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RISHI KAPOOR & COMPANY
Chartered Accountants

Certificate on Corporate Governance

To,
The Board of Directors,
Technocraft Ventures Limited
S 553/54, Ground Floor,
School Block, Shakarpur,
New Delhi – 110092,
Delhi, India

And

Khambatta Securities Limited
806, World Trade Tower,
Tower B, Sector-16,
Noida – 201301
Uttar Pradesh, India

*(Khambatta Securities Limited is hereinafter referred to as the **"Book Running Lead Manager"** or the **"BRLM"**)*

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Technocraft Ventures Limited (the "Company" or the "Issuer") through a fresh issue of Equity Shares and Offer for Sale of the Equity Shares by the Promoter Selling Shareholder (the "Offer").

Dear Sirs,

1. We , **Rishi Kapoor & Company**, Chartered Accountants, the Statutory Auditors of the Company, have been informed by the Company that it proposes to make the Offer and in that connection, filed a Draft Red Herring Prospectus (**"DRHP"**) with the Securities and Exchange Board of India (**"SEBI"**), the BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) (BSE and NSE together are referred to as the **"Stock Exchanges"**) and a Red Herring Prospectus (**"RHP"**), Prospectus (**"Prospectus"**) and the Abridged Prospectus (DRHP, RHP and Prospectus and the Abridged Prospectus collectively, the **"Offer Documents"**), to be filed with the Registrar of Companies, Delhi I (**"RoC"**) and submitted to the SEBI, and the Stock Exchanges in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **"SEBI ICDR Regulations"**) and the Companies Act, 2013, as amended (the **"Companies Act"**).

RISHI KAPOOR & CO.
GHAZIABAD
CHARTERED ACCOUNTANTS

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2. In terms of our engagement letter dated July 05, 2025, in relation to the Offer, we have been requested by the Company to confirm that the Company is in compliance with the requirements under applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**), and the Companies Act, 2013, as amended, read with the rules notified thereunder (**"Companies Act, 2013"**), in respect of the corporate governance provisions relating to composition of board of directors (**"Board"** or **"Board of Directors"**) and constitution of the board committees, including the constitution of the audit committee, stakeholders' relationship committee, nomination and remuneration committee, risk management committee and corporate social responsibility committee (together referred to as the **"Committees"**).

Management Responsibility for the Statement

3. To have a continues examination and checking that all the compliances are being followed or not is the responsibility of the management of the Company including the responsibility for the maintenance of proper books of accounts and such other relevant records as prescribed by applicable laws, which includes collecting, collating, and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of the Financial Statements.

4. The Management shall be responsible for providing us the required information/documents as may be required by us for certifying the requirement as per paragraph 2 above.

Auditor's Responsibility

5. We are responsible to certify the matters as stated in paragraph 2 above.

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (**"ICAI"**) (**"Special Purposes Guidance Note"**). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.

8. We, the statutory auditors of the Company, have carried out an audit of the company for FY 2025-26, in accordance with Indian Accounting Standards (Ind AS), notified under the Companies Act, 2013, and thus required to comply with Ind AS 101, "First-time Adoption of Indian Accounting Standards", thereby mandating the adoption of Ind AS with effect from the beginning of the first Ind AS reporting period. The date of transition would be 1st April 2024 and as the financial statements of the company for FY 2025-26 are its first Ind AS financial statements, therefore these financial statements comprises three Balance Sheets as at 31 March 2026, 31 March 2025 and 1 April 2024, two Statements of Profit and Loss, two Statements of Changes in Equity and two Statements of Cash Flows for the years ended 31 March 2026 and 31 March 2025, together with the related notes. (**"Audited Financial Statements"**). The Company has adopted Ind AS in connection with its proposed listing and in compliance with the applicable regulatory requirements".

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Further, for all the periods on or before the year ended 31 March 2025, the financial statements of the company has been prepared in accordance with the accounting standards as notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") and accordingly, we, the statutory auditor of the company, have also conducted our audit in accordance with the Indian GAAP and Companies Act 2013 for all the periods on or before the year ended 31 March 2025, as applicable.

Subsequently, we have restated the Audited Financial Information for the financial years ended March 31, 2026, March 31,2025 and March 31, 2024 as per IND AS and in accordance with the Companies Act, SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) **("Restated Consolidated Financial Information")**.

9. We have performed the following procedures, in connection with ascertaining compliance with the requirements of corporate governance as prescribed under the Listing Regulations, and the Companies Act, 2013:, on the basis of the information's as presented before us by the management o the company

(a) Read the minutes of board meetings, Corporate Social Responsibility Committee meetings, Nomination and Remuneration Committee meetings, Audit Committee meetings, Annual General Meetings, Extra-ordinary General Meeting and other committee meetings held between April 01, 2025 till the date of this certificate and during the financial years March 31, 2026, March 31, 2025 and March 31, 2024 as applicable on the dates as set out in **Annexure A**; and the relevant secretarial records filed with ROC such as form DIR-12, MR-1, MGT-14;.

(b) Read the Directors' Register as on the date of this certificate;

(c) Read the signed copy of policies of the company

(d) Reviewed the filings made by the Company with the Registrar of Companies, Delhi;

(e) Examined the declarations made by the Board of Directors under relevant statutory/regulatory requirements. We have also verified the details available on the Ministry of Corporate Affairs website (www.mca.gov.in) for the list of board of directors of the Company as on the date of this certificate;

(f) Examined the relevant statutory registers maintained by the Company; and

(g) Compared the names of directors and committee members with the composition of the Board and other committees listed in **Annexure A**.

(h) Obtained the signed Corporate Governance Certificate from the Practising Company Secretary, i.e. R & D, Company Secretaries vide their certificate dated 17th July 2026.

10. Based on our examination of the secretarial records of the Company maintained under the Companies Act, 2013, the information, explanations and representations provided to us and other relevant records and documents provided to us by the Company for our verification, we certify that the Company is in compliance with the requirements under Regulation 17 to Regulation 27 of the Listing Regulations. Further, a detailed checklist of confirmations for compliance with corporate governance requirements under the Companies Act, 2013 and the Listing Regulations have been enclosed as **Annexure G.**

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11. We also confirm that the Company is in compliance with clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Listing Regulations.

12. Further, the disclosures under the Listing Regulations pertaining to loans/ guarantees/comfort letters/ security provided by the listed entity, directly or indirectly to promoter/ promoter group entities or any other entity controlled by them is not applicable to the Company as on the date of this certificate.

13. Basis our review of the board and committee minutes, and other relevant documents, including (i) signed copies of policies formed for various committees including Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholder's Relationship Committee and Risk Management Committee; (ii) detail of the payments of corporate social responsibility (CSR) expense and traced the same from the general ledger of CSR expense forming part of the audited books of accounts for the period from April 01, 2026 to the date of this certificate; (iii) register of directors and key managerial personnel and their shareholding, register of contracts with related parties and other bodies corporate in which directors are interested and other relevant statutory registers as produced before us by the management of the company; (iv) the filings made by the Company with the ROC; (v) the declarations made by the Board of Directors under relevant statutory/regulatory requirements, and (vi) the composition of Board and the Committees thereof is as follows:

14. Board of Directors

The Board consists of 6 directors out of which 3 are executive directors, 3 are independent directors and none of them are non-independent non-executive directors. The Board has 3 women directors. The Board does not have any regular non-executive chairperson. The list of directors on the Board is set out at **Annexure A.**

Based on the information's told to us by the management of the company and records reviewed, in respect of the Board of Directors, we report that:

(a) the Board has met at least four times in a financial year and there has not been a time gap of more than 120 days between any two consecutive meetings of the Board;

(b) The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in the Listing Regulations;

(c) the number of non-executive directors is not less than 50% of the overall number of directors;

(d) the quorum of every meeting of the Board is in compliance with Listing Regulations;

(e) The Company does not have a regular non-executive chairperson, and at least half of the Board comprises of independent directors;

(f) none of the directors serve as independent director in more than seven listed companies (including the Company);

(g) none of the directors serve as director in more than seven listed companies (including the Company);

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(h) the independent directors of the Company, fulfil the criteria of "independence" under the Companies Act, 2013 and the Listing Regulations.

(i) none of the directors who serve as a whole-time director in any listed company serve as an independent director in more than three listed companies;

(j) none of the directors of the Company, is a member of more than ten committees, across all listed entities in accordance with Regulation 26(1) of the Listing Regulations in which he/she is a director;

(k) none of the directors of the Company, is a chairman of more than five committees across all listed entities in accordance with Regulation 26(1) of the Listing Regulations in which he/she is a director;

(l) the Company has issued a formal letter of appointment to its independent directors and the terms and conditions of appointment is disclosed on the website of the Company;

(m) the remuneration paid to the directors of the Company is in accordance with the requirements under the Companies Act, 2013 and the Listing Regulations; and

(n) none of the Independent Director act as an alternate director for an independent Director of a listed Company; and

(o) none of the independent directors hold any employee stock options.

15. We further confirm that the composition of the Board, the Committees are in accordance with the Companies Act, 2013, read with the rules thereunder, and the Listing Regulations. The Board and the Committees meet such number of times as may be required under law.

16. Independent directors constituting a part of the Board are eligible to be appointed as such, in accordance with the Companies Act, 2013, and the Listing Regulations.

17. The Company has appointed a qualified company secretary as the compliance officer of the Company. Below are the details of the company secretary and compliance officer:

Name: Shefali Kesarwani
Designation: Company Secretary and Compliance Officer
Date of appointment: February 09, 2026
Disclosure of relationships between directors: Nil

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Brief profile:

Shefali Kesarwani is the Company Secretary and Compliance Officer of the Company and is responsible for ensuring managerial, secretarial and regulatory compliances of the Company. She is an associate member of Institute of Company Secretaries of India. She holds a Bachelor of Commerce degree from the University of Allahabad and a LLB degree from Nehru Gram Bharti Vishwavidyalaya, Allahabad. Prior to joining our company, She was associated with Orosil Smiths India Limited for over a year from December 02, 2017 to January 12, 2019, Dish Infra Services private Limited form January 14, 2019 to August 12, 2019, Techfab International Private Limited for 5 years from August 12, 2019 to November 15, 2024, Cash Ur Drive Marketing Limited from November 16, 2024 to July 10 , 2025. She has an overall experience of more than 7 years in secretarial compliances, maintenance of statutory records and liasoning with regulators for financial years 2025-26, she was paid an aggregate compensation of Rs. 0.21 million.

18. Audit Committee of the Board

The Company has constituted the Audit Committee of the Board (the "**Audit Committee**") pursuant to resolution of the Board of Directors dated July 23, 2024 and has been reconstituted as on June 12, 2025 in compliance with Section 177 of the Companies Act, 2013 and the Regulation 18 of the Listing Regulations. The composition of the Audit Committee and its terms of reference are set out at **Annexure B**. The Audit Committee has met 8 times in the last financial year ended March 31, 2026 and not more than 120 days have elapsed between two consecutive meetings.

We further confirm the following:

(i) the Audit Committee has at least three directors as members, at least two-thirds of which members are independent directors;

(ii) all members of Audit Committee are financially literate and at least one member has accounting or related financial management expertise;

(iii) the chairperson of the Audit Committee is an independent director; and

(iv) the company secretary of the Company is the secretary to the Audit Committee.

19. Stakeholders' Relationship Committee of the Board

For redressing the shareholder / investor complaints and grievances, the Company has constituted the Stakeholders' Relationship Committee of the Board (the "**Stakeholders' Relationship Committee**") pursuant to resolution of the Board dated May 29, 2025 as per the requirements of Section 178 of the Companies Act, 2013, and Regulation 20 of the Listing Regulations. The composition of the Stakeholders' Relationship Committee and its terms of reference are set out at **Annexure C.** The Stakeholders' Relationship Committee has met for 2 times in the last financial year ended March 31, 2026.

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We further confirm the following:

(i) the Stakeholders' Relationship Committee has at least three directors as members, with at least one independent director as a member;

(ii) the chairperson of the Stakeholders' Relationship Committee is a non-executive director; and

(iii) Chairperson of the Stakeholders Relationship Committee has been present at the annual general meetings to answer queries of the shareholders.

20. Nomination and Remuneration Committee of the Board

The Company has constituted a Nomination and Remuneration Committee of the Board (the "**Nomination and Remuneration Committee**") pursuant to resolution of the Board dated July 23, 2024 and has been reconstituted as on June 12, 2025 as per the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The composition of the Nomination and Remuneration Committee and its terms of reference are set out at **Annexure D**. The Nomination and Remuneration Committee has met for 4 times in the last financial year ended March 31, 2026.

We further confirm the following:

(i) the Nomination and Remuneration Committee has at least three directors as members, all of whom are non-executive directors and at least two-thirds of which members are independent directors; and

(ii) the chairperson of the Nomination and Remuneration Committee is an independent director.

21. Risk Management Committee of the Board

The Company has constituted a Risk Management Committee of the Board (the "**Risk Management Committee**") pursuant to resolution of the Board dated May 29, 2025 as per the requirements of Regulation 21 of the Listing Regulations. The composition of the Risk Management Committee and its terms of reference are set out at **Annexure E**. The Risk Management Committee has met for 2 times in the last financial year ended March 31, 2026.

We further confirm the following:

(i) The Risk Management Committee has at least three members with majority of members being members of the board of directors including one independent director; and

(ii) Chairperson of the Risk management committee is a member of the board of directors.

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22. Corporate Social Responsibility Committee of the Board

The Company has reconstituted its Corporate Social Responsibility of the Board (the "**CSR Committee**") pursuant to resolution of the Board dated June 12, 2025 as per the requirements of Section 135 of the Companies Act, 2013. The composition of the CSR Committee and its terms of reference are set out at **Annexure F**. The Corporate Social Responsibility Committee has met for 1 time in the last financial year ended March 31, 2026.

The Corporate Social Responsibility Committee of the Board consists of at least three directors, out of which at least one director is an independent director.

23. Other Compliances

We confirm that annual remuneration for the last financial year ended March 31, 2026 payable to any single non-executive director of the Company does not exceed 50% of the total annual remuneration payable to all of its non-executive directors, on the basis of the information's given to us by the management of the company.

We further confirm the compliance by the Company with the requirements under the Listing Regulations in the manner set out in **Annexure G**, as on the date of issuance of this certificate.

24. We hereby consent to the extracts of this certificate being used the Red Herring Prospectus, the Prospectus and Abridged Prospectus to be filed with the RoC and submitted to the SEBI and the Stock Exchanges in connection with the Offer, and submission of this certificate as may be necessary, to any regulatory authority statutory, judicial or governmental authorities, and in any other material used in connection with the Offer and for disclosure on the website of the Company in connection with the Offer and/or for the records to be maintained by the Book Running Lead Manager (BRLM) in connection with the Offer and in accordance with applicable law.

25. We confirm that the information in this certificate is true, fair and correct. We hereby consent to this certificate being disclosed by the BRLM, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authorities or (ii) in seeking to establish a defence in connection with, or to avoid any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation related to any matter regarding issuance and listing of the equity shares of the Company. (iii) For the records to be maintained by the BRLM and in accordance with the applicable laws. We undertake to update you, in writing, of any change in the above-mentioned disclosures which we are aware of, on the basis of the updated information to be received from the management of the company from time to time, until the Equity Shares allotted and transferred, pursuant to the Offer, are listed and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges, pursuant to the Offer. We also consent to this certificate to be uploaded on the website, repository and, or the database of the Stock Exchanges.

26. This certificate may be relied on by the BRLM and~~,~~ its affiliates and to assist the BRLM in the context of due diligence procedures that the BRLM has to conduct and the documents in relation of their investigation of the affairs of the Company in connection with the Offer.

RISHI KAPOOR & CO. GHAZIABAD CHARTERED ACCOUNTANTS

27. All capitalized terms not defined herein bear the meaning ascribed to them in the Offer Documents.

28. This certificate has been prepared on the basis of the information's provided by the management of the company through their signed letter dated July 17, 2026 as well as the signed Corporate Governance Certificate received from the Practising Company Secretary, i.e. R & D, Company Secretaries vide their certificate dated 17th July 2026.

Yours sincerely,

For and on behalf of
Rishi Kapoor & Company
Chartered Accountants
FRN: 006615C
Peer Review Certificate No.: 024428

Jyoti Arora
Partner
Membership No.: 455362
UDIN: 26455362WLSSPI9491

Place: Ghaziabad
Date: 21.07.2026

RISHI KAPOOR & COMPANY

Chartered Accountants

ANNEXURE A

(On the basis of the signed Corporate Governance Certificate received from the Practising Company Secretary, i.e. R & D, Company Secretaries vide their certificate dated 17th July 2026)

Composition of Board

Sr. no.	Name of Director	Designation	DIN	PAN	Date of Original Appointment	Date of Appointment in current position and Tenure	Number of memberships in audit and stakeholder committee and number of post as chairman in audit and stakeholder committee#	No of directorships in listed entities*
1.	**Sanjay Tyagi**	Managing Director	01446861	ABAPT2070L	02/04/2007	12/06/2025	2 and 0	1
2.	**Rekha Tyagi**	Director	02556586	AATPT5519J	21/10/1998	21/10/1998	0 and 0	1
3.	**Kartikey Tyagi**	Whole-time Director & CFO	09471808	AYZPT8439R	29/05/2023	21/04/2025	1 and 0	1
4.	**Mukesh Kumar Garg**	Independent Director	08936325	AAEPG8314K	10/06/2025	10/06/2025	3 and 0	4
5.	**Shruti Gupta**	Independent Director	10310259	BOVPG2014L	15/07/2024	15/07/2024	9 and 4	5
6.	**Bhawna Saunkhiya**	Independent Director	10683032	DPUPS7579E	15/07/2024	15/07/2024	2 and 2	3

In Listed as well as unlisted companies (including Technocraft Ventures Limited)

* *Including Technocraft Ventures Limited, which is in the process of listing*

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RISHI KAPOOR & COMPANY
Chartered Accountants

ANNEXURE B

(On the basis of the signed Corporate Governance Certificate received from the Practising Company Secretary, i.e. R & D, Company Secretaries vide their certificate dated 17th July 2026)

Composition of the Audit Committee

Sr. no.	Name of Director	Designation	Position in the committee
1.	Bhawna Saunkhiya	Independent Director	Chairperson
2.	Shruti Gupta	Independent Director	Member
3.	Sanjay Tyagi	Managing Director	Member

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ANNEXURE C

(On the basis of the signed Corporate Governance Certificate received from the Practising Company Secretary, i.e. R & D, Company Secretaries vide their certificate dated 17th July 2026)

Composition of Stakeholders Relationship Committee

Sr. no.	Name of Director	Designation	Position in the committee
1.	Bhawna Saunkhiya	Non-executive Independent Director	Chairperson
2.	Sanjay Tyagi	Managing Director	Member
3.	Kartikey Tyagi	Whole-time Director	Member

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ANNEXURE D

(On the basis of the signed Corporate Governance Certificate received from the Practising Company Secretary, i.e. R & D, Company Secretaries vide their certificate dated 17th July 2026)

Composition of the Nomination and Remuneration Committee

Sr. no.	Name of Director	Designation	Position in the committee
1.	Shruti Gupta	Non-executive Independent Director	Chairperson
2.	Mukesh Kumar Garg	Non-executive Independent Director	Member
3.	Bhawna Saunkhiya	Non-executive Independent Director	Member

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ANNEXURE E

(On the basis of the signed Corporate Governance Certificate received from the Practising Company Secretary, i.e. R & D, Company Secretaries vide their certificate dated 17th July 2026)

Composition of the Risk Management Committee

Sr. no.	Name of Director	Designation	Position in the committee
1.	Sanjay Tyagi	Managing Director	Chairperson
2.	Kartikey Tyagi	Whole-Time Director	Member
3.	Shruti Gupta	Non-executive Independent Director	Member

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ANNEXURE F

(On the basis of the signed Corporate Governance Certificate received from the Practising Company Secretary, i.e. R & D, Company Secretaries vide their certificate dated 17th July 2026)

Composition of the Corporate Social Responsibility Committee

Sr. no.	Name of Director	Designation	Position in the committee
1.	Bhawna Saunkhiya	Non-Executive Independent Director	Chairperson
2.	Sanjay Tyagi	Managing Director	Member
3.	Kartikey Tyagi	Whole-Time Director	Member

RISHI KAPOOR & CO. GHAZIABAD CHARTERED ACCOUNTANTS

ANNEXURE G

(On the basis of the signed Corporate Governance Certificate received from the Practising Company Secretary, i.e. R & D, Company Secretaries vide their certificate dated 17th July 2026)

I. Composition of Board of Directors												
Title (Mr./ Ms.)	*Name of the Director*	*PAN and DIN*	*Category (Chairperson /Executive/ Non-Executive / independent / Nominee)*	*Initial Date of Appointment*	*Date of Re-appointment*	*Date of Cessation*	*Tenure*	*Date of Birth*	*No of Directorship in listed entities including the Company of the SEBI Listing Regulations) (In reference to Regulation 17A (1))*	*No of Independent Directorship in listed entities including the Company (Refer to proviso to Regulation 17(A)(1)*	*No. of memberships in Audit/ Stakeholder Committee(s), including the Company (Refer Regulation 26(1) of SEBI Listing Regulations)*	*No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including the Company (Refer Regulation 26(1) of SEBI Listing Regulations)*
Mr.	Sanjay Tyagi	ABAPT2070 and 01446861	Executive	10/05/2007	12/06/2025	NA	5 Years	02/01/1965	1	0	2	0

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GSTIN: 09ABDFR3319M1ZV

Mrs.	Rekha Tyagi	AATPT5519J and 02556586	Executive	29/10/1998	NA	NA	-	21/06/1968	1	0	0	0
Mr.	Kartikey Tyagi	AYZPT8439R and 09471808	Executive	29/05/2023	21/04/2025	NA	5 Years	01/01/1998	1	0	1	0
Mr.	Mukesh Kumar Garg	AAEPG8314K and 08936325	Non-Executive	10/06/2025	NA	NA		28/06/1959	4	4	3	0
Ms.	Bhawna Saunkhiya	DPUPS7579E and 10683032	Non-Executive	15/07/2024	NA	NA		09/10/1989	3	3	2	2
Ms.	Shruti Gupta	BOVPG2014L and 10310259	Non-Executive	15/07/2024	NA	NA		26/02/1991	5	5	9	4
Whether Regular chairperson appointed- No												
Whether Chairperson is related to managing director or CEO- NA												

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II. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	*Date(s) of Meeting (if any) in the relevant quarter*	*Whether requirement of quorum met in the relevant quarter*	*Maximum gap between any two consecutive (in no. of days)*	*Number of independent directors present in the relevant quarter*	*Number of Directors present in the relevant quarter*
01/04/2026	01/07/2026	Yes	56 days	2	5
06/04/2026	02/07/2026	Yes		2	5
01/06/2026	15/07/2026	Yes		2	5
23/06/2026	--	--		--	--

III. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	*Whether requirement of quorum met (details)*	*Number of Directors present**	*Number of independent directors present*	*Date(s) of meeting of the committee in the previous quarter*	*Maximum gap between any two consecutive meetings in no. of days*
Audit Committee					
01/07/2026	Yes	3	2	01/04/2026	91 days
02/07/2026	Yes	3	2	--	
15/07/2026	Yes	3	2	--	

IV. Related Party Transactions	
Subject	*Compliance status (Yes/No/NA)*
Whether policy formulated on materiality of and dealing with related party transactions	Yes
Whether prior approval of audit committee obtained	Yes
Whether such approval of audit committee was omnibus approval in terms of Regulation 23(3)	Yes
Whether shareholder approval obtained for material RPT	Yes, as and where applicable
Whether details of RPT entered pursuant to omnibus approval have been reviewed by Audit Committee	Yes

RISHI KAPOOR & CO. GHAZIABAD CHARTERED ACCOUNTANTS

V. Affirmations

1. The composition of Board of Directors is in terms of SEBI Listing Regulations.
2. The composition, role and terms of reference of the following committees is in terms of SEBI Listing Regulations:
    a. Audit Committee
    b. Nomination and Remuneration Committee
    c. Stakeholder's Relationship Committee
    d. Risk Management Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified under SEBI Listing Regulations.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI Listing Regulations and the Companies Act, 2013.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here: Nil

VI. Composition of Committees

Name of Committee	*Whether Regular chairpers on appointed*	*Name of Committee members*	*Category (Chairperson/Executive/Non-Executive/independent/Nominee)*	*Date of Appointment*	*Date of Cessation*
Audit Committee	Yes	Bhawna Saunkhiya Shruti Gupta Sanjay Tyagi	Chairperson Independent Director Executive Director	12/06/2025 12/06/2025 12/06/2025	- - -
Nomination & Remuneration Committee	Yes	Shruti Gupta Mukesh Kumar Garg Bhawna Saunkhiya	Independent Director Independent Director Independent Director	12/06/2025 12/06/2025 12/06/2025	- - -
Risk Management Committee	Yes	Sanjay Tyagi Kartikey Tyagi Shruti Gupta	Executive Director Executive Director Independent Director	29/05/2025 29/05/2025 29/05/2025	- - -
Stakeholders Relationship Committee	Yes	Bhawna Saunkhiya Sanjay Tyagi Kartikey Tyagi	Independent Director Executive Director Executive Director	29/05/2025 29/05/2025 29/05/2025	- - -
Corporate Social Responsibility Committee	Yes	Bhawna Saunkhiya Sanjay Tyagi Kartikey Tyagi	Independent Director Executive Director Executive Director	12/06/2025 12/06/2025 12/06/2025	- - -

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IPO Committee	Yes	Sanjay Tyagi Kartikey Tyagi Rekha Tyagi	Executive Director Executive Director Executive Director	29/05/2025 29/05/2025 29/05/2025	- - -

Annexure - H		
Corporate Governance Compliance		
Particulars	**Regulation Number**	**Compliance status (Yes/No/NA)**
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
Board composition	17(1), 17(1)(c), 17(1A), 17(1C), 17 (1D) & 17 (1E)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	NA
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	NA
Compliance Certificate	17(8)	NA
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship and tenure	17A	Yes
Composition of Audit Committee	18(1)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes

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Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting	20(3)	No
Composition and role of risk management committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material subsidiaries	24(1)	NA
Other Corporate Governance requirements with respect to subsidiaries of the Company	24(2), (3), (4), (5) & (6)	Yes, wherever applicable
Annual Secretarial Auditor	24A	Yes appointed
Annual Secretarial Compliance Report	24A	NA
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure of independent director	25(2) and 17A	Yes
Meeting of independent directors	25(3) & (4)	Yes
Appointment, re-appointment or removal of Independent Director	25(2A), 25(11)	NA
Declaration by Independent director at board meeting	25(6)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Appointment of independent director as executive or whole-time director after resignation	25(11)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	NA
Obligation of employees to not enter into any agreement with regard to compensation or profit sharing in connection with dealings in securities of listed entity without prior approval	26(6)	NA
In-principle approval of recognized stock exchange(s)	28	NA
Prior Intimations	29	NA

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Disclosure of events or information	30	NA
Holding of specified securities and shareholding pattern	31	NA
Special rights to shareholders	31B	NA
Statement of deviation(s) or variation(s)	32	NA
Financial Results	33	NA
Annual Report	34	Yes
Whether "*Corporate Governance Report*" disclosed in Annual Report	34(3) read with para C of Schedule V	No
Annual Information memorandum	35	NA
Documents & Information to shareholders	36	Yes
Draft Scheme of Arrangement & Scheme of Arrangement	37	NA
Minimum Public Sharcholding	38	NA
Issuance of Certificates/ Letters/ Advices for securities and dealing with unclaimed securities	39	NA
Transfer or transmission or transportation of securities	40	NA
Other provisions relating to securities	41	NA
Other provisions relating to outstanding SR equity shares	41 A	NA
Record Date or Date of Closure of transfer books	42	NA
Dividends	43	NA
Dividend Distribution Policy	43 A	NA
Voting by shareholders	44	NA
Change in name of listed entity	45	NA
Website	46	Yes
Advertisements in Newspapers	47	NA
Accounting Standards	48	Yes
III. Affirmations:		
The company has approved the Material Subsidiaries Policy and the Corporate Governance requirements with respect to the its subsidiaries also, wherever applicable		

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RISHI KAPOOR & COMPANY

INDIA

Chartered Accountants

Website Affirmations	
Status of compliance with Chapter IV of the SEBI Listing Regulations	
Disclosure on website in terms of Listing Regulations	
Item	**Compliance status (Yes/No/NA)**
As per regulation 46(2) of the SEBI Listing Regulations:	
a) Details of business	Yes
b) Terms and conditions of appointment of independent directors	Yes
c) Composition of various committees of board of directors	Yes
d) Code of conduct of board of directors and senior management personnel	Yes
e) Details of establishment of vigil mechanism/ whistle blower policy	Yes
f) Criteria of making payments to non-executive directors, if the same has not been disclosed in annual report	Yes
g) Policy on dealing with related party transactions	Yes
h) Policy for determining 'material' subsidiaries	Yes
i) Details of familiarization programmes imparted to independent directors	Yes
j) Email address for grievance redressal and other relevant details	Yes
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
l) Financial Information	Yes
m) Shareholding pattern	NA
n) Details of agreements entered into with the media companies and/or their associates	NA
o) Schedule of analysts or institutional investors meet and Presentations made by the listed entity to analysts or institutional investors simultaneously with the submission to stock exchange	NA
p) New name and the old name of the listed entity	Yes
q) Advertisements as per regulation 47 (1)	NA
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
As per SEBI Listing Regulations	
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
b) Materiality Policy as per Regulation 30	Yes
c) Dividend Distribution policy as per Regulation 43 A (as applicable)	NA
It is certified that these contents on the website of the company are correct.	

RISHI KAPOOR & CO. GHAZIABAD CHARTERED ACCOUNTANTS

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