at 30 June 2023 have been accurately extracted and ascertained from the unaudited books of account and other relevant records and documents maintained by the Company. This did not include the evaluation of adherence by the Company with all the applicable guidelines of the SEBI Regulations.
6. The engagement involves performing procedures to obtain sufficient appropriate evidence to provide limited assurance on the Statement as mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Accordingly, we have performed the following procedures in relation to the statement:

- a) Obtained the Statement from the management.
 - b) Reviewed the terms of Debenture Trust Deed to understand the Financial Covenants that needs to be complied by the Company.
 - c) Made necessary inquiries with the management and obtained relevant representations in respect of matters relating to the Statement.
7. The unaudited financial results for the quarter ended 30 June 2023, have been reviewed by us, on which we have issued an unmodified conclusion vide our report dated 10 August 2023. Our review of the unaudited financial results was conducted in accordance with the Standards on Review Engagements ("SRE") 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free from material misstatement.

Deloitte Haskins & Sells LLP

8. We conducted our examination and obtained the explanations in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

10. Based on the procedures performed as referred to in paragraph 6 above and according to the information, explanations and representation provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that the details included in the Statement related to the Company have not been accurately extracted and ascertained from unaudited books of account of the Company for the quarter ended and as at 30 June 2023 and other relevant records and documents maintained by the Company.

Restriction on Use and Distribution

11. This certificate is addressed and provided to the Board of Directors of the Company solely for the purpose of submission to the Stock Exchange/Debenture Trustee and should not be used by any other person or for any other purposes without our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No.117366W / W-100018)

Anjum
Altaf Qazi

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Date: 2023.08.10
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Anjum A. Qazi
Partner
Membership No. 104968
UDIN: 23104968BGPRDN8586

Place: Mumbai
Date: 10 August 2023

Whispering Heights Real Estate Private Limited

Statement of Security Cover and Compliance Status of Financial Covenants for the quarter and as at 30 June 2023

The listed entity viz. Whispering Heights Real Estate Private Limited ('the Company') has vide its Board Resolution dated 23rd August, 2017 and 18th September, 2017 and information memorandum/ offer document and under Debenture Trust Deed (including Supplementary Debenture Trust Deed), has issued the following listed debt securities:

a.

ISIN	Private Placement/Public Issue	Secured/Unsecured	Sanctioned amount
INE290W08018	Private Placement	Unsecured	Rs.1,56,00,00,000/- (Rupees One Hundred and Fifty –Six Crores Only)

b. **Security Cover for listed bond securities:**

Pursuant to requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated 19 May, 2022 issued by Securities and Exchange Board of India, the security cover ratio is disclosed only in case of debentures with exclusive or pari passu charge. As the debentures issued by the Company are unsecured, the security cover ratio is not required to be calculated.

c. **Compliance of financial covenants/terms of the issue in respect of listed debt securities of the Company**

There are no financial covenants which needs to be complied with as per Debenture Trust Deed.

For and on behalf of Whispering Heights Real Estate Private Limited

Preeti Chheda

Preeti Chheda
Director
DIN: 08066703



Date : 10 Aug 2023
Place: Mumbai

AA