| General information about company | | |
|---|---|---|
| Scrip code | 505688 | |
| NSE Symbol | BHARATGEAR | |
| MSEI Symbol | NOTLISTED | |
| ISIN | INE561C01019 | |
| Name of the entity | Bharat Gears Limited | |
| Date of start of financial year | 01-04-2024 | |
| Date of end of financial year | 31-03-2025 | |
| Reporting Quarter Type | Yearly | |
| Date of Quarter Ending | 31-03-2025 | |
| Type of company | Equity | |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity? | Yes | |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity? | Yes | |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | No | NOT APPLICABLE |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity? | No | NOT APPLICABLE |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity? | No | NOT APPLICABLE |
| Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity? | Yes | |
| Risk management committee | Not Applicable | |
| Market Capitalisation as per immediate previous Financial Year | Any other | |
| Is SCORE ID Available ? | Yes | |
| SCORE Registration ID | b00132 | |
| Reason For No SCORE ID | | |
| Type of Submission | Original | |
| Remarks (website dissemination) | | |
| Remarks for Exchange (not for Website Dissemination) | | |

# Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

### I. Composition of Board of Directors

| | |
|---|---|
| Disclosure of notes on composition of board of directors explanatory | |
| Whether the listed entity has a Regular Chairperson | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth |
|---|---|---|---|---|---|---|---|---|
| 1 | Mr | Surinder Paul Kanwar | AAFPK8732L | 00033524 | Executive Director | Chairperson | MD | 28-07-1952 |
| 2 | Mr | Sameer Kanwar | AFZPK5840G | 00033622 | Executive Director | Not Applicable | MD | 24-12-1977 |
| 3 | Mr | Virendrakumar Pargal | AAFPP3221M | 00076639 | Non-Executive - Independent Director | Not Applicable | | 05-02-1933 |
| 4 | Mr | Rakesh Chopra | AABPC9470D | 00032818 | Non-Executive - Independent Director | Not Applicable | | 17-10-1950 |
| 5 | Mr | Wolfgang Rudolf Schilha | ZZZZZ9999Z | 00374415 | Non-Executive - Independent Director | Not Applicable | | 14-03-1951 |
| 6 | Mr | Nagar Venkatraman Srinivasan | AAQPS2943A | 00879414 | Non-Executive - Non Independent Director | Not Applicable | | 04-04-1944 |
| 7 | Mr | Raman Nanda | ADEPN4742K | 00078198 | Non-Executive - Independent Director | Not Applicable | | 15-03-1956 |
| 8 | Ms | Kavita Jha | AFWPJ6118B | 10780777 | Non-Executive - Independent Director | Not Applicable | | 12-07-1974 |

| I. Composition of Board of Directors | | | | | |
|---|---|---|---|---|---|
| **Disqualification of Directors under section 164 of the Companies Act, 2013** | | | | | |
| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
| 1 | No | | | | Active |
| 2 | No | | | | Active |
| 3 | No | | | | Active |
| 4 | No | | | | Active |
| 5 | No | | | | Active |
| 6 | No | | | | Active |
| 7 | No | | | | Active |
| 8 | No | | | | Active |

| I. Composition of Board of Directors | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Sr | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)] | 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) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
| 1 | NA | | 29-09-1982 | 01-10-2020 | | 60 | 2 | 0 | 2 | 0 | | | |
| 2 | NA | | 01-02-2002 | 01-06-2024 | | 24 | 1 | 0 | 2 | 0 | | | |
| 3 | Yes | 16-09-2020 | 24-01-2002 | 16-09-2020 | | 60 | 1 | 1 | 1 | 0 | | | |
| 4 | NA | | 25-01-2007 | 16-09-2020 | | 60 | 1 | 1 | 2 | 2 | | | |
| 5 | Yes | 22-09-2021 | 26-07-2007 | 22-09-2021 | | 60 | 1 | 1 | 0 | 0 | | Textual Information(1) | |
| 6 | Yes | 12-08-2024 | 03-11-2017 | 12-08-2024 | | 12 | 1 | 0 | 1 | 0 | | | |
| 7 | NA | | 29-12-2021 | 20-09-2022 | | 60 | 1 | 1 | 1 | 0 | | | |
| 8 | NA | | 24-09-2024 | 20-12-2024 | | 36 | 1 | 1 | 0 | 0 | | | |

| Text Block | |
|---|---|
| Textual Information(1) | Mr. Wolfgang Rudolf Schilha is a Foreign National. |

| 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 | 00032818 | Rakesh Chopra | Non-Executive - Independent Director | Chairperson | 31-07-2015 | | Textual Information(1) |
| 2 | 00076639 | Virendrakumar Pargal | Non-Executive - Independent Director | Member | 24-01-2002 | | Textual Information(2) |
| 3 | 00078198 | Raman Nanda | Non-Executive - Independent Director | Member | 12-08-2024 | | Textual Information(3) |

| Sr Text Block | |
|---|---|
| Textual Information(1) | Mr. Rakesh Chopra appointed on 30/01/2009 as Member of Audit Committee constituted as per Clause 49 of Listing Agreement prior to enactment of the Companies Act, 2013 and appointed as Chairman of the Audit Committee on 31/07/2015 |
| Textual Information(2) | Mr. Virendrakumar Pargal appointed on 24/01/2002 as Member of Audit Committee constituted as per Clause 49 of Listing Agreement prior to enactment of the Companies Act, 2013. |
| Textual Information(3) | Mr. Raman Nanda appointed on 08/08/2024 as Member of Audit Committee w.e.f. 12/08/2024. |

| 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 | 00076639 | Virendrakumar Pargal | Non-Executive - Independent Director | Chairperson | 06-08-2019 | | Textual Information(1) |
| 2 | 00032818 | Rakesh Chopra | Non-Executive - Independent Director | Member | 06-08-2019 | | Textual Information(2) |
| 3 | 00374415 | Wolfgang Rudolf Schilha | Non-Executive - Independent Director | Member | 25-08-2021 | | Textual Information(3) |
| 4 | 00033524 | Surinder Paul Kanwar | Executive Director | Member | 07-05-2014 | | Textual Information(4) |

| Sr Text Block | |
| --- | --- |
| Textual Information(1) | Mr. Virendrakumar Pargal appointed on 07/05/2014 as a Member of Nomination and Remuneration Committee constituted as per the Companies Act, 2013 (earlier Remuneration Committee), member of erstwhile Committee, Chairman of Nomination and Remuneration Committee on 31/07/2015 and Member of Nomination and Remuneration Committee on 01/04/2019 and Chairman of Nomination and Remuneration Committee on 06/08/2019. |
| Textual Information(2) | Mr. Rakesh Chopra appointed on 23/07/2015 as a Member of Nomination and Remuneration Committee and Chairman of the Nomination and Remuneration Committee on 01/04/2019 and Member of Nomination and Remuneration Committee on 06/08/2019. |
| Textual Information(3) | Mr. Wolfgang Rudolf Schilha appointed on 25/08/2021 as a Member of Nomination and Remuneration Committee. |
| Textual Information(4) | Mr. Surinder Paul Kanwar appointed on 07/05/2014 as a Member of Nomination and Remuneration Committee. |

| 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 | 00032818 | Rakesh Chopra | Non-Executive - Independent Director | Chairperson | 31-07-2015 | | Textual Information(1) |
| 2 | 00033524 | Surinder Paul Kanwar | Executive Director | Member | 01-04-2019 | | Textual Information(2) |
| 3 | 00033622 | Sameer Kanwar | Executive Director | Member | 28-05-2014 | | Textual Information(3) |
| 4 | 00879414 | Nagar Venkatraman Srinivasan | Non-Executive - Non Independent Director | Member | 03-11-2017 | | Textual Information(4) |

| Sr Text Block | |
|---|---|
| Textual Information(1) | Mr. Rakesh Chopra appointed on 28/05/2014 as a Member of Stakeholders Relationship Committee constituted as per the Companies Act, 2013 (earlier Shareholders/Investors Grievance Committee), member of erstwhile Committee, Chairman of Stakeholders Relationship Committee on 31/07/2015. |
| Textual Information(2) | Mr. Surinder Paul Kanwar appointed on 01/04/2019 as a Member of Stakeholders Relationship Committee. |
| Textual Information(3) | Mr. Sameer Kanwar appointed on 28/05/2014 as a Member of Stakeholders Relationship Committee constituted as per the Companies Act, 2013 (earlier Shareholders/Investors Grievance Committee), member of erstwhile Committee. |
| Textual Information(4) | Mr. Nagar Venkatraman Srinivasan appointed on 03/11/2017 as a Member of Stakeholders Relationship Committee. |

| Risk Management Committee | | | | | | | |
|---|---|---|---|---|---|---|---|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

| 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 | 00033524 | Surinder Paul Kanwar | Executive Director | Chairperson | 15-01-2015 | | Textual Information(1) |
| 2 | 00033622 | Sameer Kanwar | Executive Director | Member | 15-01-2015 | | Textual Information(2) |
| 3 | 00032818 | Rakesh Chopra | Non-Executive - Independent Director | Member | 15-01-2015 | | Textual Information(3) |

| Sr Text Block | |
| --- | --- |
| Textual Information(1) | Mr. Surinder Paul Kanwar appointed on 15/01/2015 as Chairman of the Corporate Social Responsibility Committee constituted as per the Companies Act, 2013. |
| Textual Information(2) | Mr. Sameer Kanwar appointed on 15/01/2015 as Member of the Corporate Social Responsibility Committee constituted as per the Companies Act, 2013. |
| Textual Information(3) | Mr. Rakesh Chopra appointed on 15/01/2015 as Member of the Corporate Social Responsibility Committee constituted as per the Companies Act, 2013. |

| Other Committee | | | | | | |
|---|---|---|---|---|---|---|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

## Annexure 1

**Annexure 1**

**III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Sr. No. | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | 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 | 14-11-2024 | | | | Yes | 8 | 8 | 5 |
| 2 | | 24-01-2025 | 70 | | Yes | 8 | 8 | 5 |

## Annexure 1

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

| Sr | Name of Committee | 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) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | 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 | 13-11-2024 | | | | Yes | 3 | 3 | 3 | 0 |
| 2 | Audit Committee | 23-01-2025 | 70 | | | Yes | 3 | 3 | 3 | 0 |
| 3 | Nomination and remuneration committee | 13-11-2024 | | | | Yes | 4 | 4 | 3 | 0 |
| 4 | Corporate Social Responsibility Committee | 28-03-2025 | 134 | | | Yes | 3 | 3 | 1 | 0 |

| Annexure 1 | | |
|---|---|---|
| **V. 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 the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | NA |
| 6 | 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 |
| 7 | 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 |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

| Annexure 1 | | |
|---|---|---|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | Prashant Khattry |
| 2 | Designation | Company Secretary and Compliance Officer |

| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
|---|---|---|---|---|
| **I. Disclosure on website in terms of LODR Regulation** | | | | |
| **Sr** | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. | Web address |
| | As per regulation 46(2) of the LODR: | | | |
| 1.1 | Details of business | Yes | | www.bharatgears.com |
| 1.2 | Memorandum of Association and Articles of Association | Yes | | www.bharatgears.com |
| 1.3 | Brief profile of board of directors including directorship and full-time positions in body corporates | Yes | | www.bharatgears.com |
| 2 | Terms and conditions of appointment of independent directors | Yes | | www.bharatgears.com |
| 3 | Composition of various committees of board of directors | Yes | | www.bharatgears.com |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | www.bharatgears.com |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | www.bharatgears.com |
| 6 | Criteria of making payments to non-executive directors | Yes | | www.bharatgears.com |
| 7 | Policy on dealing with related party transactions | Yes | | www.bharatgears.com |
| 8 | Policy for determining ‘material’ subsidiaries | NA | | |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | www.bharatgears.com |
| 10 | Email address for grievance redressal and other relevant details | Yes | | www.bharatgears.com |
| 11 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | www.bharatgears.com |
| 12 | Financial results | Yes | | www.bharatgears.com |
| 13 | Shareholding pattern | Yes | | www.bharatgears.com |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |

## Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of LODR Regulation

| Sr | | | | |
|---|---|---|---|---|
| | As per regulation 46(2) of the LODR: | | | |
| 15.1 | (I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events. | NA | | |
| 15.2 | Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means | NA | | |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | www.bharatgears.com |
| 18 | Credit rating or revision in credit rating obtained | Yes | | www.bharatgears.com |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | | |
| 20 | Secretarial Compliance Report | Yes | | www.bharatgears.com |
| 21 | Materiality Policy as per Regulation 30 (4) | Yes | | www.bharatgears.com |
| 22 | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | | www.bharatgears.com |
| 23 | Disclosures under regulation 30(8) | Yes | | www.bharatgears.com |
| 24 | Statements of deviation(s) or variations(s) as specified in regulation 32 | NA | | |
| 25 | Dividend Distribution policy as per Regulation 43A(1) | NA | | |
| 26.1 | Annual return as provided under section 92 of the Companies Act, 2013 | Yes | | www.bharatgears.com |
| 26.2 | Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021 | Yes | | www.bharatgears.com |
| 27 | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | | www.bharatgears.com |
| 28 | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes | | www.bharatgears.com |

## Annexure II

**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
|---|---|---|---|---|
| 1 | Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’ | 16(1)(b) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Quorum of Board meeting | 17(2A) | Yes | |
| 5 | Review of Compliance Reports | 17(3) | Yes | |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 7 | Code of Conduct | 17(5) | Yes | |
| 8 | Fees/compensation | 17(6) | Yes | |
| 9 | Minimum Information | 17(7) | Yes | |
| 10 | Compliance Certificate | 17(8) | Yes | |

## Annexure II

| II. Annual Affirmations | | | | |
|---|---|---|---|---|
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
| 11 | Risk Assessment & Management | 17(9) | Yes | |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 13 | Recommendation of Board | 17(11) | Yes | |
| 14 | Maximum number of Directorships | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |
| 16 | Meeting of Audit Committee | 18(2) | Yes | |
| 17 | Role of Audit Committee and information to be reviewed by the audit committee | 18(3) | Yes | |
| 18 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 19 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 20 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |

## Annexure II

**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance may be given here. |
|---|---|---|---|---|
| 21 | Role of Nomination and Remuneration Committee | 19(4) | Yes | |
| 22 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |
| 23 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 24 | Role of Stakeholders Relationship Committee | 20(4) | Yes | |
| 25 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 26 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 27 | Quorum of Risk Management Committee meeting | 21(3B) | NA | |
| 28 | Gap between the meetings of the Risk Management Committee | 21(3C) | NA | |
| 29 | Vigil Mechanism | 22 | Yes | |
| 30 | Policy for related party Transaction | 23(1), (1A), (5), (6), & (8) | Yes | |

## Annexure II

**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|---|---|---|---|---|
| 31 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 32 | Approval for material related party transactions | 23(4) | NA | |
| 33 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 34 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 35 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4), (5) & (6) | NA | |
| 36 | Alternate Director to Independent Director | 25(1) | NA | |
| 37 | Maximum Tenure | 25(2) | Yes | |
| 38 | Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A) | Yes | |
| 39 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 40 | Familiarization of independent directors | 25(7) | Yes | |

## Annexure II

**II. Annual Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|---|---|---|---|---|
| 41 | Declaration from Independent Director | 25(8) & (9) | Yes | |
| 42 | Directors and Officers insurance | 25(10) | Yes | |
| 43 | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity | 25(11) | NA | |
| 44 | Memberships in Committees | 26(1) | Yes | |
| 45 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 46 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| 47 | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6) | NA | |
| 48 | Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2), 26A(3) | NA | |
| | Any other information to be provided - Add Notes | | | |

| Annexure II | | |
|---|---|---|
| 1 | Name of signatory | Prashant Khattry |
| 2 | Designation | Company Secretary and Compliance Officer |

| Annexure II | | |
|---|---|---|
| **III. Affirmations** | | |
| **Sr** | **Particulars** | **Compliance status (Yes/No/NA)** |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA |
| | Any other information to be provided | |

| Annexure II | | |
|---|---|---|
| 1 | Name of signatory | Prashant Khattry |
| 2 | Designation | Company Secretary and Compliance Officer |

**Additional Half yearly Disclosure DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC. (applicable only for half-yearly filings)**

| Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc. | | | Textual Information(1) |
|---|---|---|---|
| **I. Disclosure of Loans/ guarantees/comfort letters /securities etc. Refer note below** | | | |
| (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to | | | |
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months | |
| Promoter or any other entity controlled by them | 0 | 0 | |
| Promoter Group or any other entity controlled by them | 0 | 0 | |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | |
| KMPs or any other entity controlled by them | 0 | 3200000 | |

**(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By**

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
|---|---|---|---|
| Promoter or any other entity controlled by them | 0 | 0 | 0 |
| Promoter Group or any other entity controlled by them | 0 | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 | 0 |

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by**

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|---|---|---|---|
| Promoter or any other entity controlled by them | 0 | 0 | 0 |
| Promoter Group or any other entity controlled by them | 0 | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 | 0 |
| (D) Additional Information | | | Textual Information(2) |
| **II. Affirmations** | | | |

| Affirmations | Compliance Status | Company Remarks |
|---|---|---|
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | Yes | Textual Information(3) |

| | | | |
|---|---|---|---|
| Name | Milind Pujari | | |
| Designation | CFO | | |
| Place | Thane | | |
| Date | 17-04-2025 | | |

| 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 |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | | |
| Sr. | Date of the event | Brief details of the event |

| Signatory Details | |
|---|---|
| Name of signatory | Prashant Khattry |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Faridabad |
| Date | 17-04-2025 |

| Investor Grievance Details | |
|---|---|
| No. of investor complaints pending at the beginning of Quarter | 0 |
| No. of investor complaints received during the Quarter | 0 |
| No. of investor complaints disposed off during the Quarter | 0 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |