

Compliance Report on Corporate Governance

Under Regulation 27 of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:	NA	Regulation 46(2) not applicable to Debt Listed Company
a) Details of business		
b) Terms and conditions of appointment of independent directors		
c) Composition of various committees of board of directors		
d) Code of conduct of board of directors and senior management personnel		
e) Details of establishment of vigil mechanism/ Whistle Blower policy		
f) Criteria of making payments to non-executive directors		
g) Policy on dealing with related party transactions		
h) Policy for determining 'material' subsidiaries		
i) Details of familiarization programmes imparted to independent directors		
j) Email address for grievance redressal and other relevant details		
k) Contact information of the designated officials of the listed entity		

who are responsible for assisting and handling investor grievances		
l) Financial results		
m) Shareholding pattern		
n) Details of agreements entered into with the media companies and/or their associates		
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange		
p) New name and the old name of the listed entity		
q) Advertisements as per regulation 47 (1)		
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments		
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year		
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	Regulation 46(2) not applicable to Debt Listed Company
b) Materiality Policy as per Regulation 30	NA	Regulation 30 not applicable to Debt Listed Company

c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Regulation 43A not applicable to Debt Listed Company
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes, all ID appointed in terms of criteria of "Independence" and/or "eligibility"
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes, Board has 3 Independent Directors out of total 6.
<i>Meeting of board of directors</i>	17(2)	No, Board of directors haven't met during the quarter ending 31 st December 2025.
<i>Quorum of board meeting</i>	17(2A)	Not Applicable.
<i>Review of Compliance Reports</i>	17(3)	Compliance report for the quarter ending 30 th September 2025, will be placed in next board meeting.
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes, it is approved by Board of directors on their meeting dated 31.03.2023.
<i>Fees/compensation</i>	17(6)	Yes, sitting fees payable to Mr. Vaibhav Gupta, Mrs. Anjali Subhash, and Mr Manoj Kohli, Independent Directors are approved by Board.
<i>Minimum Information</i>	17(7)	Yes, required information as per Part A of Schedule II for the ending 31 st March 2025 placed before the board meeting held on 26th May 2025.
<i>Compliance Certificate</i>	17(8)	Yes, Compliance Certificate as per Part B of Schedule II for the financial year ending 31 st March 2025 duly placed before the board at the board meeting dated 26th May 2025.

<i>Risk Assessment & Management</i>	17(9)	Yes, we have approved Risk Management Policy containing the risk management plan.
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes, company has evaluated performance of Independent Directors for the year ending 31 st March 2025.
<i>Recommendation of board</i>	17(11)	Yes, notice of every general meeting contained Explanatory statement.
<i>Maximum number of directorships</i>	17A	Yes, all directors complied with maximum number of directorships.
<i>Composition of Audit Committee</i>	18(1)	Mr. Vaibhav Gupta, ID (Chairman) Ms. Anjali Subhash, ID Mr. Rajnikant Sabnavis, MD
<i>Meeting of Audit Committee</i>	18(2)	No, Audit committee meetings held during the quarter ending 31 st December 2025.
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Ms. Manoj Kohli, ID (Chairman) Mr. Anjali Subhash, ID Mr. Ravinder Singh Deol, NED
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes.
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	NRC meeting to be held for FY 2025-26
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes Mr. Vaibhav Gupta, ID (Chairman) Mr. Pulla Ganesina Reddy, ED Mr. Rajnikant Sabnavis, MD
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	SRC meeting to be held for FY 2025-26
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes Ms. Anjali Subhash, ID (Chairman) Mr. Pulla Ganesina Reddy, ED Mr. Bhupendra Yogendranath Chhapwale, CFO
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes, One RMC meeting held on 26 th September 2025 during the quarter ending 30 th September 2025.
<i>Vigil Mechanism</i>	22	Yes Company has whistle blower policy containing the mechanism.
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes, prior approval of RPT for the year ending 31 st March 2026 taken at the meeting Audit committee held on 4 th April 2025.
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	NA, No subsidiary company.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA, No subsidiary company.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA, No subsidiary company.
<i>Annual Secretarial Compliance Report</i>	24(A)	Secretarial Compliance Report for the year ending 31 st March 2025 obtained and filed with Stock exchange within due date.
<i>Alternate Director to Independent Director</i>	25(1)	Yes, no such appointment.
<i>Maximum Tenure</i>	25(2)	Yes, All Independent directors are appointed with a maximum tenure of 5 years.
<i>Meeting of independent directors</i>	25(3) & (4)	Meeting criteria for FY 2025-26 will be complied during the FY.
<i>Familiarization of independent directors</i>	25(7)	Will be complied during the FY 2025-26
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes, already obtained
<i>Directors and Officers insurance</i>	25(10)	Yes, Company has D&O Policy covering all directors.
<i>Memberships in Committees</i>	26(1)	Yes, all directors committee membership are within the prescribed limit.
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes, we have obtained from the directors holding position as on 31 st March 2025.
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	NA, Omitted by the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 w.e.f. 5.5.2021.
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes, Disclosures pertaining to directors and senior management with regards to

		their committee position obtained at the time of their appointment and related to transactions having conflict of interest obtained.
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Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

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.

Name & Designation



Ruchi Negi

Company Secretary / Compliance Officer / Managing Director / CEO / CFO

M.No.A39287

Add: A-1501, Galaxy Royale Society, Gaur City-2, Uttar Pradesh-201506